

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

SECURITIES AND EXCHANGE COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	Case No. 4:12-CV-00080-SNLJ
)	
BURTON DOUGLAS MORRISS, <i>et al.</i> ,)	
)	
Defendants, and)	
)	
MORRISS HOLDINGS, LLC,)	
)	
Relief Defendant.)	
)	

**RECEIVER’S MEMORANDUM IN SUPPORT OF
PLAN OF ALLOCATION FOR DISTRIBUTION OF UNLIQUIDATED ASSETS AND
REQUEST FOR AUTHORITIES REGARDING WIND-UP ACTIVITIES FOR
ENTITIES MANAGED BY THE RECEIVER**

INTRODUCTION

On June 16, 2017, the Court approved the Plan of Distribution proposed by Claire M. Schenk, the court-appointed receiver (the “Receiver”) for Acartha Group, LLC, MIC VII, LLC, Acartha Technology Partners, LP, and Gryphon Investments III, LLC (collectively, the “Receivership Entities”) (ECF No. 537, the “Distribution Order”). The bulk of the Receiver’s Plan of Distribution focused on a cash distribution to Allowed Claimants in accordance with schedules submitted to the Court at the time of the Receiver’s motion (*see* ECF No. 527). The Receiver has largely completed the cash distributions proposed as part of the Receiver’s Plan of Distribution and approved by the Court in the Distribution Order (*see* ECF No. 547-1; Declaration of Claire M. Schenk in Support of Receiver’s Plan of Allocation for Distribution of Unliquidated Assets (“Schenk Decl.”), attached as Exhibit A, at ¶ 4). As part of the Plan of Distribution, the Receiver also sought authority to take steps necessary for wind-up of the

Receivership. The Receiver obtained this authority as part of the Court's Distribution Order, which authorizes the Receiver to "distribut[e] and assig[n] any unliquidated assets of the Receivership Entities to the Allowed Claimants in those Entities in proportion to the respective interests held by such Allowed Claimants prior to or as part of the wind up of this proceeding" (ECF No. 537 at p. 8). The Distribution Order also allowed the Receiver to resolve intercompany entries between Receivership Entities through debt cancellation during calendar year 2017 and to report a "theft loss" as to certain Allowed Claimants (ECF No. 537 at p. 8). These authorities were given to the Receiver as part of the Court's broader authorization to take all necessary steps to achieve a wind up of the Receivership's assets and estate.

While the Distribution Order provided the Receiver with broad authority as to the Receivership Entities, it did not address the special purpose vehicles ("SPVs") managed by the Receiver. Thus, the Receiver is filing the instant Motion to obtain authority to distribute the unliquidated assets of certain of these SPVs along with those of the Receivership Entities and extend the Receiver's authorities regarding resolution of intercompany entries through debt cancellation and reporting of "theft losses", if necessary, to the SPVs. In addition, this Motion provides notice of the Receiver's plan for allocation of unliquidated assets of the Receivership Entities and three of the SPVs ("Asset Allocation Plan"), as described herein. A draft of the Receiver's Motion and supporting documentation were provided to the Securities and Exchange Commission ("the SEC"). The SEC has no objection to the Receiver's Motion.

FACTS

Having successfully completed the cash distributions approved by the Court in the Distribution Order, the Receiver is now prepared to move forward with the assignment of the unliquidated assets of the Receivership Entities. In recent months, assignment of these

unliquidated assets has been the central focus of the Receiver. An event of liquidity, sale, or other means of disposition for these assets does not appear to be likely in the short term. Schenk Decl. at ¶ 5. Thus, the assignment of the unliquidated assets will enable the Receiver to avoid the further time and expense of administering and overseeing these assets and prepare for a final wind up of this Receivership proceeding.

The Distribution Order sets forth the framework for the disposition of illiquid assets held by MIC VII, ATP, and Gryphon III to Allowed Claimants in Classes 1-B, 1-C, and 1-D. Schenk Decl. at ¶¶ 5-6. Pursuant to the Distribution Order, the illiquid stock interests of MIC VII, ATP, and Gryphon III will be assigned to Allowed Claimants in in Classes 1-B, 1-C, and 1-D in proportion to the respective interests held by such Allowed Claimants in the particular Receivership Entity(ies). *Id.* The Receiver has also developed a plan to assign the unliquidated assets of three SPVs, *i.e.*, Tervela Acquisition, LLC, Tervela Acquisition II, LLC, and Tervela Acquisition III, LLC (“the Tervela SPVs”). The Receiver proposes to assign the interests held by the Tervela SPVs using the framework approved by the Court for illiquid asset distributions to Allowed Claimants. Specifically, the Receiver proposes to assign the illiquid assets on a pro rata basis to those investors in the Tervela SPVs who have not abandoned their interests.¹ As referenced above, the Receiver is filing this motion to gain authority to allocate and assign the interests held by the Tervela SPVs. By this motion, the Receiver also is providing notice of the specifics of the Receiver’s Asset Allocation Plan, which covers Allowed Claimants in Classes 1-B, 1-C, and 1-D, and investors in the Tervela SPVs.

¹ Investors in the Receivership Entities were required by the Court to participate in the Court-approved claims process. The Distribution Order listed Allowed Claimants. The Court-approved claims process did not apply to the direct investors in the Tervela SPVs. Thus, the Receiver is filing this motion to gain approval of the allocation of the non-Receivership Entities’ interests in the Tervela SPVs.

The unliquidated interests to be allocated under the Asset Allocation Plan are held by MIC VII, ATP, Gryphon III, and the Tervela SPVs. The interests are held in Tervela, Inc. (“Tervela”); Logos, LLC (“Logos”), formerly known as Cirqit.com, Inc. (“Cirqit”); Exegy, Ltd. (“Exegy”); and Velocidata, Inc. (“Velocidata”). Schenk Decl. at ¶ 8. The Asset Allocation Plan, described in the Declaration of Michelle Murray in Support of Receiver’s Plan of Allocation for Distribution of Unliquidated Assets (“Murray Decl.”), attached as Exhibit B, provides the specific details as to the interests held by MIC VII, ATP, Gryphon III, and the Tervela SPVs and details the specific number of shares to be allocated to each investor.

The Receiver requested that Ms. Murray, CPA and Founder and Managing Director of Segue Capital (“Segue”), prepare the Asset Allocation Plan based upon her familiarity with the Receivership, including the unliquidated investment interests. As part of Segue’s fund-management services provided to the Receivership, Ms. Murray assisted the Receiver in overseeing capital calls for the purpose of follow-on financings by the investors, participated in numerous board and shareholder calls, and frequently communicated with investors, attorneys, and managers of the various entities. She reviewed and analyzed various financial transactions, financial statements, and complex tables of capitalization involving multiple rounds of financing and various liquidation preferences. Ms. Murray also received and reviewed periodic updates regarding the investments, information pertinent to events of liquidity, valuations, and other information pertinent to the status and value of the various investment interests. She supplied information from representatives of the portfolio concerns to individuals investors in both the Receivership Entities and the SPVs so that investors could make an informed decision as to whether they wished to pursue further investment opportunities (via direct investments). *See* Murray Decl. at ¶¶ 3-5.

To allocate the remaining interests held by the Receivership Entities and the SPVs to the individual investors, Ms. Murray prepared schedules for shares owned in Tervela, Logos, Velocidata, and Exegy. These schedules detail the number of shares owned by MIC VII, ATP, Gryphon III, and the Tervela SPVs and the *pro rata* percentages owned by each investor. To prepare the distribution schedules, she reviewed the investor lists maintained by Segue; lists of those Receivership Entity investors possessing allowed claims versus lists of Receivership Entity investors who had abandoned their interests; the current and historic capitalization tables for Cirqit and Logos, Tervela, Velocidata, and Exegy; and information regarding the total number of outstanding shares and the various classes of stock and liquidation preferences. Murray Decl. at ¶ 6.

Ms. Murray personally participated in multiple planning sessions with the Receiver, her legal team, and the Receiver's tax preparer, Tim O'Shaughnessy of CliftonLarsonAllen LLP. The Asset Allocation Plan was developed during these sessions and is reflected in Attachments 1 through 4 to the Murray Declaration. Through this process, Ms. Murray was able to obtain the appropriate base of information regarding the interests available for allocation and the current pool of investors. Additionally, she contacted representatives of Tervela, Cirqit and Logos, Velocidata, and Exegy to update prior information and obtain missing information that she needed to complete the schedules for the Asset Allocation Plan. The Asset Allocation Plan is described below and set out in detail in Attachments 1 through 4. Murray Decl. at ¶ 7.

The Asset Allocation Plan utilizes a similar process for the applicable Receivership Entities (MIC VII, ATP, and Gryphon III) and the Tervela SPVs. For purposes of the schedules in Attachments 1 through 4, Ms. Murray allocated the shares of Tervela, Logos/Cirqit, Velocidata and Exegy in a *pro rata* manner. To determine the proportionate allocation of the

shares, Ms. Murray reviewed the amount contributed by each investor with an Allowed Claim in Class 1-B, 1-C, or 1-D or, in the case of the Tervela SPVs, current investors who had not abandoned their interests (“Participating Investor(s)”). She divided the amount of the total investment by the total capital contributed to the applicable Receivership Entity or Tervela SPV by each Participating Investor to calculate that Participating Investor’s percentage interest held in the applicable Receivership Entity or Tervela SPV. The Asset Allocation Plan proposes to use this percentage to determine the number of shares of Tervela, Logos/Cirquit, Exegy, and/or Velocidata that will be allocated to each Participating Investor. As a hypothetical example, a Participating Investor who made an initial investment equal to 20 percent of the total capital contributed to ATP would receive 20 percent of ATP’s shares in Tervela.² Murray Decl. at ¶ 8.

A. Tervela Allocations

Tervela is based in Boston, Massachusetts and provides data-management services so that large volumes of data can be moved to the cloud from on-premises hardware and other cloud platforms. Tervela also offers software that allows users to create data visualizations in multiple formats. Schenk Decl. at ¶ 9.

Interests in Tervela are held by the Tervela SPVs. ATP also owns shares in Tervela. MIC VII indirectly owns shares in Tervela, Inc. through a 28.81 percent interest in Tervela I and a 13.39 percent ownership interest in Tervela III. Murray Decl. at ¶ 9.

² As no Participating Investor can own a fractional share of stock, Ms. Murray rounded each Participating Investor’s allocation to the nearest whole number, with a 0.5 percent share rounding up. This is the only point in the calculations where she performed any rounding. Where shares were owned in two or more series of stock, she treated each series separately to determine the *pro rata* distribution of each series of shares due to each direct Participating Investor. Murray Decl. at ¶ 8.

The schedule for allocation of the Tervela interests is set forth in Attachment 1 to the Murray Declaration.³ For purposes of the Tervela allocations, Ms. Murray allocated the shares of Tervela *pro rata* to the investors in ATP and the Tervela SPVs. In the case of MIC VII, she initially calculated the number of shares MIC VII owned as a Participating Investor in Tervela I and Tervela III—treating MIC VII the same as all other direct Participating Investors in Tervela I and Tervela III—and then distributed those shares to MIC VII Participating Investors using the methodology described in paragraph 8 of her Declaration. Murray Decl. at ¶ 10. Tervela issued five series of shares—A, B, C, D, and AA. Where shares were owned in two or more series, Ms. Murray treated each series separately to determine the *pro rata* distribution of each series of shares due to each Participating Investor. None of the Receivership Entities or Tervela SPVs invested in Series B. Murray Decl. at ¶ 11.

B. Logos/Cirquit Allocations

Cirquit is based in Newark, New Jersey and its major asset is its holding in LogicSource, Inc. (“LogicSource”). Cirquit’s primary role has been to oversee and monitor the LogicSource interest. LogicSource is based in Norwalk, Connecticut and provides sourcing and procurement services, business intelligence, and workflow technology. It works with its customers to provide efficiencies in indirect procurement that involves the purchase of goods not for resale. Schenk Decl. at ¶ 10.

MIC VII, ATP, and Gryphon III have each held Series D Shares in Cirquit. Recently, Cirquit adopted and is in the process of executing a plan of liquidation, distributing Logos

³ The unredacted Attachments to the Murray Declaration are being provided to the Court under seal to provide privacy to the Participating Investors. The Receiver is filing redacted copies of the Attachments along with Ms. Murray’s Declaration. The Receiver also will provide each Participating Investor with an unredacted copy of each Attachment applicable to that Participating Investor in connection with electronic service of this Motion on the Interested Parties (as defined herein).

Member Units to Cirqit Series C and D Preferred Shareholders in proportion to the Preferred Shareholders' aggregate liquidation preference.

The schedule for allocation of the Logos/Cirquit interests is set forth in Attachment 2 to the Murray Declaration. In developing the schedule set out in Attachment 2 to the Murray Declaration, Ms. Murray relied upon the process described above in paragraph 8 of her Declaration. She calculated allocable interests in both Cirqit and Logos since the conversion process was ongoing at the time of the Receiver's filing. When the Logos conversion is finalized, the portion of the schedule pertaining to Logos will control the allocation. Murray Decl. at ¶ 12.

C. Exegy Allocations

Exegy is based in St. Louis, Missouri and provides technology and managed services for the normalization and distribution of real-time market data to firms in the financial services industry. Schenk Decl. at ¶ 11.

Only MIC VII holds shares in Exegy. MIC VII holds 362,318 Series A-2 Preferred Shares and a warrant exercisable into 8,068 common shares of Exegy. Murray Decl. at ¶ 13.

The schedule for allocation of the Exegy interests is set forth in Attachment 3 to the Murray Declaration. In developing the schedule set out in Attachment 3 to the Murray Declaration, Ms. Murray relied upon the process described in paragraph 8 of her Declaration. Murray Decl. at ¶ 13. She calculated Participating Investor shares of Exegy preferred stock and separately calculated the 8,068 common shares that would be owned if the warrant were to be exercised. Murray Decl. at ¶ 14.⁴

⁴ These 8,068 shares can only be allocated to Participating Investors only if the warrant is exercised. Murray Decl. ¶ 14. The Receiver will continue to hold the warrant until it is exercised, expires, or other arrangements are made prior to or as part of wind up of the Receivership.

D. Velocidata Allocations

Velocidata is based in St. Louis, Missouri and provides information technology and related services involving stream-processing solutions. Schenk Decl. at ¶ 12.

MIC VII holds 555 common shares of stock in Velocidata. Murray Decl. at ¶ 15.

The schedule for allocation of the Velocidata interests is set forth in Attachment 4 to the Murray Declaration. In developing the schedule set out in Attachment 4 to the Murray Declaration, Ms. Murray relied upon the process described in paragraph 8 of her Declaration. Murray Decl. at ¶ 15.

ARGUMENT

In an equity receivership, “the court has wide discretion under its general equitable powers to approve any method of distribution that is fair and equitable.” *In re The Vaughan Co., Realtors*, 543 B.R. 325, 336-37 (Bankr. D.N.M. 2015) (citing *S.E.C. v. Byers*, 637 F. Supp. 2d 166, 174 (S.D.N.Y. 2009) (observing that the court has broad authority to approve a receiver’s proposed distribution plan); *Commodity Futures Trading Comm’n v. Equity Fin. Grp., Inc.*, No. CIV. 04-1512 RBK AMD, 2005 WL 2143975, at *24 (D.N.J. Sept. 2, 2005) (“The Court has wide discretion in determining the appropriate form of relief in a receivership in equity.”) (citation omitted); *U.S. Commodity Futures Trading Comm’n v. Lake Shore Asset Mgmt. Ltd.*, No. 07C3598, 2010 WL 960362, at *6 (N.D. Ill. Mar. 15, 2010) (“The court is afforded wide discretion in approving a distribution plan of receivership funds.”) (citing *S.E.C. v. Enter. Trust Co.*, 559 F.3d 649, 652 (7th Cir. 2009)); *S.E.C. v. Enter. Trust Co.*, No. 08 C 1260, 2008 WL 4534154, at *3 (N.D. Ill. Oct. 7, 2008) (“There are no hard rules governing a district court’s decisions in matters like these. The standard is whether a distribution is equitable and fair in the eyes of a reasonable judge.”) (citations omitted)). In reviewing a proposed plan for distribution,

the court's role is to ensure that the plan is both fair and reasonable. *See Sec. & Exch. Comm'n v. Harris*, No. 3:09-CV-01809, 2015 WL 418107, at *2 (N.D. Tex. Feb. 2, 2015); *S.E.C. v. Wealth Mgmt., LLC*, 628 F.3d 323, 333 (7th Cir. 2010); *Official Comm. of Unsecured Creditors of WorldCom, Inc. v. Sec. & Exch. Comm'n*, 467 F.3d 73, 82-83 (2d Cir. 2006); *S.E.C. v. Wang*, 944 F.2d 80, 85 (2nd Cir. 1991). Courts are given broad and substantial power in making these determinations, with appellate courts only narrowly reviewing decisions for abuse of discretion. *Quilling v. Trade Partners, Inc.*, 572 F.3d 293, 298 (6th Cir. 2009); *Sec. & Exch. Comm'n v. Mgmt. Sols., Inc.*, No. 2:11-CV-01165-BSJ, 2013 WL 594738, at *2 (D. Utah Feb. 15, 2013); *Wealth Mgmt.*, 628 F.3d at 332-33; *Official Comm. of Unsecured Creditors of WorldCom, Inc. v. S.E.C.*, 467 F.3d 73, 83-84 (2nd Cir. 2006).

Here, the Receiver seeks the Court's approval of and authorization to implement the proposed Asset Allocation Plan. The Court has previously ruled that the Receiver is authorized to "distribut[e] and assig[n] any unliquidated assets of the Receivership Entities to the Allowed Claimants in those Entities in proportion to the respective interests held by such Allowed Claimants prior to or as part of the wind up of this proceeding" (ECF No. 537 at p. 4). The Receiver seeks to act on this authority to allocate unliquidated assets held by the Receivership Entities as well as the Tervela SPVs.

Based upon the foregoing authorities, the Receiver submits that it is fair and equitable to utilize a consistent allocation approach for the Receivership Entities and the Tervela SPVs and to extend the *pro rata* allocation previously authorized by the Court for the Receivership Entities to the Tervela SPVs. The Tervela SPVs and the applicable Receivership Entities hold similar investments. Two of the Receivership Entities, ATP and MIC VII, invested in Tervela, as did

each of the Tervela SPVs. In fact, MIC VII, as an entity, is an investor in both Tervela I and Tervela III.

Further, each proposed allocation in the Asset Allocation Plan is supported by the work of Ms. Murray. Ms. Murray is well-qualified to calculate the allocations available to each Participating Investor. She is a CPA, has a background in venture capital, and has worked with the Receiver since the inception of the Receivership. As demonstrated by her Declaration and supporting attachments, Ms. Murray's calculations are carefully designed to allocate the appropriate number of shares to each Participating Investor on a *pro rata* basis.

The Court also previously authorized the Receiver to resolve intercompany entries between Receivership Entities through debt cancellation during calendar year 2017 and to report a "theft loss" as to certain Allowed Claimants of the Receivership Entities, as part of the Receiver's broader authorization to take all necessary steps to achieve a wind up of the Receivership's assets and estate. As part of this broad authority, the Receiver's accountants, will make adjustments, as necessary, to the capital accounts and percentage interests held, by the various investors of the Allowed Claimants in the Receivership Entities.⁵ Like the Receivership Entities, the SPVs' general ledgers and other documents reflect various due to/from entries between the various SPVs and the Receivership Entities. These due to/from entries are proposed to be resolved through debt cancellation in calendar year 2017, similar to the Receivership Entities. Similarly, adjustments will be made, as appropriate to the tax filings and K-1s of the investors in the SPVs. The Receiver anticipates that the related tax filings will be made, and K-1s provided to investors, in 2018.

⁵ For example, AGF investors may receive K-1s for MIC VII.

The Receiver and her professionals believe that the SPVs may be entitled to claim a so-called “theft loss” for federal income tax purposes by reason of the misappropriation of funds and dishonest acts described in the SEC pleadings. Accordingly, SPVs may report a “theft loss”, which will be shown on the final K-1s issued to each SPV investor for the 2017 reporting year. The overall effect of claiming a theft loss is that the SPV investor would be entitled to an ordinary deduction on the SPV investor’s federal income tax return for 2017 in an amount equal to the arithmetic sum of the cash invested by the SPV investor, plus the cumulative amount of income and gain allocated to the SPV investor (any cash distributed to the SPV investor minus any cumulative losses allocated to the SPV investor). The Internal Revenue Service could take the position that, under certain case law, no theft loss occurred; therefore, the Receiver cannot give assurances that the Internal Revenue Service will not challenge a claimed theft loss by the SPVs, which challenge, if successful, would mean that an SPV investor would not be entitled to the theft loss allocated to the SPV investor by the applicable SPV. No opinion whatsoever is expressed regarding the tax treatment to an SPV investor and each SPV investor is urged to consult the SPV investor’s tax adviser.

The Receiver requests that the Court authorize the Receiver to resolve uncollectable intercompany entries for the SPVs in the same manner as for the Receivership Entities – through debt cancellation and the reporting of “theft losses” – and otherwise take all necessary steps to achieve a wind up of the SPVs. This will enable the Receiver to move closer toward a final windup of the Receivership estate.

**SERVICE OF MOTION; OBJECTIONS TO
PROPOSED ASSET ALLOCATION PLAN**

Concurrently with the filing of this Motion and Memorandum, the Receiver will serve via electronic mail (i) all persons and entities who hold Allowed Claims in Classes 1-B, 1-C, and 1-

D, (ii) all persons and entities holding unabandoned interests in the Tervela SPVs, and (iii) direct contacts and/or counsel for Tervela, Cirqit, Exegy, and Velocidata (collectively, “Interested Parties”). In addition, the Receiver will include in the service communication to Interested Parties the time limits for filing objections to motions under the Court’s local rules. The Receiver also will post a copy of the filed Motion and Memorandum on the Receivership website.

Should an Interested Party object to any of the relief requested herein, the Receiver respectfully submits that the procedure for objections to motions under this Court’s local rules are sufficient to protect Interested Parties’ rights to be heard in this case. *Commodity Futures Trading Comm’n v. Topworth Int’l, Ltd.*, 205 F.3d 1107, 1113 (9th Cir. 1999) (“For the claims of nonparties to property claimed by receivers, summary proceedings satisfy due process so long as there is adequate notice and opportunity to be heard.”) (quoting *Sec. & Exch. Comm’n v. Am. Capital Invs., Inc.*, 98 F.3d 1133, 1146 (9th Cir. 1996), *abrogated on other grounds*, *Steel Co. v. Citizens for a Better Env’t*, 523 U.S. 83, 118 S.Ct. 1003, 1012 (1998)): *see United States v. Fairway Capital Corp.*, 433 F. Supp. 2d 226, 241 (D.R.I. 2006) (“Receivership courts can employ summary procedures in allowing, disallowing and subordinating claims of creditors.”) (internal citations omitted).

CONCLUSION

For all the foregoing reasons, the Receiver respectfully requests that the Court:

1. Grant the Receiver’s Motion;
2. Authorize the Receiver to assign the unliquidated assets of the Tervela SPVs in proportion to the respective interests held by each Participating Investor as applicable at such time(s) deemed reasonable or necessary by the Receiver;
3. Approve the Asset Allocation Plan for the distribution of unliquidated assets (interests) to Participating Investors.

4. Resolve intercompany entries between SPVs and Receivership Entities through debt cancellation during calendar year 2017 and report a “theft loss” as to SPV investors.

5. Take all necessary steps to achieve a wind up of the SPVs.

Dated: November 17, 2017

Respectfully Submitted,

THOMPSON COBURN LLP

By /s/ Kathleen E. Kraft

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CERTIFICATE OF SERVICE

I hereby certify that on November 17, 2017, I electronically filed the foregoing document and its attachments with the Clerk of the Court through the Court’s CM/ECF system which will send a notice of electronic filing to all counsel of record receiving electronic service.

I further certify that I served the foregoing document and its attachments via electronic mail on all Interested Parties (as defined herein).

/s/ Kathleen E. Kraft

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

SECURITIES AND EXCHANGE)	
COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	Case No. 4:12-cv-00080-SNLJ
)	
BURTON DOUGLAS MORRISS, et al.,)	
)	
Defendants, and)	
)	
MORRISS HOLDINGS, LLC,)	
)	
Relief Defendant.)	

**DECLARATION OF CLAIRE M. SCHENK IN SUPPORT OF RECEIVER’S
PLAN OF ALLOCATION FOR DISTRIBUTION OF UNLIQUIDATED ASSETS**

I, Claire M. Schenk, being duly sworn, declare:

1. I am a practicing attorney and have been a Partner with Thompson Coburn LLP since 2006. On January 17, 2012, the United States Securities and Exchange Commission (“the SEC”) filed its Complaint and Ex Parte Emergency Motion for Appointment of Receiver. On that same day, the Court granted the SEC’s motion and entered the Order Appointing me as Receiver (“Receivership Order”) (ECF No. 16). My authorities, duties, and obligations are set forth in the Receivership Order. The SEC’s motion and the Court’s appointment were based upon my proposal to the SEC (the “Proposal”). The Proposal set out my qualifications to serve as Receiver, the support to be received from Thompson Coburn as primary counsel to the Receiver, and the course of action that I contemplated as a potential Receiver (ECF No. 4, Ex. 1).

2. The overall function of the Receiver as set out in the Receivership Order is to administer and manage the business affairs and assets of the Receivership Entities, act as the

managing member or partner of the Receivership Entities, marshal and safeguard all of the assets of the Receivership Entities, and take such actions as are necessary to protect investors. Receivership Order at 1.

3. The bulk of the Receivership assets have been liquidated. The state of the Receivership's assets are detailed in the Receiver's amended *Motion to Approve Plan of Distribution, Approve Schedule of Claims, Authorize First Interim Distribution of Receivership Assets, and Approve Partial Payment of Holdback Amount Pertaining to Legal and Professional Services Rendered by the Receiver, Retained Counsel, and Other Professionals* (ECF No. 527) ("Distribution Plan Motion") and various Receivership Report filings.

4. Funds have been distributed to Allowed Claimants in Classes 1-A, 1-B, 1-C, and 1-D in accordance with the methodology and procedure described in detail in the Distribution Plan Motion and approved by the Court in the order granting the Receiver's Distribution Plan Motion ("Distribution Order", ECF No. 537). Distributions made in July included: Acartha Group LLC ("Acartha"), 12 distributions for a total of \$126,951; Acartha Technology Partners, L.P. ("ATP"), 21 distributions for a total of \$3,871,951; MIC VII, LLC ("MIC VII"), 21 distributions for a total of \$647,441; and Gryphon Investments III, LLC ("Gryphon III"), 4 distributions for a total of \$93,187.

5. As discussed in the Distribution Plan Motion, ATP, MIC VII, and Gryphon III hold certain interests that are illiquid. In addition, similar illiquid interests are held by Tervela Acquisition, LLC, Tervela Acquisition II, LLC, and Tervela Acquisition III, LLC ("the Tervela SPVs"). The Tervela SPVs are entities managed by the Receivership Entities. As of the date of this Declaration and based on the information available to me as of this date, an event of liquidity or other means of disposition for these interests does not appear to be likely in the short term.

6. In the Distribution Order, the Court approved allocations and assignment of the unliquidated interests of the Receivership Entities to those investors with Allowed Claims in proportion to the percentage interest that each Allowed Claimant currently holds in the Receivership Entity(ies) (*i.e.*, the investor claimants).

7. The Distribution Order did not address the illiquid assets held by the Tervela SPVs. To avoid the further time and expense in administering and overseeing these assets, I am seeking Court approval to assign the unliquidated investment interests held by the Tervela SPVs to the individual investors in the Tervela SPVs. Thus, the motion that accompanies this Declaration (the “Motion”) requests that the Court approve an allocation of the interests of the Tervela SPVs to investors in proportion to the percentage interests that each investor who has not abandoned his or her interest currently holds. Also, the Motion provides transparency, giving all affected investors the opportunity to review the details of the schedules of allocation which pertain to them.

8. In the Motion, I propose to assign interests held by the Tervela SPVs and three of the entities in Receivership, *i.e.*, MIC VII, ATP, and Gryphon III. The interests are held in Tervela, Inc. (“Tervela”), Logos, LLC (“Logos”), formerly known as Cirqit.com, Inc. (“Cirqit”), Velocidata, Inc. (“Velocidata”), and Exegy, Inc. (“Exegy”).

9. Tervela is based in Boston, Massachusetts and provides data-management services so that large volumes of data can be moved to the cloud from on-premises hardware and other cloud platforms. Tervela also offers software that allows users to create data visualizations in multiple formats.

10. Cirqit is based in Newark, New Jersey and its major asset is its holding in LogicSource, Inc. (“LogicSource”). Cirqit’s primary role has been to oversee and monitor the


LogicSource interest. LogicSource is based in Norwalk, Connecticut and provides sourcing and procurement services, business intelligence, and workflow technology. It works with its customers to provide efficiencies in indirect procurement that involves the purchase of goods not for resale.

11. Exegy is based in St. Louis, Missouri. It provides technology and managed services for the normalization and distribution of real-time market data to firms in the financial services industry.

12. Velocidata is based in St. Louis, Missouri and provides information technology and related services involving stream-processing solutions.

* * *

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. This Declaration was executed this 17th day of November, 2017.



Claire-M. Schenk

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

SECURITIES AND EXCHANGE)	
COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	Case No. 4:12-cv-00080-SNLJ
)	
BURTON DOUGLAS MORRISS, et al.,)	
)	
Defendants, and)	
)	
MORRISS HOLDINGS, LLC,)	
)	
Relief Defendant.)	

**DECLARATION OF MICHELLE MURRAY IN SUPPORT OF RECEIVER’S
PLAN OF ALLOCATION FOR DISTRIBUTION OF UNLIQUIDATED ASSETS**

I, Michelle Murray, CPA, being duly sworn, declare:

1. I am the Founder and Managing Director of Segue Partners, LLC (“Segue”). I specialize in providing financial consulting and accounting solutions to private equity funds. I have more than 20 years of accounting and public finance experience and formerly served as the Chief Financial Officer (“CFO”) of Prolog Ventures (“Prolog”). As CFO of Prolog, I oversaw and administered three private funds with over 30 investments.

2. On February 9, 2012, shortly after the appointment of Claire M. Schenk, as Receiver (“the Receiver”) for Acartha Group, LLC (“Acartha”), Acartha Technology Partners, L.P. (“ATP”), MIC VII, LLC (“MIC VII”), Gryphon Investments III, LLC (“Gryphon III” and together with Acartha, ATP and MIC VII, the “Receivership Entities”), Segue submitted a proposal to work as an independent contractor on behalf of the Receivership Entities. Segue offered to assist the Receiver with investor communications and to provide fund administration

and investment reporting services, including maintenance of the general ledgers and schedules of investments for the Receivership Entities. In addition to the Receivership Entities, Segue agreed to provide services on behalf of special purpose vehicles managed by Acartha Group (collectively, the “Managed Entities”). Segue’s proposal was accepted by the Receiver and approved by the Court.

3. As a result, I have worked closely with the Receiver over the last five and a half years. At the outset of the Receivership, I was provided with investment and investor schedules, tax returns, the general ledger, QuickBooks data, and other relevant information compiled and/or maintained by former management for the Receivership and Managed Entities. Since the inception of the Receivership, I have regularly assisted the Receiver with “back office” functions, such as managing the books and records in preparation for the annual tax returns of the Receivership Entities and Managed Entities.

4. As part of Segue’s fund-management services, I assisted the Receiver in overseeing capital calls for the purpose of follow-on financings by the investors, participated in numerous board and shareholder calls and frequently communicated with investors, attorneys and managers of the various entities. I reviewed and analyzed various financial transactions, financial statements, and complex tables of capitalization involving multiple rounds of financing and various liquidation preferences. I received and reviewed periodic updates regarding the investments, information pertinent to events of liquidity, valuations, and other information pertinent to the status and value of the various investment interests.

5. As part of Segue’s investor-communications services, I supplied information from the representatives of the portfolio concerns to the individual investors in the Receivership and Managed Entities so that they could make an informed decision as to whether they wished to

pursue further investment opportunities. Any funds advanced by the investors were made as direct investments. No investments were made by the Managed or Receivership Entities after the time of the appointment of the Receiver.

6. For the purpose of assignment of the remaining interests held by the Receivership and certain of the Managed Entities, Tervela Acquisition, LLC (“Tervela I”), Tervela Acquisition II, LLC (“Tervela II”) and Tervela Acquisition III, LLC (“Tervela III”) (together “the Tervela SPVs”) to the individual investors, I prepared allocation schedules for shares owned in Tervela, Inc (“Tervela”), Logos, LLC (“Logos”), formerly known as Cirqit.com, Inc. (“Cirqit”), Velocidata, Inc. (“Velocidata”), and Exegy, Inc. (“Exegy”). These schedules detail the number of shares owned by each of the Receivership Entities and Tervela SPVs and the *pro rata* percentages owned by each investor. To prepare the distribution schedules, I reviewed, among other things, the investor lists maintained by Segue; lists of those investors who abandoned their interests; the current and historic capitalization tables for Cirqit and Logos, Tervela, Velocidata, and Exegy; information regarding the total number of outstanding shares; and the various classes of stock and liquidation preferences.

7. I personally participated in multiple planning sessions with the Receiver, her legal team, and her tax preparer, Tim O’Shaughnessy of CliftonLarsonAllen LLP. During these sessions, we developed a plan of allocation (the “Asset Allocation Plan”), which is reflected in Attachments 1-4 attached to this Declaration. As part of this process, we shared information to ensure that I was working with the appropriate base of information regarding the interests available for allocation and the current pool of investors. Additionally, I contacted representatives of Tervela, Cirqit and Logos, Velocidata, and Exegy to update prior information

and obtain missing information that I needed to complete the schedules for the Asset Allocation Plan. The Asset Allocation Plan is described below and set out in detail in Attachments 1-4.

8. Specific detail is provided below regarding the assignment of the interests held by the Receivership Entities and the Tervela SPVs. However, the Asset Allocation Plan utilizes a similar process for each entity. For purposes of the schedules in Attachments 1-4, I allocated the shares of Tervela, Cirqit, Velocidata, and Exegy in a *pro rata* manner. To determine the proportionate allocation of the shares, I began by reviewing the amount contributed by each investor with an allowed claim or, in the case of the Tervela SPVs, current investors who had not abandoned their interests (“Participating Investor(s)”). I then divided the amount of the total investment by the total capital contributed to the Receivership Entity or Tervela SPV by each Participating Investor to calculate the percentage interest that the Participating Investor held in the Receivership Entity or Tervela SPV. I then used this percentage to determine the number of shares of Tervela, Cirqit, Exegy, and/or Velocidata to allocate to each Participating Investor. As a hypothetical example, a Participating Investor who made an initial investment equal to 20 percent of the total capital contributed to ATP would receive 20 percent of ATP’s shares in Tervela. As no investor can own a fractional share of stock, I rounded each Participating Investor’s allocation to the nearest whole number, with a 0.5 percent share rounding up. This is the only point in my calculations where I performed any rounding. Where shares were owned in two or more series of stock, I treated each series separately to determine the *pro rata* distribution of each series of shares due to each Participating Investor.

9. Tervela Allocations. Interests in Tervela are held by the Tervela SPVs. ATP also owns shares in Tervela. MIC VII indirectly owns shares in Tervela, Inc. through a 28.81 percent interest in Tervela I and a 13.39 percent ownership interest in Tervela III.

10. For purposes of the Tervela allocations, I allocated the shares of Tervela *pro rata* to the Participating Investors in ATP and the Tervela SPVs. In the case of MIC VII, I first calculated the number of shares MIC VII owned as an investor in Tervela I and Tervela III—treating MIC VII the same as all other Participating Investors in Tervela I and Tervela III—and then distributed those shares to MIC VII Participating Investors using the methodology described in paragraph 8.

11. Tervela issued five series of shares—A, B, C, D, and AA. Where shares were owned in two or more series, I treated each series separately to determine the *pro rata* distribution of each series of shares due to each Participating Investor. None of the Receivership Entities or Tervela SPVs invested in Series B. The proposed allocations of the Tervela interests is set forth in Attachment 1.

12. Logos/Cirqit Allocations. MIC VII, ATP and Gryphon III have each held Series D Shares in Cirqit. Recently, Cirqit adopted and is executing a plan of liquidation, distributing Logos Member Units to Cirqit Series C and D Preferred Shareholders in proportion to the Preferred Shareholders' aggregate liquidation preference. In developing the schedule set out in Attachment 2 to this Declaration, I relied upon the process described above in paragraph 8. Because of the recency of the conversion, I calculated allocable interests in both Cirqit and Logos. When the Logos conversion is finalized, the portion of the schedule pertaining to Logos will control the allocation. The proposed allocations of the Logos/Cirqit interests is set forth in Attachment 2.

13. Exegy Allocations. Only MIC VII holds shares in Exegy. MIC VII holds 362,318 Series A-2 Preferred Shares and a warrant exercisable into 8,068 common shares of Exegy. In

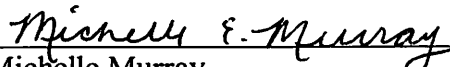
developing the schedule set out in Attachment 3 to this Declaration, I relied upon the process described above in paragraph 8.

14. In performing the calculations above, I calculated investor shares of the preferred stock and separately calculated the 8,068 common shares that would be owned if the warrant were to be exercised. Participating Investors should note, however, that the warrant itself is not divisible and that these 8,068 shares can only be allocated to Participating Investors only if MIC VII exercises the warrant into shares. The proposed allocations of the Exegy interests is set forth in Attachment 3.

15. Velocidata Allocations. MIC VII holds 555 common shares of stock in Velocidata. In developing the schedule set out in Attachment 4 to this Declaration, I relied upon the process described above in paragraph 8. The proposed allocations of the Velocidata interests is set forth in Attachment 4.

* * *

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. This Declaration was executed this 8 day of November, 2017.


Michelle Murray

Attachment 1
Tervela Allocations

Tervela Acquisition, LLC Investor or Class 1-C Allowed Claimant	Claim No. (if applicable)	Direct Investment in TA, LLC	Investment in TA, LLC through MIC VII	Percentage Distribution	No. of Series A Shares Allocated to Participating Investor	No. of Series C Shares Allocated to Participating Investor	No. of Series D Shares Allocated to Participating Investor	No. of Series AA Shares Allocated to Participating Investor
	8		\$3,500.69	0.11%	22		45	
	9		\$8,751.74	0.28%	55		113	
	15		\$700.14	0.02%	4		9	
	22		\$70,745.49	2.24%	448		914	
	24		\$22,156.29	0.70%	140		286	
	27		\$19,253.82	0.61%	122		249	
	31		\$114,107.82	3.61%	722		1,475	
	32		\$114,107.82	3.61%	722		1,475	
	35		\$45,509.03	1.44%	288		588	
	36		\$1,050.21	0.03%	7		14	
	37		\$5,414.74	0.17%	34		70	
	38		\$24,504.86	0.78%	155		317	
	39		\$3,500.69	0.11%	22		45	
	40		\$700.14	0.02%	4		9	
	42		\$22,731.28	0.72%	144		294	
	44		\$34,160.51	1.08%	216		442	
	45		\$36,557.88	1.16%	231		473	
	46		\$18,832.85	0.60%	119		243	
	47		\$74,943.04	2.37%	474		969	
	48		\$122,405.17	3.88%	775		1,582	
	49		\$21,004.17	0.66%	133		271	
	50		\$875.17	0.03%	6		11	
	53		\$19,253.82	0.61%	122		249	
	54		\$14,002.78	0.44%	89		181	
	69		\$1,750.35	0.06%	11		23	
	70		\$43,758.68	1.39%	277		566	
	71		\$8,751.74	0.28%	55		113	
	72		\$1,750.35	0.06%	11		23	
	73		\$1,400.28	0.04%	9		18	
	74		\$2,450.49	0.08%	16		32	
	75		\$8,751.74	0.28%	55		113	
	76		\$1,155.23	0.04%	7		15	
	77		\$1,155.23	0.04%	7		15	
	78		\$1,190.24	0.04%	8		15	
	79		\$3,500.69	0.11%	22		45	
	80		\$2,625.52	0.08%	17		34	
	81		\$875.17	0.03%	6		11	
	82		\$875.17	0.03%	6		11	
	83		\$1,750.35	0.06%	11		23	
	84		\$3,500.69	0.11%	22		45	
	85		\$2,275.45	0.07%	14		29	
	114		\$9,365.32	0.30%	59		121	
	115		\$14,366.18	0.45%	91		186	
		\$1,319,341.26		41.77%	8,353		17,053	
		\$929,468.34		29.42%	5,885		12,014	
TOTALS		\$2,248,809.60	\$910,019.00	100.00%	20,000		40,830	

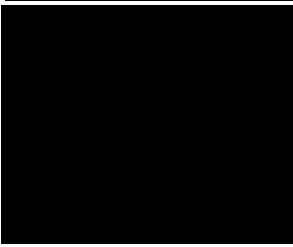
Attachment 1
Tervela Allocations

Tervela Acquisition II, LLC Investor	Direct Investment in TA II, LLC	Percentage Distribution	No. of Series A Shares Allocated to Participating Investor	No. of Series C Shares Allocated to Participating Investor	No. of Series D Shares Allocated to Participating Investor	No. of Series AA Shares Allocated to Participating Investor
[REDACTED]	\$190,673.00	3.34%		509	1,764	
	\$378,557.00	6.62%		1,011	3,502	
	\$481,596.00	8.43%		1,286	4,455	
	\$619,974.00	10.85%		1,656	5,735	
	\$392,352.00	6.86%		1,048	3,630	
	\$235,411.00	4.12%		629	2,178	
	\$318,447.00	5.57%		851	2,946	
	\$318,447.00	5.57%		851	2,946	
	\$261,037.00	4.57%		697	2,415	
	\$235,411.00	4.12%		629	2,178	
	\$784,676.00	13.73%		2,096	7,259	
	\$784,704.00	13.73%		2,096	7,259	
	\$250,000.00	4.37%		668	2,313	
	\$464,545.00	8.13%		1,241	4,298	
TOTALS	\$5,715,830.00	100.00%		15,266	52,878	

Attachment 1
Tervela Allocations

Tervela Acquisition III, LLC Investor or Class 1-C Allowed Claimant	Claim No. (if applicable)	Direct	Investment in	Percentage Distribution	No. of Series A	No. of Series C	No. of Series D	No. of Series AA
		Investment in TA III, LLC	TA III, LLC through MIC VII		Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor
	8		\$179.71	0.05%				325
	9		\$449.28	0.13%				813
	15		\$35.94	0.01%				65
	22		\$3,631.81	1.04%				6,570
	24		\$1,137.42	0.33%				2,058
	27		\$988.42	0.28%				1,788
	31		\$5,857.87	1.68%				10,597
	32		\$5,857.87	1.68%				10,597
	35		\$2,336.26	0.67%				4,226
	36		\$53.91	0.02%				98
	37		\$277.97	0.08%				503
	38		\$1,257.99	0.36%				2,276
	39		\$179.71	0.05%				325
	40		\$35.94	0.01%				65
	42		\$1,166.94	0.33%				2,111
	44		\$1,753.67	0.50%				3,173
	45		\$1,876.75	0.54%				3,395
	46		\$966.81	0.28%				1,749
	47		\$3,847.30	1.10%				6,960
	48		\$6,283.83	1.80%				11,368
	49		\$1,078.28	0.31%				1,951
	50		\$44.93	0.01%				81
	53		\$988.42	0.28%				1,788
	54		\$718.85	0.21%				1,300
	69		\$89.86	0.03%				163
	70		\$2,246.41	0.64%				4,064
	71		\$449.28	0.13%				813
	72		\$89.86	0.03%				163
	73		\$71.89	0.02%				130
	74		\$125.80	0.04%				228
	75		\$449.28	0.13%				813
	76		\$59.31	0.02%				107
	77		\$59.31	0.02%				107
	78		\$61.10	0.02%				111
	79		\$179.71	0.05%				325
	80		\$134.78	0.04%				244
	81		\$44.93	0.01%				81
	82		\$44.93	0.01%				81
	83		\$89.86	0.03%				163
	84		\$179.71	0.05%				325
	85		\$116.81	0.03%				211
	114		\$480.78	0.14%				870
	115		\$737.51	0.21%				1,334
		\$78,381.13		22.47%				141,797
		\$25,055.34		7.18%				45,327
		\$8,751.04		2.51%				15,831
		\$10,399.00		2.98%				18,813


Attachment 1
Tervela Allocations

Tervela Acquisition III, LLC Investor or Class 1-C Allowed Claimant	Claim No. (if applicable)	Direct Investment in TA III, LLC	Investment in TA III, LLC through MIC VII	Percentage Distribution	No. of Series A	No. of Series C	No. of Series D	No. of Series AA
					Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor
		\$6,313.93		1.81%				11,422
		\$16,985.00		4.87%				30,727
		\$10,399.25		2.98%				18,813
		\$8,598.00		2.46%				15,554
		\$14,585.09		4.18%				26,386
		\$17,269.00		4.95%				31,241
		\$22,106.93		6.34%				39,993
		\$25,000.00		7.17%				45,227
		\$29,170.00		8.36%				52,771
	\$29,168.55		8.36%				52,768	
TOTALS		\$302,182.26	\$46,717.00	100.00%				631,185

Attachment 1
Tervela Allocations

Class 1-B Allowed Claimant	Claim No.	Initial Investment in ATP	Percentage Distribution	No. of Series A	No. of Series C	No. of Series D	No. of Series AA
				Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor
	41	\$9,650,000.00	49.03%			23,043	
	86	\$100,000.00	0.51%			239	
	87	\$50,000.00	0.25%			119	
	88	\$25,000.00	0.13%			60	
	89	\$50,000.00	0.25%			119	
	90	\$50,000.00	0.25%			119	
	91	\$50,000.00	0.25%			119	
	92	\$50,000.00	0.25%			119	
	93	\$300,000.00	1.52%			716	
	94	\$300,000.00	1.52%			716	
	95	\$25,000.00	0.13%			60	
	96	\$50,000.00	0.25%			119	
	97	\$129,000.00	0.66%			308	
	98	\$80,000.00	0.41%			191	
	99	\$300,000.00	1.52%			716	
	100	\$27,500.00	0.14%			66	
	101	\$165,000.00	0.84%			394	
	102	\$243,500.00	1.24%			581	
	103	\$32,500.00	0.17%			78	
	104	\$55,000.00	0.28%			131	
	105	\$130,000.00	0.66%			310	
	106	\$341,000.00	1.73%			814	
	107	\$100,000.00	0.51%			239	
	108	\$25,000.00	0.13%			60	
	109	\$25,000.00	0.13%			60	
	110	\$75,000.00	0.38%			179	
	111	\$27,500.00	0.14%			66	
	112	\$32,500.00	0.17%			78	
	113	\$115,000.00	0.58%			275	
	116	\$27,500.00	0.14%			66	
	117	\$115,000.00	0.58%			275	
	118	\$65,000.00	0.33%			155	
	119	\$125,000.00	0.64%			298	
	120	\$155,000.00	0.79%			370	
	121	\$155,000.00	0.79%			370	
	122	\$135,000.00	0.69%			322	
	123	\$32,500.00	0.17%			78	
	124	\$275,000.00	1.40%			657	
	125	\$465,000.00	2.36%			1,110	
	126	\$110,000.00	0.56%			263	
	127	\$110,000.00	0.56%			263	
	128	\$220,000.00	1.12%			525	
	129	\$150,000.00	0.76%			358	

Attachment 1
Tervela Allocations

Class 1-B Allowed Claimant	Claim No.	Initial Investment in ATP	Percentage Distribution	No. of Series A	No. of Series C	No. of Series D	No. of Series AA
				Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor	Shares Allocated to Participating Investor
	130	\$125,000.00	0.64%			298	
	131	\$125,000.00	0.64%			298	
	132	\$125,000.00	0.64%			298	
	133	\$220,000.00	1.12%			525	
	134	\$275,000.00	1.40%			657	
	135	\$99,000.00	0.50%			236	
	136	\$60,000.00	0.30%			143	
	137	\$112,500.00	0.57%			269	
	138	\$770,000.00	3.91%			1,839	
	139	\$275,000.00	1.40%			657	
	140	\$750,000.00	3.81%			1,791	
	141	\$100,000.00	0.51%			239	
	142	\$250,000.00	1.27%			597	
143	\$1,650,000.00	8.38%			3,940		
TOTALS		\$19,680,000.00	100.00%			46,994	

Attachment 2
Cirqit/Logos Allocations

Investor Name (Class 1-B Allowed Claimant)	Claim No.	Initial Investment in ATP	Percentage Distribution	No. of Series D Shares Allocated to Participating Investor	No. of Logos, LLC Units Allocated to Participating Investor
	41	\$9,650,000.00	49.03%	11,143,634	89,741
	86	\$100,000	0.51%	115,478	930
	87	\$50,000	0.25%	57,739	465
	88	\$25,000	0.13%	28,870	232
	89	\$50,000	0.25%	57,739	465
	90	\$50,000	0.25%	57,739	465
	91	\$50,000	0.25%	57,739	465
	92	\$50,000	0.25%	57,739	465
	93	\$300,000	1.52%	346,434	2,790
	94	\$300,000	1.52%	346,434	2,790
	95	\$25,000	0.13%	28,870	232
	96	\$50,000	0.25%	57,739	465
	97	\$129,000.00	0.66%	148,967	1,200
	98	\$80,000.00	0.41%	92,382	744
	99	\$300,000.00	1.52%	346,434	2,790
	100	\$27,500.00	0.14%	31,756	256
	101	\$165,000.00	0.84%	190,539	1,534
	102	\$243,500.00	1.24%	281,189	2,264
	103	\$32,500.00	0.17%	37,530	302
	104	\$55,000.00	0.28%	63,513	511
	105	\$130,000.00	0.66%	150,121	1,209
	106	\$341,000.00	1.73%	393,780	3,171
	107	\$100,000.00	0.51%	115,478	930
	108	\$25,000.00	0.13%	28,870	232
	109	\$25,000.00	0.13%	28,870	232
	110	\$75,000.00	0.38%	86,609	697
	111	\$27,500.00	0.17%	37,530	302
	112	\$32,500.00	0.14%	31,756	256
	113	\$115,000.00	0.58%	132,800	1,069
	116	\$27,500.00	0.14%	31,756	256
	117	\$115,000.00	0.58%	132,800	1,069
	118	\$65,000.00	0.33%	75,061	604

Attachment 2
Cirqit/Logos Allocations

Investor Name (Class 1-B Allowed Claimant)	Claim No.	Initial Investment in ATP	Percentage Distribution	No. of Series D Shares Allocated to Participating Investor	No. of Logos, LLC Units Allocated to Participating Investor
	119	\$125,000.00	0.64%	144,348	1,162
	120	\$155,000.00	0.79%	178,991	1,441
	121	\$155,000.00	0.79%	178,991	1,441
	122	\$135,000.00	0.69%	155,895	1,255
	123	\$32,500.00	0.17%	37,530	302
	124	\$275,000.00	1.40%	317,565	2,557
	125	\$465,000.00	2.36%	536,973	4,324
	126	\$110,000.00	0.56%	127,026	1,023
	127	\$110,000.00	0.56%	127,026	1,023
	128	\$220,000.00	1.12%	254,052	2,046
	129	\$150,000.00	0.76%	173,217	1,395
	130	\$125,000.00	0.64%	144,348	1,162
	131	\$125,000.00	0.64%	144,348	1,162
	132	\$125,000.00	0.64%	144,348	1,162
	133	\$220,000.00	1.12%	254,052	2,046
	134	\$275,000.00	1.40%	317,565	2,557
	135	\$99,000.00	0.50%	114,323	921
	136	\$60,000.00	0.30%	69,287	558
	137	\$112,500.00	0.57%	129,913	1,046
	138	\$770,000.00	3.91%	889,181	7,161
	139	\$275,000.00	1.40%	317,565	2,557
	140	\$750,000.00	3.81%	866,086	6,975
	141	\$100,000.00	0.51%	115,478	930
	142	\$250,000.00	1.27%	288,695	2,325
	143	\$1,650,000.00	8.38%	1,905,388	15,344
TOTALS		\$19,680,000.00	100.00%	22,726,084	183,016

Attachment 2
Circuit/Logos Allocations

Investor Name (Class 1-C Allowed Claimant)	Claim No.	Initial Investment in MIC VII	Percentage Distribution	No. of Series D Shares Allocated to Participating Investor	No. of Logos, LLC Units Allocated to Participating Investor
[REDACTED]	8	\$100,000.00	0.38%	724,213	5,832
	9	\$250,000.00	0.96%	1,810,534	14,580
	15	\$20,000.00	0.08%	144,843	1,166
	22	\$2,020,898.74	7.77%	14,635,621	117,862
	24	\$632,911.39	2.43%	4,583,630	36,912
	27	\$550,000.00	2.12%	3,983,174	32,077
	31	\$3,259,576.96	12.54%	23,606,296	190,104
	32	\$3,259,576.96	12.54%	23,606,296	190,104
	35	\$1,300,000.00	5.00%	9,414,775	75,818
	36	\$30,000.00	0.12%	217,264	1,750
	37	\$154,676.05	0.60%	1,120,185	9,021
	38	\$700,000.00	2.69%	5,069,494	40,825
	39	\$100,000.00	0.38%	724,213	5,832
	40	\$20,000.00	0.08%	144,843	1,166
	42	\$649,336.24	2.50%	4,702,581	37,870
	44	\$975,821.19	3.75%	7,067,029	56,912
	45	\$1,044,303.80	4.02%	7,562,989	60,906
	46	\$537,974.68	2.07%	3,896,085	31,376
	47	\$2,140,805.00	8.24%	15,503,998	124,855
	48	\$3,496,597.00	13.45%	25,322,827	203,927
	49	\$600,000.00	2.31%	4,345,281	34,993
	50	\$25,000.00	0.10%	181,053	1,458
	53	\$550,000.00	2.12%	3,983,174	32,077
	54	\$400,000.00	1.54%	2,896,854	23,329
69	\$50,000.00	0.19%	362,107	2,916	
70	\$1,250,000.00	4.81%	9,052,669	72,902	
71	\$250,000.00	0.96%	1,810,534	14,580	
72	\$50,000.00	0.19%	362,107	2,916	
73	\$40,000.00	0.15%	289,685	2,333	
74	\$70,000.00	0.27%	506,949	4,083	

Attachment 2
Circuit/Logos Allocations

Investor Name (Class 1-C Allowed Claimant)	Claim No.	Initial Investment in MIC VII	Percentage Distribution	No. of Series D Shares Allocated to Participating Investor	No. of Logos, LLC Units Allocated to Participating Investor
[REDACTED]	75	\$250,000.00	0.96%	1,810,534	14,580
	76	\$33,000.00	0.13%	238,990	1,925
	77	\$33,000.00	0.13%	238,990	1,925
	78	\$34,000.00	0.13%	246,233	1,983
	79	\$100,000.00	0.38%	724,213	5,832
	80	\$75,000.00	0.29%	543,160	4,374
	81	\$25,000.00	0.10%	181,053	1,458
	82	\$25,000.00	0.10%	181,053	1,458
	83	\$50,000.00	0.19%	362,107	2,916
	84	\$100,000.00	0.38%	724,213	5,832
	85	\$65,000.00	0.25%	470,739	3,791
	114	\$267,527.49	1.03%	1,937,470	15,603
	115	\$410,381.00	1.58%	2,972,035	23,934
TOTALS		\$25,995,386.50	100.00%	188,262,093	1,516,094

Attachment 2
Circuit/Logos Allocations

Investor Name (Class 1-D Allowed Claimant)	Claim No.	Initial Investment in Gryphon III	Percentage Distribution	No. of Series D Shares Allocated to Participating Investor	No. of Logos, LLC Units Allocated to Participating Investor
[REDACTED]	11	\$500,000.00	35.71%	1,098,276	8,845
	23	\$250,000.00	17.86%	549,138	4,422
	62	\$450,000.00	32.14%	988,449	7,960
	114	\$200,000.00	14.29%	439,311	3,538
TOTALS		\$1,400,000.00	100.00%	3,075,175	24,765

Attachment 3
Exegy Allocations

Investor Name (Class 1-C Allowed Claimant)	Claim No.	Initial Investment in MIC VII	Percentage Distribution	No. of Series A-2 Shares Allocated to Participating Investor	No. of Common Shares via Warrant Allocated to Participating Investor
	8	\$100,000.00	0.38%	1,394	31
	9	\$250,000.00	0.96%	3,484	78
	15	\$20,000.00	0.08%	279	6
	22	\$2,020,898.74	7.77%	28,167	627
	24	\$632,911.39	2.43%	8,821	196
	27	\$550,000.00	2.12%	7,666	171
	31	\$3,259,576.96	12.54%	45,431	1,012
	32	\$3,259,576.96	12.54%	45,431	1,012
	35	\$1,300,000.00	5.00%	18,119	403
	36	\$30,000.00	0.12%	418	9
	37	\$154,676.05	0.60%	2,156	48
	38	\$700,000.00	2.69%	9,756	217
	39	\$100,000.00	0.38%	1,394	31
	40	\$20,000.00	0.08%	279	6
	42	\$649,336.24	2.50%	9,050	202
	44	\$975,821.19	3.75%	13,601	303
	45	\$1,044,303.80	4.02%	14,555	324
	46	\$537,974.68	2.07%	7,498	167
	47	\$2,140,805.00	8.24%	29,838	664
	48	\$3,496,597.00	13.45%	48,735	1,085
	49	\$600,000.00	2.31%	8,363	186
	50	\$25,000.00	0.10%	348	8
	53	\$550,000.00	2.12%	7,666	171
	54	\$400,000.00	1.54%	5,575	124
	69	\$50,000.00	0.19%	697	16
	70	\$1,250,000.00	4.81%	17,422	388
	71	\$250,000.00	0.96%	3,484	78
	72	\$50,000.00	0.19%	697	16
	73	\$40,000.00	0.15%	558	12
	74	\$70,000.00	0.27%	976	22

Attachment 3
Exegy Allocations

Investor Name (Class 1-C Allowed Claimant)	Claim No.	Initial Investment in MIC VII	Percentage Distribution	No. of Series A-2 Shares Allocated to Participating Investor	No. of Common Shares via Warrant Allocated to Participating Investor
[REDACTED]	75	\$250,000.00	0.96%	3,484	78
	76	\$33,000.00	0.13%	460	10
	77	\$33,000.00	0.13%	460	10
	78	\$34,000.00	0.13%	474	11
	79	\$100,000.00	0.38%	1,394	31
	80	\$75,000.00	0.29%	1,045	23
	81	\$25,000.00	0.10%	348	8
	82	\$25,000.00	0.10%	348	8
	83	\$50,000.00	0.19%	697	16
	84	\$100,000.00	0.38%	1,394	31
	85	\$65,000.00	0.25%	906	20
	114	\$267,527.49	1.03%	3,729	83
	115	\$410,381.00	1.58%	5,720	127
	TOTALS		\$25,995,386.50	100.00%	362,318

Attachment 4
Velocidata Allocations

Investor Name (Class 1-C Allowed Claimant)	Claim No.	Initial Investment in MIC VII	Percentage Distribution	No. of Common Shares Allocated to Participating Investor
	8	\$100,000.00	0.38%	2
	9	\$250,000.00	0.96%	5
	15	\$20,000.00	0.08%	0
	22	\$2,020,898.74	7.77%	43
	24	\$632,911.39	2.43%	14
	27	\$550,000.00	2.12%	12
	31	\$3,259,576.96	12.54%	70
	32	\$3,259,576.96	12.54%	70
	35	\$1,300,000.00	5.00%	28
	36	\$30,000.00	0.12%	1
	37	\$154,676.05	0.60%	3
	38	\$700,000.00	2.69%	15
	39	\$100,000.00	0.38%	2
	40	\$20,000.00	0.08%	0
	42	\$649,336.24	2.50%	14
	44	\$975,821.19	3.75%	21
	45	\$1,044,303.80	4.02%	22
	46	\$537,974.68	2.07%	11
	47	\$2,140,805.00	8.24%	46
	48	\$3,496,597.00	13.45%	75
	49	\$600,000.00	2.31%	13
	50	\$25,000.00	0.10%	1
	53	\$550,000.00	2.12%	12
	54	\$400,000.00	1.54%	9
	69	\$50,000.00	0.19%	1
	70	\$1,250,000.00	4.81%	27
	71	\$250,000.00	0.96%	5
	72	\$50,000.00	0.19%	1
	73	\$40,000.00	0.15%	1
	74	\$70,000.00	0.27%	1

Attachment 4
Velocidata Allocations

Investor Name (Class 1-C Allowed Claimant)	Claim No.	Initial Investment in MIC VII	Percentage Distribution	No. of Common Shares Allocated to Participating Investor
	75	\$250,000.00	0.96%	5
	76	\$33,000.00	0.13%	1
	77	\$33,000.00	0.13%	1
	78	\$34,000.00	0.13%	1
	79	\$100,000.00	0.38%	2
	80	\$75,000.00	0.29%	2
	81	\$25,000.00	0.10%	1
	82	\$25,000.00	0.10%	1
	83	\$50,000.00	0.19%	1
	84	\$100,000.00	0.38%	2
	85	\$65,000.00	0.25%	1
	114	\$267,527.49	1.03%	6
	115	\$410,381.00	1.58%	9
	TOTALS		\$25,995,386.50	100.00%