UNITED STATES DISTRICT COURT EASTERN DISTRICT OF MISSOURI EASTERN DIVISION

ACARTHA GROUP, LLC, by and through its RECEIVER, CLAIRE M. SCHENK,)
Plaintiff,)
V.) Case No. 4:12-cv-1142
MORRISS HOLDINGS, LLC,)
Defendant.)

ACARTHA GROUP, LLC'S MOTION FOR DEFAULT JUDGMENT AGAINST DEFENDANT MORRISS HOLDINGS, LLC

COMES NOW Claire M. Schenk, Receiver for Acartha Group, LLC ("Acartha"), and for her Motion for Default Judgment against Defendant Morriss Holdings, LLC ("Morriss Holdings"), states as follows:

- 1. The Court should enter a default judgment against Morriss Holdings because Morriss Holdings refuses to defend itself in this lawsuit, and because the evidence establishes that Morriss Holdings defaulted on a promissory note payable to Acartha. On or about January 1, 2010, Morriss Holdings (as "Borrower") executed a Promissory Note (the "Note") in favor of Acartha Group (as "Lender"). The Note required Morriss Holdings to pay upon demand the amount set forth on Schedule A attached to the Note, plus any accrued interest to date.
- 2. By letter dated June 8, 2012, the Receiver, on behalf of Acartha, demanded immediate payment from Morriss Holdings of the entire principal balance outstanding under the Note, together with unpaid interest accrued thereon. Morriss Holdings, however, has refused to pay the amounts due under the Note.

3. For these reasons, and for the reasons set forth in Acartha's Memorandum in Support, the Court should enter a default judgment against Morriss Holdings.

WHEREFORE, Claire M. Schenk, Receiver for Acartha Group, LLC, respectfully requests the Court enter a default judgment against Morriss Holdings, LLC in the amount of \$7,022,217.88 with interest continuing to accrue thereon, award the Receiver her costs and expenses incurred in this lawsuit, post-judgment interest, and for any additional and further relief the Court deems just and proper.

Respectfully submitted,

THOMPSON COBURN LLP

By /s/ Brian A. Lamping

Stephen B. Higgins, #25728MO Brian A. Lamping, #61054MO One US Bank Plaza St. Louis, Missouri 63101 Phone: 314-552-6000

Fax: 314-552-7000 shiggins@thompsoncoburn.com blamping@thompsoncoburn.com

Attorneys for Plaintiff

CERTIFICATE OF SERVICE

I certify that I electronically filed the foregoing document on August 9, 2013, with the Clerk of the Court using the CM/ECF system.

/s/	Brian A.	Lampin	σ
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5782456 - 2 -

UNITED STATES DISTRICT COURT EASTERN DISTRICT OF MISSOURI EASTERN DIVISION

ACARTHA GROUP, LLC, by and through its RECEIVER, CLAIRE M. SCHENK,)
Plaintiff,)
v.) Case No. 4:12-cv-1142
MORRISS HOLDINGS, LLC,)
Defendant.)

ACARTHA GROUP, LLC'S MEMORANDUM IN SUPPORT OF ITS MOTION FOR DEFAULT JUDGMENT AGAINST DEFENDANT MORRISS HOLDINGS, LLC

COMES NOW Claire M. Schenk, Receiver for Acartha Group, LLC ("Acartha"), and for her Memorandum in Support of her Motion for Default Judgment against Defendant Morriss Holdings, LLC ("Morriss Holdings"), states as follows:

INTRODUCTION AND BACKGROUND

- 1. The Court should enter a default judgment against Morriss Holdings because Morriss Holdings refuses to defend itself in this lawsuit, and because the evidence establishes that Morriss Holdings defaulted on a promissory note payable to Acartha.
- 2. On or about January 1, 2010, Morriss Holdings (as "Borrower") executed a Promissory Note (the "Note") in favor of Acartha Group (as "Lender"). *See* Ex. A, Promissory Note [AG-0001893-95]; Ex. B, Declaration of Brian K. Peterson, at ¶8-10 & Ex. B; Ex. C, Deposition of D. Brown, at 78:10-22; Ex. D, Deposition of B. Peterson, at 95:8-13; Ex. E, Deposition of B. Douglas Morriss, 219:20-221:16. The Note required Morriss Holdings to pay upon demand the amount set forth on Schedule A attached to the Note, plus any accrued interest to date. *See* Ex. A.

- 3. By letter dated June 8, 2012, the Receiver, on behalf of Acartha, demanded immediate payment from Morriss Holdings of the entire principal balance outstanding under the Note, together with unpaid interest accrued thereon. *See* Ex. F, Demand letter. Morriss Holdings, however, has refused to pay the amounts due under the Note. *See* Ex. G, Affidavit of C. Schenk, at ¶ 8; Ex. E, Deposition of B. Douglas Morriss, 219:20-221:16.
- 4. On June 25, 2012, the Receiver commenced this action for breach of the Note, seeking to recover the principal balance of the loan and interest. Doc. 1. On July 1, 2013, the Clerk entered an order of default against Morriss Holdings after Morriss Holdings ignored a Court-imposed deadline to obtain counsel. Doc. 17.

ARGUMENT

The Court Should Enter A Default Judgment Against Morriss Holdings Because It Breached Its Obligations Owed To Acartha Under The Note

- 5. After entry of default by the Clerk, the Court has discretion to enter a default judgment if it is satisfied based on the evidence that "the unchallenged facts constitute a legitimate cause of action" and that the moving party "is lawfully entitled to recover" the damages it seeks.² "After default has been entered, the defendant is deemed to have admitted all well pleaded factual allegations in the complaint."
- 6. Here, as stated above, the Clerk entered an order of default against Morriss Holdings on July 1, 2013. The Court should now enter a default judgment against Morriss

5773329 - 2 -

¹ Acuity Ins. Co. v. Jones, 4:11CV2041 AGF, 2013 WL 1192764, at *1 (E.D. Mo. Mar. 22, 2013)

² Sundance Rehab. Corp. v. Parsons, 4:08-CV-1973 CAS, 2009 WL 911962, at *1 (E.D. Mo. Mar. 31, 2009); see also Local 682 Health & Welfare, Trust Fund v. Today's Trucking, Inc., 4:09-CV-1199 CEJ, 2011 WL 4635135 (E.D. Mo. Oct. 4, 2011).

³ Acuity Ins. Co., 2013 WL 1192764, at *1.

Holdings because the evidence establishes that Morriss Holdings owed a contractual obligation to Acartha under the Note. *See* Ex. A, Promissory Note [AG-0001893-95]; Ex. B, Declaration of Brian K. Peterson, at ¶8-10 & Ex. B; Ex. C, Deposition of D. Brown, at 78:10-22; Ex. D, Deposition of B. Peterson, at 95:8-13; Ex. E, Deposition of B. Douglas Morriss, 219:20-221:16. Likewise, the evidence establishes that Morriss Holdings breached that obligation by failing to pay the amounts due under the Note upon demand. *See* Ex. G, Affidavit of C. Schenk, at ¶ 8 As a result, Acartha Group has suffered damages of \$7,022,217.88. *See* Ex. H, Affidavit of J. Muzzarelli, at ¶ 6. Thus, there exists sufficient evidence for the Court to find that Acartha has a legitimate claim against Morriss Holdings for breach of the Note, and that it "is lawfully entitled to recover" the damages it seeks.⁵

WHEREFORE, Claire M. Schenk, Receiver for Acartha Group, LLC, respectfully requests the Court enter a default judgment against Morriss Holdings, LLC in the amount of \$7,022,217.88 with interest continuing to accrue thereon pursuant to the Note, award the Receiver her costs and expenses incurred in this lawsuit, post-judgment interest, and for any additional and further relief the Court deems just and proper.

5773329 - 3 -

⁴ The Note is governed by Delaware law. *See* **Ex. A**. "Under Delaware law, the elements of a breach of contract claim are: (1) a contractual obligation; (2) a breach of that obligation by the defendant; and (3) a resulting damage to the plaintiff." *H-M Wexford LLC v. Encorp, Inc.*, 832 A.2d 129, 140 (Del. Ch. 2003).

⁵ Sundance Rehab. Corp., 2009 WL 911962, at *1.

Respectfully submitted,

THOMPSON COBURN LLP

By /s/ Brian A. Lamping

Stephen B. Higgins, #25728MO Brian A. Lamping, #61054MO One US Bank Plaza St. Louis, Missouri 63101

Phone: 314-552-6000 Fax: 314-552-7000

shiggins@thompsoncoburn.com blamping@thompsoncoburn.com

Attorneys for Plaintiff

CERTIFICATE OF SERVICE

I certify that I electronically filed the foregoing document on August 9, 2013, with the Clerk of the Court using the CM/ECF system.

/s/	Brian A.	Lam	oin	g

5773329 - 4 -

PROMISSORY NOTE

January 1, 2010

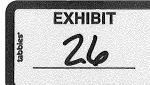
For value received, the undersigned Morriss Holdings LLC ("Borrower"), hereby promises to pay upon demand to the order of Acartha Group LLC ("Lender") the amount set forth on Schedule A attached hereto, as such schedule is amended from time to time to reflect any additional amounts borrowed from the Lender and any amounts repaid to the Lender by the Borrower. The Borrower also promises to pay interest on the unpaid principal amount set forth on Schedule A, for the period such balance is outstanding, at the rate of interest and on the date and in the manner provided herein. The Borrower shall repay the principal and interest due on this Promissory Note in the lawful currency of the United States of America by wire transfer to such account, or such other manner, as the Lender may designate. Failure by the Borrower to repay the principal and interest due on this Promissory Note within ten business days of the date on which notice is delivered to the Borrower shall constitute a default hereunder, and the Lender may take all legal actions available to collect such indebtedness, and shall be entitled to collect all reasonable legal fees incurred in connection with such action to collect. A business day is a day on which banks in New Jersey, New York and Missouri are all open for business and able to accept and transmit funds.

In accordance with the terms of the netting agreement between the Lender and the Borrower, this note replaces the Promissory Note of the Borrower dated as of November 18, 2008 (the "2008 Note") payable to Acartha Technology Partners, L.P., and the entry on Schedule A dated as of the date hereof includes balance due to the Borrower under the 2008 Note, including all accrued interest thereunder. By its execution of the acknowledgment below, Acartha Technology Partners, L.P. acknowledges and agrees that upon execution of this Promissory Note by the Borrower, the obligation of the Borrower under the 2008 Note is discharged in full and that the 2008 Note is hereby cancelled.

Interest: Interest shall accrue on the aggregate unpaid principal balance of this Promissory Note recorded on Schedule A attached hereto (the "Note") from the date set opposite such principal balance at a rate on such date equal to the average of the London Interbank Offered Rate for one month deposits of U.S. dollars quoted by the British Bankers Association in the Wall Street Journal ("One Month Libor") plus 1.5%. The interest rate shall be reset on the first business day of each month hereafter. Interest shall be computed based on the actual number of days elapsed in each month divided the actual number of days in the calendar year. If for any reason the One Month Libor rate is unavailable from the Wall Street Journal, the rate shall be determined from data available from another reliable public source for comparable Eurodollar deposits. Interest shall accrue daily and, at the option of the Borrower, may either be paid monthly on the first business day of the month or added to the principal amount of the Note and paid at maturity. Interest is payable on all interest which is not paid to the Lender, and shall compound monthly on all outstanding principle and accrued but unpaid interest.

FOIA Confidential Treatment Requested by Acartha Group, LLC

AG-0001893



<u>Draws and Prepayment</u>: The Borrower may draw amounts from time to time from the Lender and shall be set forth on Schedule A attached hereto, with the date of drawing set forth opposite such amount. The Borrower may prepay this Promissory Note at any time in whole or in part without premium or penalty. All prepayments shall be recorded on Schedule A and shall be applied by Lender first to the payment of any accrued but unpaid interest and then to the outstanding principal balance of this Promissory Note.

No Personal Liability: Lender agrees that no stockholder, member, director or officer of the Borrower shall have any personal liability for the repayment of this Promissory Note.

Notice: Any notice, request or other communication required or permitted hereunder shall be in writing and shall be deemed to have been duly given if personally delivered or mailed by registered or certified mail, postage prepaid, or by recognized overnight courier or personal delivery at the respective addresses of the parties as set forth herein. Either the Borrower or the Lender may provide notice of a change of address for future notice hereunder. Notice shall conclusively be deemed to have been given when received.

Borrower:

Morriss Holdings, LLC

7820 Maryland Avenue Clayton, MO 63105

Attn: B. Douglas Morriss, Trustee of the BBMRT, Managing Member

Lender:

Acartha Group, LLC 7820 Maryland Avenue Clayton, MO 63105 Attn: Chairman

This Promissory Note shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the conflicts of law provisions of the State of Delaware or any other state.

IN WITNESS WHEREOF, the undersigned has executed this Promissory Note as of the date first above written.

MORRISS HOLDINGS, LLC as Borrower

By: Barbara Burton Morriss Revocable Trust, Managing Member

B. Douglas Morriss

Trustee

ACARTHA TECHNOLOGY PARTNERS, L.P. as holder of the 2008 Note

By: Gryphon Investments III, LLC its General Partner

Ву:

B. Douglas Morriss,

Manager

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

Start Date	End Date	Dava	Reference Interest Rate (1)	Spread	Applicable Interest <u>Rate</u>	Beginning Balanca	Interest	Advance/(repay) Amount	Balance
Notes receivable relate	eq battà								
Note receivable Morr									
01/01/2009	1/1/2009	-	0.86%	1.50%	1.88%			-39,608,69	-39,608.69
01/01/2009 1/1/2009	1/1/2009 1/31/2009	•	0.38%	1.50%	1,88%	-39,606,59		-67,835.28	-107,443.85
1/31/2009	2/25/2009	30 26	0,88%	1,50%	1.88%	-107,443,85		-77,526.00	-184,959.86
2/26/2009	2/28/2009	20	0.46% 0.46%	1.50%	1.95% 1.95%	-184,959,85 -184,969,85		-4,821.94	-184,989,85
2/28/2009	3/31/2009	31	D,53%	1,50%	2,03%	•189,791,79		~4,021.84	-189,791,79 -189,791.79
3/31/2009	4/10/2009	10	0,45%	1,50%	1.95%	-189,791.79			-189,791.70
4/10/2009	4/10/2009	•	0,45%	1,50%	1.95%	-189,791,79		78,000.00	-111,701.70
4/10/2009	4/14/2009	4	0,45%	1,50%	1.95%	-111,791,79		0.00	-111,791.78
4/14/2009	4/30/2009	16	0,45%	1,50%	1,85%	-111,791,78		22,000,00	89,791,79
4/30/2009	5/11/2009	11	0.34%	1.50%	1.84%	-89,791.79		-23,375,00	-113,150.79
5/11/2009	5/31/2009	20	0.92%	1.50%	1.82%	-113,168.79			-113,166.79
5/31/2009 6/30/2009	6/30/2009	30	0.32%	1,50%	1,82%	-113,168,78			-113,168,79
7/1/2009	7/1/2009 7/14/2009	13 -	0.29%	1.50%	1.79%	-113,168,78		12,500,00	-100,588,79
7/14/2009	7/22/2009	8	0.29%	1.50%	1.70%	-100,688,79 -100,688,79		E 1/15 50	-100,865,79
7/22/2009	7/31/2009	9	0.29% 0.29%	1.50% 1.50%	1.79% 1.79%	-05,668.79		5,000,00 59,938,00	-95,888,79 -35,730,76
7/31/2009	8/6/2008	6	0,27%	1,50%	1,77%	-35,730.79		whaves	-35,730,79
8/8/2009	8/31/2009	25	0,27%	1,50%	1.77%	-35,730,78		42,500.00	8,769.21
8/31/2009	9/9/2008	9	0,25%	1,60%,	1.75%	5,769.21	291	•	8,772.12
9/9/2009	9/14/2009	5	0.25%	1,50%	1.75%	8,772.12	1.62	16,000,00	22,773.74
8/14/2009	B/28/2009	15	0.25%	1.50%	1.75%	22,773,74	15,31	22,000,00	44,790,04
9/29/2009	9/30/2009	1	0.25%	1.50%	1.75%	44,790.04	2.14	9,000.00	59,792.18
8/30/2009 10/1/2009	10/1/2009 10/14/2009	1 13	0.24%	1.50%	1,74%	53,792.18	2.56 38.33		53,794.75
10/14/2009	10/16/2009	2	0.24% 0.24%	1.50% 1,50%	1.74%	59,794.76 56,828.07	38.33 5,42	3,000.00 21,600.00	58,828.07
10/16/2009	10/30/2009	14	0.24%	1.60%	1,74% 1,74%	78,333,49	52.27	72,500.00	78,333.49 150,885.78
10/30/2009	10/31/2009	7	0.24%	1,50%	1,74%	150,885,78	7,19	160,000,00	310,892.95
10/31/2009	11/12/2009	12	0.24%	1.50%	1.74%	310,892,95	177.14	1-0,000,00	311,070,09
11/12/2009	11/17/2009	5	0.24%	1.60%	1.74%	311,070.09	73.85	32,000.00	343,143.93
11/17/2009	11/19/2009	2	0.24%	1,50%	1.74%	349,148.93	32.59	28,000.00	371,176,52
11/18/2009	11/25/2009	В	0.24%	1.60%	1.74%	871,176,52	106,74	98,000.00	469,282.26
11/25/2009	11/30/2009	5	0.24%	1,60%	1.74%	469,282.26	111.41	21,500.00	490,893.67
11/30/2009 12/18/2009	12/18/2009 12/30/2009	18	0,23%	1.50%	1.73%	490,899.67	418.38		491,312.03
12/30/2009	12/31/2009	12 1	0.23%	1.50%	1.73%	491,312.03 574,191.18	279.15	82,600.00	574,191.18
12/31/2009	12/31/2009	- '	0.23%	1.50%	1.78% 1.78%	595,295.53	27,19 0,00	21,077.16 1,382,828.63	595,295.53 1,977,622.16
12/31/2009	1/1/2010	1	0.23%	1,60%	1.73%	1,977,622.18	93.63	1,002,020.03	1,977,715.79
1/1/2010	1/13/2010	12	0.23%	1.50%	1,73%	1,977,715,78	1,122,89	-218.915.92	1,769,921,76
1/13/2010	1/14/2010	1	0.29%	1.50%	1.73%	1,759,921,78	83.27	21,971,81	1,781,976,84
1/14/2010	1/15/2010	1	0.23%	1.50%	1.78%	1,781,978.84	84,31	15,000,00	1,787,081.16
1/15/2010	1/18/2010	4	0,23%	1.50%	1,73%	1,797,061.15	340.11	82,000.00	1,879,401.26
1/18/2010	W29/2010	10	0.25%	1,50%	1.73%	1,879,401.26	889.22	12,085.57	1,892,388,05
1/29/2010	1/31/2010	2	0.23%	1.50%	1,73%	1,892,388.05	179,07	11,108.04	1,903,674,17
1/31/2010 2/2/2010	2/2/2010 2/3/2010	2 1	0.23%	1,50%	1.73%	1,903,874,17	179,67		1,903,854,04
2/3/2010	2/12/2010	. 9	0.23% 0.23%	• 1,50%	1.73%	1,903,854.04 1,895,202.42	89,94 848,76	92,258,44	1,998,202,42
2/12/2010	2/16/2010	4	0.23%	1.50% 1.50%	1.73% 1.73%	1,898,251.18	377.61	1,200,00 131,058,99	1,998,251.18 2,129,685,13
2/16/2010	2/18/2010	2	0,23%	1.50%	1.73%	2,129,685,13	201.23	75,000.00	2,205,885.35
2/18/2010	2/19/2010	1	0,23%	1.50%	1,73%	2,205,888,35	104.21	11,075.00	2,217,085.57
2/19/2010	2/24/2010	5	0.23%	1,50%	1.73%	2,217,065,57	523.71	•	2,295,664.27
2/24/2010	2/25/2010	1.	0.23%	1.50%	1,73%	2,295,664,27	108.45		2,306,847,73
2/25/2010	2/26/2010	1	0,23%	1,50%	1.73%	2,305,847.73	108.98	28,689,50	2,335,545.21
2/20/2010	2/28/2010	2	0,23%	1.50%	1,73%	2,335,545,21	220.69	54,500,00	2,400,365,90
2/28/2010	3/3/2010	3	0.24%	1,50%	1.74%	2,400,388.90	341,82		2,400,708.71
3/3/2010 3/4/2010	9/4/2010 3/5/2010	1	0,24%	1,50%	1.74%	2,400,708.71	113,95	20,000.00	2,420,822.67
3/5/2010	3/11/2010	1 6	0.24% 0.24%	1,60%	1.74%	2,420,822,67 2,443,937,68	114.91 698.04	23,000,00 20,600,00	2,443,937,58
3/11/2010	S/18/2010	7	0.24%	1,50% 1,50%	1.74%	2,443,937,68 2,465,133,62	819,09	20,600,00 2,049,90	2,465,183,62 2,468,002.61
3/18/2010	3/19/2010	1	0,24%	1,50%	1.74%	2,468,002.51	117.15	•	2,469,619.76
3/19/2010	3/30/2010	11	0.24%	1.50%	1.74%	2,489,519.76	1,289.49	10,812.45	2,481,721.70

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

•			Reference		Applicable				
Start	End	•	Interest		Interest	Beginning		Advance/(repay)	
Date	Date	Days	Rate [1]	8pread	Rate	Balance	Interest	Amount	Balance
Notes receivable relate							•		
3/30/2010	4/6/2010	8	0.25%	1,50%	1.76%	2,481,721.70	715,98	10,812.45	2,493,250,10
4/8/2010	4/13/2010	8	0.25%	1,50%	1,76%	2,493,260,10	959,04	10,923,15	2,505,132.30
4/13/2010	4/29/2010	16	0.26%	1.50%	1.76%	2,505,132.30	1,927,23	51,710,47	2,558,770,00
4/29/2010	4/30/2010	1	0.26%	1.50%	1.75%	2,558,770,00	123,03	48,000,00	2,601,693,03
4/30/2010	5/3/2010	3	0.34%	1,50%	1.84%	2,601,893,03	391.46	21,563,63	2,523,848,12
5/3/2010	5/10/2010	7	0.34%	1,50%	1.84%	2,623,848.12	- 921.11	11,000.00	2,635,769,23
5/10/2010	5/11/2010	1	0.34%	1,50%	1.84%	2,635,769.23	132,18	147,8(8.82	2,783,718,23
5/11/2010	6/20/2010	9	0.34%	1,50%	1.84%	2,783,718.23	1,258.44	21,633.64	2,808,608.31
5/20/2010	5/21/2010	1	0.34%	1,50%	1.84%	2,508,608.31	140,76	17,500.00	2,824,240.08
6/21/2010	6/28/2010	5	0.34%	1,50%	1.84%	2,824,249.08	70B,18	11,782.97	2,838,720.22
5/25/2010	5/28/2010	2	0,34%	1,50%	1.84%	2,836,720.22	284,62	22,000.00	2,859,004.74
5/28/2010	5/30/2010	2	0.84%	1.50%	1.84%	2,859,004.74	286.76	-17,178,27	2,842,115,23
5/30/2010	6/10/2010	. 11	0.35%	1,60%	1,85%	2,842,115.23	1,579,14		2,843,894.37
6/10/2010	6/15/2010	5	0,35%	1,50%	1,85%	2,843,684.37	718.19	10,884,32	2,864,806.87
6/16/2010	B/15/2010	1	0,85%	1.60%	1.85%	2,864,308,87	144.68	133,524.11	2,997,975,66
6/16/2010	6/18/2010	2	0.35%	1,50%	1,85%	2,997,975.66	302.86	20,000,00	3,028,278,62
6/18/2010	6/22/2010	4	0,85%	1.60%	1.85%	3,028,278,52	611.84	10,000,00	3,038,890,37
6/22/2010	6/30/2010	8	0.35%	1.50%	1.85%	3,038,890,87	1,227.98	B,022,83	3,049,140,68
6/31/2010	7/8/2010	8	0.83%	1.60%	1.83%	3,049,140,68	1,222.39	-23,653,22	3,026,709,75
7/8/2010	7/9/2010	1	0.33%	1.50%	1.83%	3,028,709,76	151.67	10,657.58	3,037,519.10
7/9/2010	7/14/2010	5	0,33%	1.50%	1.83%	3,037,519,10	781.08	48,600,00	3,085,880,18
7/14/2010	7/15/2010	1	0.33%	1,50%	1,83%	3,068,880.18	154.69	10,000.00	3,097,034,87
7/15/2010	7/16/2010	1	0.33%	1.50%	1,83%	2,097,034,87	155.20	221,355.29	3,318,655,28
7/16/2010	7/28/2010	7	0.33%	1,50%	1.83%	9,318,555.88	1,184.10	65,528,00	3,985,247,48
7/23/2010	7/26/2010	5	0.33%	1.50%	1.83%	9,985,247.46	848,21	45,865,29	3,431,460,95
7/28/2010	7/28/2010	1	0.33%	1.50%	1,83%	3,431,460.95	171,98	7,000.00	3,438,832,91
7/28/2010	7/30/2010	1	0.33%	1,50%	1,83%	3,438,632.01	17232	15,228.04	3,454,033.27
7/30/2010	7/31/2010	1	0.33%	1.60%	1,83%	3,454,033,27	179.09	45,000,00	3,500,205,36
7/31/2010	8/6/2010	6	0,28%	1.60%	1.78%	3,600,208,36	1,018.78		3,501,225,15
8/9/2010	8/16/2010	10	0.28%	1,50%	1.78%	3,501,225,15	1,698.48	15,228,04	3,618,151.86
· B/16/2010	8/18/2010	2	0.28%	1.50%	1.78%	3,518,151.68	\$41.34	-, 400,00	3,518,893,00
8/18/2010	8/20/2010	2	0.28%	1.50%	1.78%	3,518,893,00	341.41	108,804,71	3,626,139,12
8/20/2010	8/27/2010	7	0.28%	1,50%	1.78%	3,626,139.12	1,231.35	B,904,71	3,637,275,18
B/27/2010	8/30/2010	3	0.28%	1.50%	1.78%	3,637,276.18	628.34	19,884.10	3,667,685,62
8/30/2010	8/31/2010	1	0.28%	1.50%	1.78%	3,657,688.62	177.44	25,864,59	3,684,730,65
8/31/2010	9/2/2010	2	0.26%	1.50%	1.76%	3,684,730.65	359.77	275,000,00	3,960,084,43
8/2/2010	9/10/2010	8	0.28%	1.50%	1.78%	3,980,084.43	1,620.85	50,000.00	4,011,605.27
8/10/2010	8/13/2010	3	0.28%	1.50%	1.76%	4,011,605,27	577.74	10,228.03	4,022,411.04
9/13/2010	9/15/2010	2	0.25%	1.50%	1,78%	4,022,411,04	388.20	15,000.00	4,037,787.24
8/15/2010	9/21/2010	8	0.25%	1.60%	1.76%	4,037,797.24	1,153,02	21,904,71	4,060,884.98
9/21/2010	9/23/2010	2	0.26%	1,50%	1.76%	4,050,864.66	389.88	10,904,71	4,072,159,58
9/23/2010	9/30/2010	7	0,26%	1.50%	1.78%	4,072,169.56	1,388,40	150,000.00	4,223,527.98
9/30/2010	10/6/2010	8	0.26%	1.50%	1,76%	4,223,627,98	1,215.89	9,904,71	4,234,648.58
10/8/2010	10/8/2010	2	0.26%	1.50%	1,76%	4,234,848,58	408,38	4,776.00	4,239,829.93
10/8/2010	10/14/2010	6	0.25%	1.50%	1.76%	4,239,829.93	1,220.58	9,904.71	4,250,955.22
10/14/2010	10/15/2010	1	0.28%	1,50%	1.76%	4,250,955,22	203.98	8,600,00	4,267,859,19
10/15/2010	10/22/2010	7	0.26%	1,50%	1.78%	4,257,659.19	1,430.00	60,729,87	4,319,819,08
10/22/2010	10/29/2010	7	0.26%	1,60%	1,76%	4,319,819,06	1,450.68	25,120.28	4,348,380,20
10/29/2010	10/31/2019	2	0.28%	1.60%	1.76%	4,846,890.20	417,09	10,228.04	4,357,035,33
10/31/2010	11/5/2010	5	0,25%	1,50%	1.75%	4,357,035.33	1,046.27		4,368,080,60
11/5/2010	11/15/2010	10	0.25%	1,50%	1.76%	4,358,080.60	2,091.05	•	4,370,399,69
11/15/2010	11/24/2010	9	0,25%	1.50%	1.78%	4,970,399.69	1,887.28	9,744.99	4,382,031.94
11/24/2010	11/30/2010	6	0.25%	1,50%	1,78%	4,382,031.94	1,261.52	9,744,99	4,399,038.45
11/30/2010	12/1/2010	1	0.25%	1.50%	1.78%	4,393,03B,45	210.78	9,863.17	4,403,11240
12/1/2010	12/3/2010	2	0.25%	1.60%	1.75%	4,403,112.40	422.63	91,000,00	4,434,534.83
12/3/2010	12/7/2010	4	0.26%	1.50%	1.76%	4,434,534.93	851,09	5,000,00	4,440,388,02
12/7/2010	12/10/2010	3	0.26%	1.50%	1.76%	4,440,388.02	639,18	35,008.24	4,478,033,42
12/10/2010	12/14/2010	4	0.28%	1,50%	1.78%	4,478,033.42	859.08	25,000.00	4,501,892.48
12/14/2010	12/17/2010	3	0.28%	1.50%	1.76%	4,501,892.48	648,01		4,628,838,29
12/17/2010	12/27/2010	10	0.25%	1,50%	1.76%	4,628,836.29	2,220.98	39,000.00	4,670,057.25
12/27/2010	12/30/2010	3	0,26%	1.50%	1.76%	4,670,057,25	672.22		4,892,729,47
12/30/2010	12/31/2010	1	0.26%	1,60%	1,76%	4,892,729,47	234.76	10,113,45	4,903,077,68

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

				Reference		Applicable				
	Start	End		Inferest		Interest	Beginning		Advance/(repay)	
_	Date	Date	Days	Rate (1)	Spread	Rate	Balance	Interest	Amount	Balance
Notes re	colvable relate				•					-
	12/31/2010	12/31/2010	-	0.25%	1.50%	1,76%	4,903,077.58	0.00	-661,209.82	4,241,867,88
	12/31/2010	1/3/2011	3	0.26%	1.50%	1.76%	4,241,867.88	. 812.16		4,242,480,01
	1/3/2011	1/4/2011	1	0,26%	1,50%	1,75%	4,242,480.01	204.08	12,500,00	4,255,184,09
	1/4/2011	1/5/2011	1	0.26%	1.50%	1.76%	4,255,184.09	204,69	15,000.00	4,270,988,78
	1/5/2011	1/6/2011	1	0.26%	1.50%	1.76%	4,270,888.78	205.42	100,113,45	4,370,707,65
	1/6/2011	1/10/2011	4	0,26%	1,50%	1.76%	4,370,707.65	840,69	34,000.00	4,405,548.64
	1/10/2011	1/11/2011	1	0,28%	1.50%	1.76%	4,405,648,64	211,92		4,420,760,58
	1/11/2011	1/14/2011	3	0.28%	1.50%	1.76%	4,420,760.68	637,97	15,000,00	4,436,398,63
	1/14/2011	1/17/2011	3	0.26%	1.50%	1.76%	4,438,398.53	640.22	21,898.05	4,458,934,80
	1/17/2011	1/24/2011	7	0.26%	1.50%	1.76%	4,468,934,80	1,501.44	1,000,00	4,481,436,25
	1/24/2011	1/28/2011	4	0.26%	1.50%	1.78%	4,461,438.25	858,45	10,000,00	4,472,284.69
	1/28/2011	1/31/2011	3	0.26%	1.60%	1.76%	4,472,264.69	645.40	6,500,00	4,478,440,10
	1/31/2011 2/2/2011	2/2/2011	2	0.26%	1.50%	1,76%	4,478,440.10	490,88	515,462.27	4,904,323,23
	2/8/2011	2/8/2011	6	0,28%	1.50%	1.76%	4,984,323.23	1,441,48	20,914,08	5,016,678,78
	2/10/2011	2/10/2011 2/11/2011	2	0,26%	1,60%	1.76%	5,016,878.78	482.54	10,000.00	5,027,161.43
	2/11/2011	2/14/2011	1	0,26%	1.50%	1.76%	5,027,161.43	241.83	10,000.00	5,037,403.25
	2/14/2011	2/17/2011	3	0,26%	1.50%	1.76%	5,037,403.26	726,96	10,000,00	5,048,190.21
	2/17/2011	2/22/2011		0.26%	1.50%	1.76%	5,048,130.21	728.60	18,958.82	6,054,814,53
	2/22/2011	2/28/2011	6	0.26%	1,50%	1,76%	5,084,814.53	1,218.18	10,000.00	5,076,032.72
	2/28/2011	3/1/2011	1	0.26%	1.50%	1.76%	5,076,032.72	1,465,08	16,000.00	6,092,497.78
	3/1/2011	3/2/2011	1	0.25%	1.50%	1.75%	5,092,497.78	243,85	181,101.48	5,273,843.21
	3/2/2011	3/3/2011	1	0,25%	1.60%	1.75%	6,273,843,21	262,64	10,000.00	5,284,095,85
	3/3/2011	3/4/2011	- 1	0.25%	1.50%	1.76%	5,284,095,85	253,13	2,500.00	5,268,648,98
•	3/4/2011	3/7/2011	3	0.25%	1.50%	1.75%	6,286,848.98	253,28	7,178.80	5,294,279,04
	3/7/2011	3/8/2011	1	0.25% 0.26%	1.60%	1.75%	5,294,278.04	7B0.8B	25,000,00	5,320,039.90
	3/8/2011	3/9/2011	1		1,50%	1.75%	5,320,030,90	254,85	17,768,14	5,338,050.69
	3/2/2011	3/15/2011	6	0.25% 0.25%	1.50%	1,75%	5,338,060,69	255,72	10,000.00	6,348,318.61
	3/15/2011	3/17/2011	2	0,25%	1,50%	1.76%	5,949,318,61	1,537.25	16,000.00	5,365,853.88
	3/17/2011	3/18/2011	1	0.25%	1,50% 1,50%	1.75%	6,386,863,88	814.10	20,709.58	6,387,077.63
	3/18/2011	3/21/2011	3	0,25%	1.50%	1.75%	5,387,077,59	258.08	3,000,00	5,380,335.60
	3/21/2011	3/23/2011	2	0,26%	1.50%	1.75% 1.75%	6,990,336.60 6,408,110.28	774.68	17,000,00	6,408,110.28
	8/23/2011	3/24/2011	1	0,25%	1.50%	1.75%	6,408,652.65	518,14 259,10	24.25	5,408,852,85
	3/24/2011	3/25/2011	i	0,25%	1.50%	1.75%	6,413,811.75	259,35	5,000,00 00,000,0	5,413,911.75
	3/25/2011	3/28/2011	4.	0.25%	1,60%	1.76%	6,420,171,10	1,038,60	29,000,00	5,420,171.10
	3/29/2011	3/30/2011	1	0.25%	1.50%	1.75%	5,450,209.70	281,09	1,500,00	5,450,200.70 5,451,970.70
	3/30/2011	3/31/2011	1	0.25%	1,50%	1.75%	6,461,870.79	281,17	•	5,457,231,98
	8/31/2011	4/1/2011	1	0,25%	1,50%	1.75%	5,457,231.96	261.43	-	5,407,397.91
	4/1/2011	4/4/2011	3	0.25%	1,50%	1.75%	5,467,397,91	785,74		5,528,183,64
	4/4/2011	4/5/2011	1	0.25%	1,50%	1,76%	5,528,183,64	264.82		5,640,948,47
	4/5/2011	4/6/2011	1	0.25%	1.50%	1.76%	5,540,948,47	265,44	-	5,620,213,80
	4/6/2011	4/7/2011	1	0.25%	1,50%	1.75%	5,620,213.90	269.23	-	5,627,483.14
	4/7/2011	4/11/2011	4	0.25%	1.50%	1.75%	5,627,483.14	1,074.32	-	5,633,581,46
	4/11/2011	4/12/2011	1	0.25%	1.50%	1.75%	5,633,681,46	269.87		5,635,331,39
	4/12/2011	4/18/2011	1	0.25%	1.60%	1.75%	5,635,331,33	269.98		5,654,101.28
	4/13/2011	4/14/2011	1	0.25%	1.50%	1.75%	5,654,101.29	270.88		5,659,972,16
	4/14/2011	4/18/2011	4	. 0.25%	1.50%	1.75%	5,659,972.15	1,084.55	7,317.47	5,668,374.17
	4/18/2011	4/19/2011	1	0,25%	1.50%	1.75%	5,688,374.17	271,54		5,887,645.71
	4/19/2011	4/21/2011	2	0.25%	1,60%	1.75%	5,687,645,71	544.93	7,317.47	5,895,508.10
	4/21/2011	4/27/2011	6	0.25%	1.50%	1.75%	5,695,508,10	1,637,04	3,000,00	5,700,145,14
	4/27/2011	4/30/2011	3	0.26%	1.60%	1.75%	5,700,145.14	819.19	15,615.73	5,716,780.08
	4/30/2011	5/1/2011	1	0.25%	1,50%	1.75%	6,716,780.06	273.66		5,717,053.92
	5/1/2011	5/6/2015	5	0.25%	1.50%	1.75%	5,717,053,92	1,369.38	28,315.73	5,744,739.00
	5/6/2011	5/12/2011	8	0.25%	1.60%	1.75%	5,744,739.00	1,651.19	18,855,09	5,705,2 45.28
	6/12/2011	5/17/2011	5	0.25%	1.60%	1.75%	6,765,245.28	1,380.90	5,000.00	5,771,626,19
	5/17/2011 6/18/2011	5/19/2011	2	0.25%	1.50%	1.75%	5,771,628.19	552,97	44,855,09	5,817,094.25
		6/25/2011	8	0.25%	1.60%	1.75%	6,817,034.25	1,871.97		5,833,706.22
	5/25/2011 5/31/2011	5/31/2011 6/1/2011	6	0.25%	1.60%	1.75%	5,833,708,22	1,675,78		5,646,971.38
	6/1/2011		1	0.25%	1.50%	1.75%	5,848,971.38	280.19		5,609,251.55
	6/7/2011	5/7/2011 8/9/2011	6	0.25%	1.50%	1.75%	5,809,251,55	1,698,47		5,928,038.40
	6/9/2011	6/14/2011	2	0.25%	1.50%	1.75%	5,028,038,40	587.98		5,638,108,36
	445011	G 14/20[1	5	0.25%	1.50%	1.75%	5,938,108.38	1,422.31	24,000.00	5,983,528.67

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

			Reference		Applicable				
Start	End		Interest		Interest	Beginning		Advance/(repay)	
Date	Date	<u>Daya</u>	Rate (1)	Spread	Rate	Balance	interest	Amount	Balance
Notos receivable relati									
6/14/2011	8/15/2011	1	0.25%	1.50%	1.75%	5,963,628,67	285,68	15,738,44	5,979,652.79
6/15/2011	6/16/2011	1	0.25%	1.50%	1.75%	6,979,652.79	286,45	2,000,00	5,881,839,23
8/16/2011	6/17/2011	1	0.25%	1.50%	1.75%	6,981,839.23	286.58	2,000.00	5,884,125.79
6/17/2011	6/21/2011	4	0,25%	1.50%	1.76%	5,984,125,79	1,146,86	5,000,00	5,990,272,45
8/21/2011	6/22/2011	1	0.25%	1,60%	1.75%	5,990,272,45	286,96	8,738.44	- 5,999,297.85
6/22/2011	6/24/2011	2	0,25%	1.50%	1.75%	5,999,287.85	574.79	18,300.00	6,016,172.64
8/24/2011	6/28/2011	4	0.25%	1.50%	1.75%	5,016,172,64	1,152.80	171,000,00	6,188,325,44
8/28/2011	6/30/2011	2	0.25%	1,60%	1.75%	6,188,325,44	592.90	8,855.09	8,197,773,43
550000	7,0201		0.25%	150	175	A I GO TO AS	296.90		STATE OF THE STATE
7/1/2011	7/7/2011	6	. 0.19%	1.50%	1.69%	6,198,070,33	18170372	12,500.00	8,212,284,04
7/7/2011	7/14/2011	7	0.18%	1,50%	1.89%	5,212,284.04	2 103.12	8,855.08	6,223,143.05
7/14/2011	7/21/2011	7	0.18%	1.50%	1.89%	6,223,143.05	2,007,42	8,855,09	8,234,005,50
7/21/2011	7/28/2011	5	0.19%	1,50%	1.59%	6,234,005.58	71148036	8,855,09	6,244,297.03
7/28/2011	7/29/2011	3	0.18%	1.50%	1.89%	8,244,297.03	853.70	20,575,00	6,285,735,28
7/29/2014	7/31/2011	2	0.19%	1.50%	1.69%	6,265,785,28	577.41	24,088,98	6,290,401.18
8/1/2011	8/4/2011	3	0.21%	1.60%	1.71%	6,290,401.13	08201	0,00	6,291,283,44
8/4/2011	8/11/2011	7	0.21%	1.50%	1.71%	6,201,283,44	2,05900	9,088,38	8,302,430.82
8/11/2011	8/12/2011	1 .	0.21%	1.50%	1.71%	6,302,430,62		2,000,00	8,304,725.49
8/12/2011	8/17/2011	5	0,21%	1,50%	1.71%	6,304,725.49	300 A/A	18,000,00	6,319,189.35
8/17/2011	8/19/2011	2	0,21%	1.50%	1.71%	8,319,199,35		2,000.00	6,321,790.24
8/10/2011	8/22/2011	3	0.21%	1.50%	1.71%	8,321,790.24		5,834.00	8,928,510,95
8/22/2011	8/23/2011	1	0.21%	1,50%	1.71%	6,328,510.95	218.85	12,236,17	6,341,043.01
8/23/2011	8/24/2011	1	0.21%	1.50%	1,71%	8,341,043,01	2004	35,000,00	8,378,339,48
8/24/2011	8/31/2011	7	0,21%	1.50%	1.71%	6,378,339,48	#447Q88.24	21,750,00	8,400,176,32
8/31/2011	9/2/2011	2	0.23%	1.50%	1.73%	8,400,176,32	60546	0,00	BA00,781.67
9/2/2011	9/6/2011	4	0.23%	1.50%	1.73%	6,400,781.67	1121034	3,400,00	8,405,392.51
9/8/2011	9/8/2011	2	0.23%	1.50%	1.73%	6,405,392,51		2,000,00	6,407,988.36
B/8/2011	8/9/2011	1	0,23%	1,50%	1.73%	6,407,998.88	101 399		0,448,216.79
9/9/2011	0/12/2011	3	0.23%	1,50%	1.73%	6,446,216,70	9497		0,450,204,38
9/12/2011	8/19/2011	1	0,23%	1.50%	1.73%	6,450,204.86	30105	58,117.78	8,608,827.18
8/19/2011	9/15/2011	2	0.23%	1.50%	1.73%	6,608,827.18	60002		0,511,242.80
8/15/2011	B/15/2011	1	0,23%	1,50%	1.73%	6,511,242.80	30793	38,127.24	8,549,677.97
9/16/2011	9/21/2011	5	0.23%	1.50%	1.73%	0,549,677.97		100,000.00	6,651,226.72
B/21/2011	9/22/2011	1	0.23%	1.50%	1.73%	6,651,228.72		31,000.00	6,682,541,27
9/22/2011	9/23/2011	1	0.23%	1.50%	1.73%	6,682,541.27	3/045		6,698,730.69
9/23/2011	9/26/2011	3	0.23%	1.50%	1.73%	6,698,720,59	05040		0,726,681.08
9/26/2011	0/28/2011	3	0.23%	1.50%	1.73%	6,725,681.08	95422	8,117.78	6,734,753.08
9/29/2011	8/30/2011	1	0.23%	1.50%	1.73%	6,734,753.08	300.00		6,806,671.68
9/30/2011	9/30/2011	-	0.23%	1.50%	1.73%	6,809,671,58	200	13,591.25	8,820,282.83

^{(1) 1} month LIBOR rate per wsjprimerate.us site

DECLARATION OF BRIAN K. PETERSON

Pursuant to 28 U.S.C. § 1746, the undersigned states as follows:

- 1. My name is Brian K. Peterson. I am over 21 years of age, and I have personal knowledge of the matters set forth herein.
- 2. I am employed as a Senior Manager at UHY Advisors MO, Inc. ("UHY Advisors"), a firm that provides accounting, tax and business consulting services.
- 3. In March 2009, Acartha Group, LLC ("Acartha Group") hired UHY Advisors to serve as the outside accountant, working under management's direction, for Acartha Group and other related entities which Acartha Group serves as managing member and/or managing partner, including Acartha Technology Partners, LP ("ATP"), MIC VII, LLC ("MIC VII'), and Gryphon Investments III, LLC ("Gryphon III"), collectively referred to as "the Funds."
- 4. As a Senior Manager at UHY Advisors, Acartha Group was one of my clients. As part of my duties, I participated in the preparation of or was provided with various schedules, including the Gryphon III Series A Preferred Proceeds and Disbursements Schedule, attached as Exhibit A; Schedule A to the Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC as of June 30, 2011, attached as Exhibit B; a Summary of Investments by Investor as of December 31, 2010, attached as Exhibit C; and Investments by Source as of December 31, 2010, updated as of August 31, 2011, attached as Exhibit D. All referenced schedules are point in time looks at the data and I believe them to be accurate as of the time they were prepared.
- 5. During 2009, I was provided with the Gryphon III Series A Preferred Proceeds and Disbursements Schedule, attached as Exhibit A. My understanding is that



the source data for the amounts included in this schedule are Gryphon's books and records, including Gryphon III's general ledger.

- 6. My understanding is that this schedule summarizes proceeds received from investors in Gryphon III's Series A Preferred Shares totaling \$3,750,000 from March 13, 2008 through June 18, 2009 and the use of these proceeds. The schedule shows that of the \$3,750,000 investor funds raised by Gryphon III, \$1,628,000 was transferred to Acartha Group, which I understood to have entered into a management agreement with Gryphon III, and \$1,717,000 was transferred to Burton Douglas Morriss ("Morriss") or entities controlled by Morriss, including Morriss Holdings, LLC ("Morriss Holdings"), from March 13, 2008 through July 14, 2009. In addition, the schedule reflects that \$305,000 was transferred to pay interest due on Morriss's personal line of credit at Wachovia Bank.
- 7. The Gryphon III Series A Preferred proceeds transferred to Morriss Holdings described in paragraph 6, combined with what appears to be \$266,250 of other activity for which I do not have a detail, resulted in a receivable that management classified at that time as a due from Morriss Holdings to Gryphon III of \$1,450,750 as of December 31, 2009.
- 8. In 2010, Acartha Group management reclassified the \$1,450,750 receivable due from Morriss Holdings to Gryphon III to a receivable due to Acartha Group on Acartha Group's financial statements as of December 31, 2009. As I understood it, this consolidated the receivable due from Morriss Holdings with another receivable due from Morriss Holdings to Acartha Group of \$595,295 as of December 31, 2009. I performed services relating to the recording of this reclassification. In addition to

this reclassification, other amounts due to/from Morriss or other entities controlled by Morriss, including Morriss Holdings, to the Funds, were also netted and reclassified, resulting in a net consolidated receivable due from Morriss Holdings to Acartha Group of \$1,977,622 as of December 31, 2009.

- 9. In early 2011, Acartha Group provided me with a promissory note between Morriss Holdings and Acartha Group dated January 1, 2010 that formalized the receivable due from Morriss Holdings into a note receivable due from Morriss Holdings to Acartha Group. To my recollection there are no other active notes between Morriss Holdings and Acartha Group.
- 10. During 2011, I participated in the preparation of Schedule A to the Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC as of June 30, 2011, attached as Exhibit B. My understanding is that this schedule details transfers or advances from Acartha Group and the Funds to Morriss or Morriss Holdings, to be paid back to Acartha Group, that are included in the note receivable due from Morriss Holdings to Acartha Group. Advances or transfers from Acartha Group and the Funds to Morriss or Morriss Holdings include funds originating from Acartha Group, Gryphon III, ATP, and MIC VII. This schedule also reflects any repayments or offsets to this note receivable and calculates the interest accrual.
- 11. The source documents used to prepare this schedule include the books and records of Acartha Group and the Funds, including bank statements, wire transfer records and the general ledgers for Acartha Group and the Funds.

- 12. My understanding is also that this schedule includes accrued interest to this note receivable. The balance of the note receivable due from Morriss Holdings to Acartha Group including accrued interest was \$6,198,070 as of June 30, 2011.
- 13. During 2011, I participated in the preparation of a schedule entitled "Summary of Investments by Investor as of December 31, 2010," attached as Exhibit C. My understanding is that this schedule summarizes the total amounts invested by investors in the Funds and other listed entities. This schedule reflects that the total amount invested by investors, directly or via exchange, in Acartha Group, the Funds, and the other entities listed in the schedule was \$87,934,156 as of December 31, 2010, before consideration of distributions to members. I am aware that there were further investments into the Funds during 2011, but I am not aware of the amounts or details of those investments.
- 14. My understanding is that the source documents used to prepare this schedule include the books and records of Acartha Group and the Funds, including the general ledgers for Acartha Group and the Funds.
- 15. During 2011, I participated in the preparation of a schedule entitled "Investments by Source as of December 31, 2010, updated as of August 31, 2011," which was last updated August 31, 2011 and is attached as Exhibit D. My understanding is that this schedule summarizes the total amounts invested into third-party portfolio companies by the Funds and other listed entities. This schedule reflects that the total amount invested by the Funds and the other entities listed in this schedule was \$52,764,575 through December 31, 2010 as of the schedule's August 31, 2011 preparation date. Two investments have been liquidated as of December 31, 2010. Reducing the combined

amount invested in them, \$11,869,702 as indicated in the schedule, from the total investment indicated in the schedule leaves an implied cost basis of investments of \$40,894,874 at December 31, 2010.

- 16. My understanding is that the source documents used to prepare this schedule include the books and records of the Funds and other listed entities, including the general ledgers for the Funds and those entities.
- 17. In or about 2009 or early 2010, while reviewing bank statements for MIC VII, I discovered a loan from Wachovia to MIC VII for \$2,500,000, which was an unrecorded liability on MIC VII's balance sheet. I brought it to the attention of certain members of management, who indicated to me that they were unaware that this liability was an outstanding obligation of MIC VII.
- 18. I declare under penalty of perjury that the foregoing is true and correct. Executed on this 6th day of January 2012, in St. Louis, Missouri.

Brian K. Peterson

Exhibit A

Marche March	1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,	Gryphon Investments III LLC Serlos A Prederred - Proceeds and Disbursements	1			+													
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Control Cont	Control Graph Control Grap	Acartha Graup											148 0001	000 677					
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Carbon C	Control of Control o	Acartan Group					_		-		-		(44,000)	Conford 1				4	or review of 20
Comparison	Company Comp	Acartha Group				_			-				28.000	20,5	-			٥	er review of 20
Carbon Group Carbon Group Carbon Grand Gra	Carolin Group Carolin Grou	Acartha Group			1					-	-	-	10000	000,00				2	er review of 20
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				-						+	+	1		(3,750,000		(1,727,000)	(302,000)	(100,000)	(3,750,000)



Exhibit B

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

			Reference		Applicable						
Start Date	End Date	Days	Interest Rate (1)	Spread	Interest <u>Rate</u>	Beginning Balance	Interest	Advance/(repay) Amount	Balance		
Notes receivable related		57.15	Nate [1]	<u>Gp/caa</u>	- TOTAL	Datance	mercae	Mindan	Dajanet		
Note receivable Morris											
01/01/2009 01/01/2009	1/1/2009 1/1/2009	- :	0,38% 0.38%	1,50% 1,50%	1.88% 1.88%	-39.608,59		-39,609,59 -67,835,26	-39,608,59 -107,443,85		
1/1/2009	1/31/2009	30	0.38%	1.50%	1.88%	-107,443.85		-77,526.00	-184,969.85		
1/31/2009	2/26/2009	26	0.46%	1,50%	1,95%	-184,969,85			-184,969,85		
2/26/2009 2/28/2009	2/28/2009 3/31/2009	2 31	0.46% 0.53%	1.50% 1.50%	1.96% 2.03%	-184,969,85 -189,791,79		-4.821.94	-189,791,79 -189,791,79		
3/31/2009	4/10/2009	10	0.45%	1.50%	1.95%	-189,791,79			-189,791,79		
4/10/2009	4/10/2009	-	0.45%	1,50%	1.95%	-189,791.79		78,000,00	-111,791.79		
4/10/2009	4/14/2009	4	0.45%	1.50%	1.95%	-111,791,79		0.00	-111,791.79		
4/14/2009 4/30/2009	4/30/2009 5/11/2009	16 11	0,45% 0.34%	1,50%	1.95% 1.84%	-111,701,79 -89,791,79		22,000,00 -23,375.00	-89,791,79 -113,166.79		
5/11/2009	5/31/2009	20	0.32%	1,50%	1,82%	-113,166.79			-113,186,79		
5/31/2009	6/30/2009	30	0.32%	1.50%	1.82%	-113,166,79			-113,166.79		
6/30/2009 7/1/2009	7/1/2009 7/14/2009	1 13	0.29% 0.29%	1.50% 1.50%	1.79% 1.79%	-113,166.79 -100,666.79		12,500.00	-100,666.79 -100,666.79		
7/14/2009	7/22/2009	8	0,29%	1.50%	1,79%	-100,666.79		5,000,00	-95,666,79		
7/22/2009	7/31/2009	9	0.29%	1.50%	1.79%	-95.666.79		59,936.00	-35,730.79		
7/31/2009	8/6/2009	6	0,27%	1.50%	1.77%	-35,730.79		47 502 07	-35,730,79		
8/6/2009 8/31/2009	8/31/2009 9/9/2009	25 9	0.27% 0.25%	1.50% 1.50%	1.77% 1.75%	-35,730,79 6,769.21	2.91	42,500.00	6,769.21 6,772.12		
9/9/2009	9/14/2009	5	0.25%	1.50%	1.75%	6,772.12	1,62		22,773.74		
9/14/2009	9/29/2009	15	0.25%	1.50%	1.75%	22,773,74	16,31	22,000,00	44,790,04		
9/29/2009	9/30/2009	1	0,25%	1.50%	1.75%	44,790.04	2.14		53,792.18 53,794.75		
9/30/2009 10/1/2009	10/1/2009 10/14/2009	1 13	0,24% 0.24%	1,50%	1.74% 1.74%	53,792,18 53,794.75	2,56 33,33		56.828.07		
10/14/2009	10/16/2009	2	0.24%	1.50%	1.74%	56,928.07	5.42		78,333.49		
10/16/2009	10/30/2009	14	0.24%	1,50%	1,74%	78.333.49	52.27	72,500.00	150,885.76		
10/30/2009	10/31/2009	1	0.24%	1.50%	1,74%	150,885.76	7.19		310,892.95 311.070.09		
10/31/2009 11/12/2009	11/12/2009	12 5	0.24% 0.24%	1.50% 1.50%	1.74% 1.74%	310,892,95 311,070.09	177.14 73.85		343,143.93		
11/17/2009	11/19/2009	2	0.24%	1.50%	1,74%	343,143.93	32.59	28,000,00	371,176.52		
11/19/2009	11/25/2009	6	0.24%	1.50%	1,74%	371,176.52	105.74		469,262.26		
11/25/2009 11/30/2009	11/30/2009 12/18/2009	5 18	0.24%	1,50%	1,74%	469,282,26 490,893.67	111.41 418.36	21,500,00	490,893.67 491,312.03		
12/18/2009	12/30/2009	12	0.23% 0.23%	1,50%	1.73% 1.73%	491,312.03	279.15		574.191.18		
12/30/2009	12/31/2009	1	0.23%	1.50%	1.73%	574,191.18	27.19	21,077.16	595,295,53		
12/31/2009	12/31/2009		0.23%	1.50%	1.73%	595,295.53	0.00	4 4 5 4 5	1,977,622.16	TB	1,349.16 Total 2009 interest
12/31/2009	1/1/2010 1/13/2010	1 12	0.23% 0.23%	1.50%	1.73% 1.73%	1,977,622.16	93.63 1,122.89		1,759,921,76		
1/13/2010	1/14/2010	1	0.23%	1.50%	1.73%		83.27		1,781,976.84		
1/14/2010	1/15/2010	1	0.23%	1,50%	1,73%	1,761,976.84	84,31		1,797,061,15		
1/15/2010	1/19/2010	4	0.23%	1.50%	1.73%		340.11 889.22		1,879,401.26		
1/19/2010 1/29/2010	1/29/2010 1/31/2010	10 2	0.23% 0.23%	1.50%	1,73%		179,07		1,903,674,17	4	
1/31/2010	2/2/2010	2	0.23%	1.50%	1.73%		179.87		1,903,854.04		
2/2/2010	2/3/2010	1	0.23%	1.50%	1,73%	1,903,854.04	89.94		1,996,202.42		
2/3/2010 2/12/2010	2/12/2010	9	0.23% 0.23%	1.50% 1.50%	1.73% 1.73%		648,75 377,61		1,998,251.18		
2/16/2010	2/18/2010	2	0.23%	1.50%	1.73%		201,23		2,205,886.35		
2/18/2010	2/19/2010	1	0.23%	1.50%	1,73%	2,205,886.35	104.21		2,217,065,57		
2/19/2010	2/24/2010	5	0.23%	1.50%	1.73%		523.71 105.45		2,295,664,27		
2/24/2010 2/25/2010	2/25/2010 2/26/2010	1	0.23% 0.23%	1.50%	1,73% 1,73%		108,98		2,335,646.21		
2/26/2010	2/28/2010	2	0.23%	1.50%	1,73%		220.69	64,500.00	2,400,366.90	2,394,810.93	
2/28/2010	3/3/2010	3	0,24%	1,50%	1.74%		341.82		2,400,708,71		
3/3/2010 3/4/2010	3/4/2010 3/5/2010	1	0.24% 0.24%	1.50% 1.50%	1.74% 1.74%		113,95 114,91		2,443,937.58		
3/5/2010	3/11/2010	6	0.24%	1,50%	1,74%		696,04		2,465,133.62		
3/11/2010	3/18/2010	7	0.24%	1.50%	1.74%		819.09		2,468,002,61		
3/18/2010	3/19/2010	1	0.24%	1.50%	1.74%		117,15 1,289,49		2,469,619.76		
3/19/2010 3/30/2010	3/30/2010 4/5/2010	11	0.24% 0.26%	1.50% 1.50%	1.74% 1.76%		715.96		2,493,250.10	2,483,485.73	
4/5/2010	4/13/2010	8	0,26%	1,50%	1,76%	2,493,250.10	959,04	10,923.16	2,505,132,30		
4/13/2010	4/29/2010	16	0.26%	1.50%	1.76%		1,927.23	P.11, 122.11	2,558,770.00	2 500 110 26	
4/29/2010 4/30/2010	4/30/2010 5/3/2010	1	0.26% 0.34%	1,50%		2,558,770.00 2,601,893.03	123,03 391,46		2,601,893.03 2,623,848.12	2,589,119.36 2,610,682.99	
5/3/2010	5/10/2010	7	0,34%	1,50%		2,623,848.12	921,11		2,635,769,23		
5/10/2010	5/11/2010	1	0.34%	1.50%		2,635,769.23	132,18		2,783,718.23		
5/11/2010 5/20/2010	5/20/2010 5/21/2010	9	0.34% 0.34%	1,50%	1,84% 1,84%		1,256,44 140,75		2,806,608.31 2,824,249.06		
5/21/2010	5/26/2010	5	0.34%	1.50%	1,84%		708.18		2,836,720.22		
5/26/2010	5/28/2010	.2	0.34%	1.50%		2,836,720,22	284,52	22,000.00	2,859,004,74		
5/28/2010	5/30/2010	.2	0.34%	1.50%		2,859,004.74	286.76		2,842,115.23 2,843,694.37	2,825,220.15	
5/30/2010 6/10/2010	6/10/2010 6/15/2010	11	0.35% 0.35%	1.50%	1.85%	2,842,115.23 2,643,694,37	1,579.14 718.19		2,843,694.37		
6/15/2010	6/16/2010	1	0.35%	1.50%	1,85%		144,58	133,524,11	2,997,975,66		
6/16/2010	6/18/2010	2	0,35%	1.50%	1,85%		302.86		3,028,278.52		
6/18/2010 6/22/2010	6/22/2010 6/30/2010	4 8	0.35% 0.35%	1.50% 1.50%		3,028,278.52 3,038,890.37	611.84 1,227.98		3,038,890,37 3,049,140.68		
6/30/2010	7/8/2010	8	0.33%	1,50%	1.83%		1,222.39		3,025,709.75	3,004,007.59	
7/8/2010	7/9/2010	1	0.33%	1.50%	1.83%		151.67		3,037,519,10		
7/9/2010	7/14/2010	-5	0.33%	1,50%	1.83%	3,037,519.10	761.08	48,600.00	3,086,880.18		

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

			Reference		Applicable						
Start Date	End Date	Days	Interest Rate (1)	Spread	Interest Rate	Beginning Balance	Interest	Advance/(repay) Amount	Balance		
Notes receivable relate		5515	Maio (17	оргона		Duidiloc		7,111,02,11			
7/14/2010	7/15/2010	1	0.33%	1.50%	1.83%	3,086,880.18	154,69		3,097,034.87		
7/15/2010	7/16/2010	1	0.33%	1.50%	1.83%	3,097,034.87	155.20		3,318,555.36		
7/16/2010 7/23/2010	7/23/2010	7 5	0,33%	1.50%	1 83%	3,318,555,36	1,164,10 848.21	65,528,00 45,305,29	3,385,247,46		
7/28/2010	7/28/2010 7/29/2010	1	0.33% 0.33%	1.50% 1.50%	1.83%	3,385,247.46 3,431,460,95	171,96				
7/29/2010	7/30/2010	1	0.33%	1.50%	1,83%	3,438,632,91	172,32		3,454,033,27		
7/30/2010	7/31/2010	1	0.33%	1,50%	1,83%	3,454,033.27	173.09	46,000,00	3,500,205.38	3,473,751.89	
7/31/2010	8/6/2010	6	0,28%	1.50%	1.78%	3,500,206.36	1,018.79		3,501,225,15		
8/6/2010	8/16/2010	10	0.28%	1.50%	1.78%	3,501,225.15	1,698.48	15,228,04	3,518,151.66		
8/16/2010	6/18/2010	2	0.28%	1.50%	1.78%	3,518,151,66	341,34	400.00 106,904,71	3,518,893.00 3,626,139.12		
8/18/2010 8/20/2010	8/20/2010 8/27/2010	2 7	0,28% 0,28%	1,50% 1,50%	1,78%	3,518,893,00 3,626,139,12	341,41 1,231.35		3,637,275.18		
8/27/2010	8/30/2010	3	0.28%	1,50%	1.78%	3,637,275.18	529.34		3,657,688.62		
8/30/2010	8/31/2010	1	0.28%	1.50%	1.78%	3,657,668.62	177,44	28,864.59	3,684,730.65	3.652,938,04	
8/31/2010	9/2/2010	2	0.26%	1,50%	1.76%	3,684,730.65	353.77	275,000.00	3,960,084.43		
9/2/2010	9/10/2010	8	0.26%	1,50%	1,76%	3,960,084.43	1,520.85		4,011,605.27		
9/10/2010	9/13/2010	3	0.26%	1.50%	1,76%	4,011,605.27	577.74		4,022,411.04		
9/13/2010 9/15/2010	9/15/2010 9/21/2010	. 2	0.26% 0.26%	1,50%	1.76% 1.76%	4,022,411.04	386.20 1,163.02		4,050,884.96		
9/21/2010	9/23/2010	2	0.26%	1.50%	1.76%	4,060,864.96	389.89	10,904,71	4,072,159,56		
9/23/2010	9/30/2010	7	0.26%	1,50%	1.76%	4,072,159.56	1,358,40		4,223,527,96	4, 185, 975, 49	
9/30/2010	10/6/2010	6	0.26%	1,50%	1,76%	4,223,527.96	1,215,89	9,904.71	4,234,648,56		
10/6/2010	10/8/2010	2	0.26%	1.50%	1.76%	4,234,648.56	406,36		4,239,829,93		
10/8/2010	10/14/2010	6	0.26%	1.50%	1.76%	4,239,829.93	1,220,58		4,250,955,22		
10/14/2010	10/15/2010	. 1	0.26%	1,50%	1,76%	4,250,955,22 4,257,659,19	203.96 1,430.00		4,257,659.19 4,319,819.06		
10/15/2010 10/22/2010	10/22/2010 10/29/2010	7 7	0.26% 0.26%	1.50% 1.50%	1.76% 1.76%	4,257,659,19	1,450.88		4,346,390.20		
10/29/2010	10/29/2010	2	0.26%	1.50%	1,76%	4,346,390,20	417.09		4,357,035,33	4,313,138.08	
10/31/2010	11/5/2010	5	0.26%	1,50%	1,76%	4,357,035.33	1,045.27		4,358.080.60		
11/5/2010	11/15/2010	10	0.26%	1,50%	1.76%	4,358,080.60	2,091.05				
11/15/2010	11/24/2010	9	0.26%	1.50%	1.76%	4,370,399.69	1,887,26		4,382,031,94		
11/24/2010	11/30/2010	6	0.26%	1,50%	1.76%	4,382,031.94	1,261,52	9,744,99	4,393,039.45 4,403,112.40	4 050 740 07	
11/30/2010	12/1/2010	1	0,26%	1.50%	1.76%	4,393,038.45 4,403,112.40	210.78 422.53		4,434.534.93	4,352,719.27	
12/1/2010 12/3/2010	12/3/2010 12/7/2010	2 4	0,26% 0.26%	1,50%	1.76%	4,434,534.93	851.09		4,440,386.02		
12/7/2010	12/10/2010	3	0.26%	1,50%	1.76%	4,440,386,02	639.16				
12/10/2010	12/14/2010	4	0.26%	1.50%	1.76%	4,476,033,42	859,06	25,000.00	4,501,892,48		
12/14/2010	12/17/2010	3	0.26%	1.50%	1.76%	4,501,892,48	648.01	126,295.80	4,628,836.29		
12/17/2010	12/27/2010	10	0.26%	1.50%	1,76%	4,628,836.29	2,220.96	39,000.00	4,670,057.25		
12/27/2010	12/30/2010	3	0.26%	1.50%	1.76%	4,670,057.25	672.22		4,892,729,47		
12/30/2010	12/31/2010	1	0.26%	1.50%	1.76%	4,892,729.47 4,903,077.68	234.76 0.00		4,903,077.68 4,241.867.86	4,241,867,86	0.00
12/31/2010 12/31/2010	12/31/2010 1/3/2011	3	0,26%	1.50%	1,76% 1,76%	4,241,867.86	612,15		4,242,480.01	-1,211,007,00	
1/3/2011	1/4/2011	1	0.25%	1.50%	1.76%	4,242,480.01	204.08	12,500.00	4,255,184,09		
1/4/2011	1/5/2011	1	0.26%	1.50%	1.76%	4,255,184,09	204,69	15,000.00	4,270,388.78		
1/5/2011	1/6/2011	1	0.26%	1.50%	1.76%	4,270,388.78	205.42	100,113,45	4,370,707.65		
1/6/2011	1/10/2011	4	0.25%	1.50%	1,76%	4,370,707.65	840.99		4,405,548.64 4,420,760,56		
1/10/2011	1/11/2011	1	0.25%	1.50%	1,76%	4,405,548,64 4,420,760.55	211,92 637.97		4,436,398.53		
1/11/2011 1/14/2011	1/14/2011	.3	0.26% 0.26%	1.50% 1.50%	1.78% 1.76%	4,436,398.53	640.22		4,458,934.80		
1/17/2011	1/24/2011	7	0,25%	1,50%	1,76%	4,458,934.80	1,501.44		4,461,436.25		
1/24/2011	1/28/2011	4	0.26%	1,50%	1.76%	4,461,436.25	858.45		4,472,294,69		
1/28/2011	1/31/2011	3	0.26%	1.50%	1.75%	4,472,294.69	645.40		4,478,440.10		
1/31/2011	2/2/2011	:2	0.26%	1,50%	1,76%	4,478,440.10	430.86		4,994,323,23	6,993.60	
2/2/2011 2/8/2011	2/8/2011	.6	0.26%	1,50%	1.76%	4,994,323,23 5,016,676,78	1,441,48 482,64		5,016,678,78 5,027,161,43		
2/10/2011	2/10/2011	2	0.26% 0,26%	1.50%	1.76% 1.76%	5,027,161,43	241.83		5,037,403.25		
2/11/2011	2/14/2011	3.	0.26%	1.50%	1.76%	5,037,403,25	726.96		5,048,130.21		
2/14/2011	2/17/2011	:3	0.26%	1,50%	1,76%	5,048,130.21	728.50		5.064,814.53		
2/17/2011	2/22/2011	5	0.26%	1.50%	1.76%	5,064,814,53	1,218,18		5.076.032.72		
2/22/2011	2/28/2011	6	0.26%	1.50%	1.76%	5,076,032,72	1,465.06		5,092,497.78	E 640.60	
2/28/2011 3/1/2011	3/1/2011	1	0.25%	1,50%	1.75%	5,092,497.78 5,273,843.21	243.95 252.64		5,273,843.21 5,284,095.85	6,548.60	
3/2/2011	3/2/2011 3/3/2011	1	0.25% 0.25%	1.50% 1.50%	1,75%	5,284,095.85	253.13		5,286,848.98		
3/3/2011	3/4/2011	1	0.25%	1,50%	1,75%		253,26		5,294,279.04		
3/4/2011	3/7/2011	3	0.25%	1,50%		5,294,279.04	760.86	25,000.00	5,320,039.90		
3/7/2011	3/8/2011	1	0.25%	1.50%		5,320,039.90	254.85		5,338,060.89		
3/8/2011	3/9/2011	1	0.25%	1.50%		5,338,060,89	255.72		5,348,316,61		
3/9/2011	3/15/2011	6	0.25%	1,50%		5,348,316.61	1,537.25		5,365,853.86		
3/15/2011 3/17/2011	3/17/2011	2	0.25%	1.50%			514.10 258.06		5,387,077.53 5,390,335.60		
3/17/2011 3/18/2011	3/18/2011 3/21/2011	1	0.25% 0.25%	1.50% 1.50%	1.75% 1.75%		774.66		5,408,110.26		
3/21/2011	3/23/2011	2	0.25%	1,50%	1,75%		518.14		5,408,652,65		
3/23/2011	3/24/2011	1	0.25%	1,50%	1.75%		259,10	5,000.00	5,413,911.75		
3/24/2011	3/25/2011	1	0.25%	1,50%	1.75%	5,413,911.75	259.35		5,420,171.10		
3/25/2011	3/29/2011	4	0.25%	1,50%	1,75%		1,038,60		5,450,209,70		
3/29/2011 3/30/2011	3/30/2011	1	0.25%	1,50%	1.75%		261.09 261.17		5,451,970.79 5,457,231,96		
3/30/2011	3/31/2011 4/1/2011	1	0.25% 0.25%	1.50% 1.50%			261.17		5,467,397,91	7,973.41	Ties to QB
4/1/2011	4/4/2011	3	0.25%	1.50%	1,75%		785.74		5,528,183,64	*******	
4/4/2011	4/5/2011	1	0.25%	1,50%	1,75%		264.82	12,500.00	5,540,948.47		
4/5/2011	4/6/2011	1	0.25%	1,50%			265,44		5,620,213.90		
4/6/2011	4/7/2011	1	0.25%	1,50%	1.75%	5,620,213.90	269.23	7,000.00	5,627,483,14		

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

			Reference		Applicable					
Star	t End		Interest		Interest	Beginning		Advance/(repay)		
Date	Date	Days	Rate (1)	Spread	Rate	Balance	interest	Amount	Balance	
Notes receivable	related party									
4/7/	2011 4/11/2011	4	0.25%	1.50%	1.75%	5,627,483.14	1,078.32	5,000.00	5,633,561.46	
4/11/	2011 4/12/2011	1	0.25%	1,50%	1,75%	5,633,561.45	269.87	1,500.00	5,635,331,33	
4/12/	2011 4/13/2011	1	0,25%	1,50%	1.75%	5,635,331.33	259,96	18,500,00	5,654,101.29	
4/13/	2011 4/14/2011	1	0.25%	1.50%	1.75%	5,654,101.29	270.86	5,600.00	5,659,972.15	
4/14/	2011 4/18/2011	4	0.25%	1.50%	1,75%	5,659,972,15	1,084,55	7,317.4?	5,588,374,17	
4/18/	2011 4/19/2011	1	0.25%	1,50%	1.75%	5,668,374,17	271,54	19,000.00	5,687,545,71	
4/19/	2011 4/21/2011	2	0.25%	1,50%	1:75%	5,687,645.71	544.93	7,317.47	5,695,508,10	
4/21/	2011 4/27/2011	6	0,25%	1.50%	1.75%	5,695,508,10	1,637.04	3,000,00	5,700,145,14	
4/27/	2011 4/30/2011	3	0.25%	1.50%	1.75%	5,700,145,14	819,19	15,815,73	5,716,780.06	
4/30/	2011 5/1/2011	1	0.25%	1.50%	1,75%	5,716,780.06	273.66		5,717,053,92	8,105.34
.5/1/	2011 5/6/2011	5	0,25%	1,50%	1.75%	5,717,053.92	1,369,36	26,315.73	5,744,739.00	
5/6/	2011 5/12/2011	6	0.25%	1.50%	1.75%	5,744,739.00	1.651.19	18,855.09	5,765,245.28	
5/12/	2011 5/17/2011	5	0.25%	1.50%	1.75%	5,765,245.28	1,380.90	5,000.00	5,771,626.19	
5/17/	2011 5/19/2011	2	0.25%	1,50%	1,75%	5,771,626.19	552,97	44,855.09	5,817,034.25	
5/19/	2011 5/25/2011	6	0.25%	1.50%	1,75%	5,817,034.25	1,671.97	15,000.00	5,833,706.22	
5/25/	2011 5/31/2011	6	0.25%	1.50%	1.75%	5,833,706.22	1,676,76	13,588.38	5,848,971,36	
5/31/	2011 6/1/2011	1	0.25%	1.50%	1,75%	5,848,971,36	280.19	60,000,00	5,909,251.55	8,583.34
6/1/	2011 6/7/2011	6	0,25%	1,50%	1.75%	5,909,251.55	1,698.47	17,088.38	5,928,038.40	
6/7/	2011 6/9/2011	2	0.25%	1,50%	1.75%	5,928,038,40	567,96	9,500.00	5,938,106.36	
6/0	2011 6/14/2011	5	0.25%	1.50%	1.75%	5,938,106.36	1,422.31	24,000,00	5,953,528,67	
6/14/	2011 6/15/2011	1	0.25%	1.50%	1.75%	5,963,528.67	285.68	15,738,44	5,979,552,79	
6/15/	2011 6/16/2011	1	0.25%	1.50%	1.75%	5,979,552.79	286,45	2,000.00	5,981,839,23	
6/16/	2011 6/17/2011	1	0.25%	1.50%	1.75%	5,981,839.23	286,56	2.000,00	5,984,125,79	
6/17/	2011 6/21/2011	4	0,25%	1.50%	1.75%	5,984,125.79	1,146.66	5,000.00	5,990,272.45	
6/21/	2011 6/22/2011	1	0.25%	1.50%	1.75%	5,990,272.45	286,96	8,738.44	5,999,297,85	
6/22	2011 6/24/2011	2	0.25%	1,50%	1.75%	5,999,297.85	574,79	16,300.00	6,016,172,64	
6/24/	2011 6/28/2011	4	0.25%	1.50%	1.75%	6,016,172.64	1,152.80	171,000,00	6,188,325.44	
6/28	2011 6/30/2011	2	0.25%	1,50%	1,75%	6,188,325.44	592,90	8,855,09	6,197.773.43	
6/30/	2011 7/1/2011	1	0,25%	1.50%	1,75%	5,197,773.43	296.90		6,198,070.33	8,598.43 Ties to QB

^{(1) 1} month LIBOR rate per wsjprimerate.us site

Exhibit C

6,819,341 9,273,882 6,883,238 150,000 250,000 250,000 1,500,000 1,501,000 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,497 1,521,698 1,108,441 1,419,441 1,331,668 1,108,441 1,331,688 1,108,441 1,331,688 1,108,441 1,331,688 1,108,447 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1,500,000 1, 123,724 250,000 1,234,704 500,000 500,000 150,000 150,000 325,000 90,419 65,250 Total Investment 190,673 378,557 481,596 619,974 392,352 318,447 318,447 261,037 235,411 784,676 Acquisition II 784,704 Tervella Tervella Acquisition 929,468 1,319,341 Evergrid Acquisition 90,419 65,250 3,976 4,168 22,090 92,805 400,112 79,523 100,000 230,580 124,969 180,943 100,331 3,976 15,905 79,523 10,066 92,492 123,724 14,951 Evergrid MICVII 1,000,000 1,000,000 500,000 500,000 Integrien Acquisition Clearbrook Acquisition 1,500,000 250,000 450,000 500,000 100,000 500,000 150,000 25,000 250,000 1,000,000 GIII, LLC Acartha Librato
Tech Partners Acquisition II 9,835,202 105,965 1,442,135 24,543 21,193 21,193 570,064 22,329 163,623 1776,492 211,929 275,027 275,027 275,027 31,790 107,767 31,790 27,921 687,539 2,140,805 9,599 661,082 614,963 615,020 1,421,754 4,023,982 3,448,338 3,258,298 1 1 1 1 1 MIC VII Acartha Group 4,500,000 4,250,000 2,125,000 1,50,000 50,000 50,000 50,000 1,500,000 1,500,000 1,500,000 499,965 299,965 199,970 266,285 200,000 100,000 75,000 75,000 75,000 75,000 75,000 75,000 75,000 75,000 75,000 75,000 75,000 Brüce Rauner
Balley Quin Daniel Goodman 1991 Trust
Harriet Elizabeth Goodman 1991 Trust
John Balley Goodman Jr. 1991 Trust John Goodman John Hunter Kramer Trust, dated 1988 First Court Limited Account 445 William Benton, Jr. Ballyorney Trust Company Ltd. Olympus Capital Partners, LP Jill Saenger Charles Saenger Paricia Saenger Nick Rohalyn Ingram Industries 474 Club, LLC Edward A, Labry III Ralph Sig Lemro Dieter Sigg Bruno Mueller (Lemro) John T. Olds Welde Trust (Billy Guinness) Jim Harpel Jacob Andrew Herschend Robert Kresko Bernard Federko
Pernard Schwinn
charles A. Dill, IRA
David Gillitz
David Gillitz RA
Pavid Gillitz SEP
Downink Sigg
Esther Achermann Stephen H. McKnight Klingenstein Fields Mack Hicks **Guillermo Cervino** Alexander Scott Francisca Schwinn Jeff Salzman Ameet Patel Christian Leedy Direct investors Andrew Hobbs Stefanie Schmid Remy Trafelet eo Saenger III Marc Spieler Maya Merkli Paul Caron Steve Fischer Janiel Breen Rene Saner ale Turvey Balz Merkli undell

Summary of investments by investor Value contributed (by direct or exchange) As of 12/31/10

151,000 70,000 250,000	464,545 180,445 180,445 180,445 180,412 203,378 308,412 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308,378 308 308,378 308,378 308,378 308,378 308,378 308,378 30	87,934,156	2,410,019 2,500,000	
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	28,350 7,090 7,090 28,300 28,300 31,048 14,180 87,916 28,360 28,360 5,000 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,090 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,000 7,00	1,500,000	1.500.000	1,500,000
	152,085 33,022 28,022 24,1272 247,274 5,000 100,565 112,085 112,085 112,085 112,085 112,085 112,085 112,085 112,085 112,085 113,085 112,085 113,085 113,085 113,085 113,085 113,085 114,010 115,000 116,000 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085 117,085	18,805,537	18.805.537	T 18,805,537
		27,090,885	2,500,000	29,590,885
	40,000 75,000 50,000 50,000 71,000 71,000 71,500 72,000 72,000 70,000 70,000 70,000 70,000 70,000 70,000 70,000 70,000	2,500,000	2 500 000	2,500,000
	04/2004 Dtd 12/17/88 TWROS 12/12/95 12/12/96 12/12/96 12/12/96 17 IT TO 07/18/2003 DO 07/18/2003 DD 07/18/2003 90 as Amended 96 as Amended	19,766,289	19.766.289	T T T 19,766,289
Doug Marriss John Wehrle Diego Winegardner	Harriet Leady Andrew S Klocke Trust Andrew S Klocke Trust Andrew S Klocke Trust Andrew S Klocke Trust Beau M. Wehrle Blea Tiger Vertures, LLC Bradford M. Epsten Carol A Bueker Trust DTD 12/12/95 Carol W. Bueker Tewocable Trust UTA Dtd 12/17/88 Cynthia L. Tuccii David D. Gatchell & Julie N. Gatchell JTWROS David W. Bueker Tewocable Trust DTD 12/12/95 Eleanor N. Caulkins Fred H Pryor and Shirley J Pryor George G Shaw George C Shaw George G Shaw George C Shaw George	Total third party investment	Acartha related cross investors MIC VII Acartha Group Funding Grand tonal by emity	figure for the first principle.

Exhibit D

Total Invested by Entity	25,101,094 11,605,434 10,005,430 1,755,400 1,755,400 3,000,00 3,000,00 1,581,000 1,581,000	
Investment in Integrien Acq	2,500,000	2,500,000.00
Investment in Tervela Acq	000'006	800.000.00
Investment in Clearbrook Acq	1,500,000	1,500,000,00
Total External	22,701,053,86 11,605,434,35 3,000,000,40 1,735,399,56 375,000,000 3,073,748,64 5,532,928,85 1,581,000,00	52,764,575,66
×Eye	2,599,090.00	2,500,000.60
Pollen	1,654,652,00	1,654,652.00
Vantos/ Granif Edge Network	1,506,804,11	1,506,904,11
Cxedy	300,000,50	500,000,00
Cirat	4,724,074,45 500,000,00	5,224,074,45 Excludes note interest
Librato/ Evergrid	6,570,115,30 1,017,526,44 1,735,599,96 375,000,00	11,279,041,70
Clearbrook	4,500,000.00 2,500,000.00 3,000,000.00	10,000,000,00
Integnen	2,469,000,00 3,469,702,00 3,000,000,00 500,000,00	9,369,702.03 Uquidated In 2010
Tenela	2,463,553.91 2,000,000.00 4,355,394.10	8,818,938.01
Tervela Birdge	18 1.073,718.64 1,337,544.75	2,411,263,39
Surintaly of Investments by investor As of 8/31/11 Torvet: Birdge	MIC VII Acara Acquisiton Clearbrook Acquisiton Evergid Acquisiton Evergid Acquisiton Integene Acquisiton Integene Acquisiton Tervola Acquisiton Tervola Acquisiton Ucara Acquisiton Ucara Acquisiton Ucara Acquisiton I	

Notes: Acartha Group Funding not included abovo as its investment is in MIC VII and it has no direct investment in an unrelated entity. ATP has a 25.5M investment in Integrion made via Integrion Acquisition which does not appear abovo

Page 1 THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION In the Matter of:) File No: FL-03707-A ACARTHA GROUP, LLC WITNESS: Dixon Brown PAGES: 1 through 141 PLACE: Securities and Exchange Commission 801 Brickell Avenue, Suite 1800, Miami, Florida 33131 DATE: Thursday, January 5, 2012 The above-entitled matter came on for hearing, pursuant to notice, at 10:27 a.m.

Diversified Reporting Services, Inc. (202) 467-9200

	Page 2		Page 4
1	APPEARANCES:	1	PROCEEDINGS
2		2	MS. SINDLER: We are on the record at 10:27
3		3	a.m. on January 5, 2012.
4	On behalf of the Securities and Exchange Commission:	4	We are here at the Miami Regional Offices of
5	TRISHA D. SINDLER, ESQ.	5	the Securities and Exchange Commission to take
6	BRIAN T. JAMES, ESQ.	6	the testimony of Mr. Dixon Brown.
7	ADAM SCHWARTZ, ESQ.	7	Mr. Brown, can you please raise your right
8	MICHELLE LAMA, CPA	8	hand.
9	Division of Enforcement	9	Whereupon:
10	Securities and Exchange Commission	10	DIXON BROWN
11	801 Brickell Avenue,	11	was called as a witness and, having been first duly
12	Suite 1800,	12	sworn, was examined and testified as follows:
13	Miami, Florida 33131	13	EXAMINATION
14		14	BY MS. SINDLER:
15		15	Q. Please state and spell your full name for
16	On behalf of the Witness:	16	the record.
17	ROBERT W. RAY, ESQ.	17	A. Dixon, D-i-x-o-n, Rombauer, R-o-m-b-a-u-e-r,
18	BRYAN T. MOHLER, ESQ.	18	Brown, B-r-o-w-n.
19	Pryor Cashman, LLP	19	Q. Have you ever been known by any other name?
20	7 Times Square,	20	A. No.
21	New York, New York 10036-6569	21	Q. My name is Trisha Sindler. I am a Senior
22		22	Counsel with the Division of Enforcement of the
23		23	United States Securities and Exchange Commission.
24		24	With me is Brian James, also a Senior Counsel with
25		25	the Division of Enforcement. And Adam Schwartz, a
	Page 3		Page 5
1	CONTENTS	1	Senior Counsel. And we will be joined by Michelle
2		2	Lama, an accountant with the Division of
3	WITNESS EXAMINATION	3	Enforcement.
4	Dixon Brown 4	4	We are officers of the Commission for the
5		5	purpose of this proceeding.
6		6	This is an investigation by the Commission
7	EXHIBITS DESCRIPTION IDENTIFIED	7	in the matter of Acartha Group, LLC, File No.
8	56 Subpoena, 11/2/11 7	8	FL-3707, to determine whether there have been
9	Netting Agreement 100	9	violations of certain provisions of the federal
10	58 Multipage Document 103	10	securities laws.
11	59 Note 111	11	However, the facts developed in this
12	60 Promissory Note 116	12	investigation might constitute violations of other
13	61 Excel Printout 126	13	federal or state, civil or criminal laws.
14		14	I'm going to briefly explain the procedure
15		15	we are going to be following.
16		16	I'm going to ask a series of questions. All
17		17	of us may ask questions at any time.
18 19		18 19	If you would like to take a break at any
20		20	time, please let us know and we will be happy to
21		21	accommodate you. All we ask is if there is a
22		22	question pending, that you answer that before we take a break.
23		23	
24		23	The court reporter transcribes these
25		25	proceedings and will create a transcript of your testimony at the end. Please make sure that you
27		127	testimony at the end. Flease make sure that you

	Page 6		Page 8
1	answer verbally because the court reporter cannot	1	BY MS. SINDLER:
2	pick up any nodding or any other gestures.	2	Q. Mr. Brown, I'm going to hand to you what has
3	Do you understand?	3	been marked as Exhibit No. 56. It is a multipage
4	A. Yes.	4	document with a subpoena dated November 2, 2011 and
5	Q. Also, if we have a conversation about the	5	with an attached letter and other attachments to it
6	case when we are off the record, we will either	6	that was sent to you.
7	summarize that conversation if we discussed anything	7	Have you seen this document before?
8	substantive or we will ask you to confirm we didn't	8	A. Yes.
9		9	
10	have any substantive conversations.	10	Q. Is this a copy of the subpoena that you are appearing pursuant to here today?
11	Are you under any type of medication that would affect your memory or ability to testify fully	11	A. Yes.
12	and completely today?	12	Q. The subpoena calls for the production of
13	A. No.	13	certain documents. There is three categories.
14	Q. Prior to the opening of the record we	14	_
15		15	Looking at number one, have you produced all
16	presented a Formal Order of Investigation in this	16	documents called for by the subpoena under number one?
17	matter and Supplemental Formal Order. It will be	17	A. Yes.
18	available to you for examination during the course	18	
19	of this proceeding.		Q. And number two, have you produced all
20	Have you had an opportunity to review the	19 20	documents called for in the subpoena under category
1	Formal and the Supplemental?	ł	number two?
21	A. Yes.	21	A. Yes.
22	Q. Prior to the opening of the record you were	22	Q. And the same question for number three?
23	provided with a copy of the Commission's	23	A. Yes.
24	Supplemental Information Form 1662. A copy of that	24	Q. Please describe for us the search that was
25	notice has been previously marked as Exhibit No. 1.	25	conducted for the requested documents and state who
	Page 7		Page 9
1	Have you had an opportunity to read Exhibit	1	conducted that search?
2	No. 1?	2	A T 1 - 1 C - 1 1
3			A. I searched for documents relative to number
I	A. Yes.	3	one. I searched all of my Acartha Group e-mail and
4	Q. Do you have any questions concerning this	3 4	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by
5	Q. Do you have any questions concerning this exhibit?	3 4 5	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name
5 6	Q. Do you have any questions concerning this exhibit?A. No.	3 4 5 6	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by
5 6 7	Q. Do you have any questions concerning this exhibit?A. No.Q. Are you represented by counsel today?	3 4 5 6 7	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and
5 6 7 8	 Q. Do you have any questions concerning this exhibit? A. No. Q. Are you represented by counsel today? A. Yes. 	3 4 5 6 7 8	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and produced documents that I thought were responsive to
5 6 7 8 9	 Q. Do you have any questions concerning this exhibit? A. No. Q. Are you represented by counsel today? A. Yes. MS. SINDLER: Would counsel please identify 	3 4 5 6 7 8	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and produced documents that I thought were responsive to both one and two after those searches.
5 6 7 8 9	 Q. Do you have any questions concerning this exhibit? A. No. Q. Are you represented by counsel today? A. Yes. MS. SINDLER: Would counsel please identify themselves for the record by stating your name, 	3 4 5 6 7 8 9	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and produced documents that I thought were responsive to
5 6 7 8 9 10	 Q. Do you have any questions concerning this exhibit? A. No. Q. Are you represented by counsel today? A. Yes. MS. SINDLER: Would counsel please identify themselves for the record by stating your name, the name of your firm and telephone number? 	3 4 5 6 7 8 9 10	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and produced documents that I thought were responsive to both one and two after those searches. Q. Did anyone assist you in the search? A. No.
5 6 7 8 9 10 11	 Q. Do you have any questions concerning this exhibit? A. No. Q. Are you represented by counsel today? A. Yes. MS. SINDLER: Would counsel please identify themselves for the record by stating your name, the name of your firm and telephone number? MR. MOHLER: Bryan Mohler, Pryor Cashman, 	3 4 5 6 7 8 9 10 11	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and produced documents that I thought were responsive to both one and two after those searches. Q. Did anyone assist you in the search?
5 6 7 8 9 10 11 12 13	 Q. Do you have any questions concerning this exhibit? A. No. Q. Are you represented by counsel today? A. Yes. MS. SINDLER: Would counsel please identify themselves for the record by stating your name, the name of your firm and telephone number? MR. MOHLER: Bryan Mohler, Pryor Cashman, LLP. The phone number is (212) 421-4100. 	3 4 5 6 7 8 9 10 11 12 13	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and produced documents that I thought were responsive to both one and two after those searches. Q. Did anyone assist you in the search? A. No.
5 6 7 8 9 10 11 12 13	 Q. Do you have any questions concerning this exhibit? A. No. Q. Are you represented by counsel today? A. Yes. MS. SINDLER: Would counsel please identify themselves for the record by stating your name, the name of your firm and telephone number? MR. MOHLER: Bryan Mohler, Pryor Cashman, LLP. The phone number is (212) 421-4100. MS. SINDLER: Mr. Mohler, are you 	3 4 5 6 7 8 9 10 11 12 13	one. I searched all of my Acartha Group e-mail and communications, which would be substantiated by e-mail to investors by searching by investor name across our investor database and I searched by document type as requested in number one and produced documents that I thought were responsive to both one and two after those searches. Q. Did anyone assist you in the search? A. No. Q. Did you use any personal computers in your search? A. No.
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1 2	Page 78		Page 80
2	production.	1	With interest, 2.51.
	MR. SCHWARTZ: Does counsel know if they have	2	MR. SCHWARTZ: That would be a good issue to
3	been produced yet?	3	broach next.
4	A. I know they have been produced. Excuse me.	4	Anyone?
5	I sent them to Bob.	5	BY MR. JAMES:
6	MR. RAY: I would have to confirm it.	6	Q. Just so I'm clear.
7	I don't know.	7	Going back to the actual transfers I guess
8	MR. SCHWARTZ: If you could, we would	8	from inception up until 2008, the transfers from
9	appreciate that.	9	Acartha Group related entities to Morriss Holdings
10	Q. In 2010 was there also a motivation for the	10	or Mr. Morriss were not captured as loans?
11	audit due to the investment by the Kaufmann Group,	11	A. They were captured under an agreement
12	as well?	12	operating as a loan. A netting agreement Mr.
13	A. There was motivation for an MIC VII audit,	13	Aliprandi put into effect in the spring of 2006.
14	which wasn't required by the operating agreement,	14	Q. Is that actually an agreement between
15	but as an agreement with the Kaufmann Group we	15	entities, individuals?
16	agreed to provide an MIC VII audit.	16	What actually is a netting agreement?
17	Q. And the outstanding in that consolidation	17	A. A netting agreement cites transfers to and
18	essentially did that result in all I guess	18	from receivables and payables to and from Morriss
19	transactions or notes between Morriss Holdings and	19	Holdings and Acartha entities, including but not
20	Mr. Morriss personally were reflected just as one	20	limited to, and there is a list of Acartha entities
21	note between the Acartha Group and Morriss Holdings?	21	at the time on that netting agreement.
22	A. Yes.	22	Q. But is it a contract between parties or is
23	And the close schedule which I keep on	23	it just an accounting vehicle that tracks all of
24	referring to, a component of that is the actual	24	these transfers and receivables?
25	accounting of the principal and interest	25	A. I think that's a legal question.
	Page 79		Page 81
1	transactions within the note structure.	1	BY MS. LAMA:
2	Q. So with respect to the other entities are	2	Q. Was there an actual executed document?
3	they now reflected as I guess receivables between	3	A. Yes.
4	the Acartha Group and say ATP or MIC VII or Gryphon	4	Q. With the terms of this netting agreement?
5	III?	5	A. Yes.
6	A. Would you repeat the first part of your	6	It is a very simple agreement. It says that
7	question?	7	
1 _	O Sumo	ŧ	any transfers at the right of Acartha Group to
8	Q. Sure.	8	Morriss Holdings, any of its entities at Acartha
9	How the transfers that were previously	9	Morriss Holdings, any of its entities at Acartha Group's discretion can be offset when and if they
9 10	How the transfers that were previously issued between entities such as ATP, MIC VII,	9 10	Morriss Holdings, any of its entities at Acartha Group's discretion can be offset when and if they wish to offset them.
9 10 11	How the transfers that were previously issued between entities such as ATP, MIC VII, Gryphon III to Morriss Holdings and Mr. Morriss	9 10 11	Morriss Holdings, any of its entities at Acartha Group's discretion can be offset when and if they wish to offset them. For example, if Morriss made a payment or a
9 10 11 12	How the transfers that were previously issued between entities such as ATP, MIC VII, Gryphon III to Morriss Holdings and Mr. Morriss personally, those amounts that were due, are they	9 10 11 12	Morriss Holdings, any of its entities at Acartha Group's discretion can be offset when and if they wish to offset them. For example, if Morriss made a payment or a contribution to help operate the company at some
9 10 11 12 13	How the transfers that were previously issued between entities such as ATP, MIC VII, Gryphon III to Morriss Holdings and Mr. Morriss personally, those amounts that were due, are they now reflected as receivables from the Acartha Group	9 10 11 12 13	Morriss Holdings, any of its entities at Acartha Group's discretion can be offset when and if they wish to offset them. For example, if Morriss made a payment or a contribution to help operate the company at some date, the balance of the netting would go down
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Page 1
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

In the Matter of:

)
File No. FL-03707-A

ACARTHA GROUP, LLC
)

WITNESS: Brian Peterson

PAGES: 1 through 283

PLACE: Securities and Exchange Commission

801 Brickell Avenue

Suite 1800

Miami, Florida 33131

DATE: Friday, November 4, 2011

The above-entitled matter came on for hearing, pursuant to notice, at 9:37 a.m.

Diversified Reporting Services, Inc. (202) 467-9200

4	Page 2		Page 4
1	APPEARANCES:	1	PROCEEDINGS
2		2	MS. FUCHS: We are on the record at 9:37
3	On behalf of the Securities and Exchange Commission:	3	on November 4, 2011.
4	TRISHA FUCHS, ESQ.	4	We're here in Miami, Florida, at the
5	BRIAN JAMES, ESQ.	5	offices of the U.S. Securities and Exchange
6	MICHELLE LAMA, STAFF ACCOUNTANT		Commission to take the examination of Mr.
7	Division of Enforcement	7	Brian Peterson.
8	Securities and Exchange Commission	8	Mr. Peterson, please raise your right
9	801 Brickell Avenue	9	hand.
10	Suite 1800	10	Do you swear to tell the truth, the whole
11	Miami, Florida 33131	11	truth, and nothing but the truth?
12		12	MR. PETERSON: I do.
13	On behalf of the Witness:	13	Whereupon,
14	JONATHAN KING, ESQ.	14	BRIAN PETERSON,
15	JOSEPH ROSELIUS, ESQ.	15	having been first duly sworn or affirmed, was
16	Suite 1900	16	examined and testified as follows:
17	Chicago, Illinois 60601-1293	17	EXAMINATION
18		18	BY MS. FUCHS:
19		19	Q. Please state and spell your full name for
20		20 -	the record.
21		21	A. Brian Keith Peterson, B-R-I-A-N K-E-I-T-H
22		22	P-E-T-E-R-S-O-N.
23		23	Q. Have you ever been known by any other
24		24	names?
25		25	A. No.
	Page 3		Page 5
1	CONTENTS	1	Q. My name is Trisha Fuchs, I'm a senior
2		2	counsel with the division of enforcement of the
3	WITNESS: EXAMINATION	3	United States Securities and Exchange Commission.
4	Brian Peterson 4	4	With me is Brian James, a staff attorney with the
5		5	division of enforcement, and Michelle Lama, an
6	EXHIBITS: DESCRIPTION IDENTIFIED	6	accountant with the division of enforcement. We
7	1 SEC Supplemental 7	7	are officers of the Commission for purposes of
8	Information Form 1662	8	this proceeding.
9	2 Subpoena 8	9	This is an investigation by the
-	3 Subpoena 9		
10	3 Suopoena 9	10	Commission in the matter of Acartha Group, LLC,
	4 Questionnaire 13		Commission in the matter of Acartha Group, LLC, file number FL-3707, to determine whether there
10		11	The state of the s
10 11	4 Questionnaire 13	11 12	file number FL-3707, to determine whether there
10 11 12	4 Questionnaire 13 5 Engagement letter 82	11 12 13	file number FL-3707, to determine whether there have been violations of certain provisions of the
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10 11 12 13 14 15 16	4 Questionnaire 13 5 Engagement letter 82 6 Notes 132 6B E-mail 133 7 Notes 134 8 Balance sheet 223 9 E-mail 230	11 12 13 14 15 16 17	file number FL-3707, to determine whether there have been violations of certain provisions of the federal securities laws. However, the facts developed in this investigation might constitute violations of other federal or state, civil or criminal laws. I will briefly explain the procedure that
10 11 12 13 14 15 16 17	4 Questionnaire 13 5 Engagement letter 82 6 Notes 132 6B E-mail 133 7 Notes 134 8 Balance sheet 223 9 E-mail 230 10 Income statement 237 11 Interest note 246 12 Balance sheet 254	11 12 13 14 15 16 17 18 19 20	file number FL-3707, to determine whether there have been violations of certain provisions of the federal securities laws. However, the facts developed in this investigation might constitute violations of other federal or state, civil or criminal laws. I will briefly explain the procedure that we are going to follow today. We will be asking you a series of questions both me, Brian, and Michelle. If you want to take a short break feel
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Page 6 Page 8 1 testimony at the end. So please make sure that 1 Q. Are you represented by counsel today? A. I am. 2 you answer verbally rather than nodding or other 2 3 3 MS. FUCHS: Would counsel please identify gestures. And please make sure that you wait 4 4 until each of us has asked the full question themselves for the record by stating your 5 5 name, the name of your firm, business before you respond. Sometimes people anticipate a question and they'll answer it midway so if you 6 6 address, and telephone number? 7 7 can please just wait until the question has been MR. KING: Jon King, J-O-N, from the law 8 8 asked completely. firm DLA Piper in Chicago. 203 North 9 Also, if we take a break and we have a 9 LaSalle Street, Suite 1900, Chicago 10 10 conversation off the record when we come back in Illinois, I think it's 60601, 312-368-7034, 11 and along with my colleague Joe Roselius we we have to either summarize that conversation or 11 12 12 we have to confirm with you that there were no represent Brian. 13 13 substantive conversations. MS. FUCHS: So Mr. King, you're representing Mr. Peterson individually with 14 Are you under any medication that would 14 15 affect your memory today? 15 counsel today? 16 A. No. 16 MR. KING: Yes. 17 Q. Are you under any type of medication that 17 MS. FUCHS: And Mr. Roselius, same 18 would affect your ability to testify completely 18 question. 19 19 and accurately today? MR. ROSELIUS: It's the same. 20 A. No. 20 (SEC Exhibit No. 2 was marked 21 21 for identification.) Q. Prior to the opening of the record, you 22 22 were provided with a copy of a formal order of BY MS. FUCHS: 23 23 investigation in this matter, it will be available Q. The court reporter has marked as Exhibit for your examination during the course of this 24 24 Number 2 the subpoena and attached letter and 25 25 proceeding. other attachments that were sent to you on Page 7 Page 9 1 1 September 28, 2011. Have you seen this document Mr. Peterson, have you had an opportunity 2 2 to review the formal order? before? 3 A. I have not as of yet. 3 A. I have. 4 MR. KING: I don't mind if we do so on a 4 Q. Is this a copy of the subpoena that you 5 5 are appearing pursuant to here today? 6 MS. FUCHS: That's fine. 6 A. Appears to be, yes. 7 7 (SEC Exhibit No. 1 was marked (SEC Exhibit No. 3 was marked 8 8 for identification.) for identification.) 9 9 BY MS. FUCHS: BY MS. FUCHS: 10 10 Q. Prior to the opening of the record you Q. We're also handing you now what has been 11 were provided with a copy of the Commission's 11 marked as Exhibit Number 3, it's a copy of a 12 Supplemental Information Form 1662, a copy of that 12 subpoena sent to UHY Advisors on September 28th 13 notice has been marked as Exhibit Number 1. 13 which calls for the production of documents. It 14 Have you had an opportunity to read 14 also has attached correspondents and other 15 15 attachments. Have you seen this document before? **Exhibit Number 1?** 16 A. I have not. Do I need to do so before a 16 A. I am aware that it was sent as well, I 17 break? 17 don't recall if I received this one and compared 18 MR. KING: This was attached to the 18 it to my own but I was told by the lead partner in 19 19 my office and I believe by Joe that they were 20 THE WITNESS: Then, yeah, I read it in my 20 substantially the same. 21 21 first review of the subpoena. Q. Both subpoenas, Number 2 and 3, Exhibit Numbers 2 and 3 call for the production of certain 22 BY MS. FUCHS: 22 23 Q. Okay. Do you have any questions 23 documents. Let me start with number two. 24 concerning this exhibit? 24 Have you produced all documents called 25 25 A. No. for by the subpoena to you individually?

Page 94 Page 96 1 1 expressed to you since approximately the date of Q. Did you have any questions when he 2 2 the engagement letter? informed you of that? A. If I had any questions it would have been 3 A. Yes. 3 4 Q. Through when? 4 simply to the accuracy of my understanding so I 5 A. I'm sorry? 5 could record them correctly. 6 MR. KING: When is the last time --6 Q. So you could record what? 7 THE WITNESS: I don't know when the last 7 A. Record any transactions. My role here is 8 8 time we had that conversation. recording historic transactions or looking at 9 BY MS. FUCHS: 9 entries that they record at Dixon Brown before its 10 10 Q. Would you say also that the initial cash activity in Quick Books in helping to make 11 investments were lower than expected, is that what 11 sure that from an accounting standpoint it's 12 12 correctly recorded. you said? 13 13 A. My understanding is the Acartha Tech Q. Did you take notes when you were told 14 Partners entity was an entity that started right 14 about how -- about the loans receivable or 15 as the stock bubble burst of 2008 and initial 15 advances to -- how advances to Doug were 16 major investors were unable to continue and it 16 categorized? 17 17 closed significantly smaller than expected. A. Not that I recall. 18 Q. And Mr. Morriss told you that? 18 Q. Generally when you met with Doug Morriss 19 19 A. Yes. or Dixon Brown did you take notes? 20 20 Q. Anyone else? A. I suppose at times I would have made 21 A. It was generally known among the 21 notes, but to the extent that I had them on an 22 22 management team. ongoing basis they would have been included in my 23 Q. When you're talking about the cash flow 23 production. 24 issues you said part of it would be loans to Doug 24 Q. When Mr. Morriss and/or Mr. Brown talked 25 Morriss, what are you referring to? 25 with you about these issues was it you alone or Page 95 Page 97 1 A. Loans receivable from Morriss Holdings on 1 was it with anyone else present? 2 2 the Acartha books. A. It could have been either alone or with, 3 Q. There were loans receivable did you say 3 you know, others like Wynne Morriss or whatever 4 from Morriss Holdings? 4 present. 5 5 A. That's the entity, yes. Q. Do you recall Wynne Morriss being 6 Q. On Acartha books? 6 present? 7 A. Yes. 7 A. On specific conversations, no, not 8 Q. Are there also loans receivable from Mr. 8 necessarily. 9 Morriss individually? 9 Q. How about Mr. Stark? 10 A. Any advances to Doug or Morriss Holdings 10 A. No, Mr. Stark wouldn't have been present 11 were categorized as advances to Morriss Holdings. 11 12 And there is a note in place with Morriss Holdings 12 Q. Did you discuss with Mr. Stark what you 13 that bears interest, accrues interest. 13 had been told by Mr. Morriss and/or Mr. Brown? 14 14 Q. Why were advances to Doug categorized as A. It's possible but I don't recall. 15 15 advances to Morriss Holdings? Q. When you say it's possible, is it more 16 16 A. Because Morriss Holdings is his family likely than not? 17 office. I wasn't involved in the decision to make 17 A. It's possible. 18 that happen but that's my understanding. 18 Q. Is that the kind -- are those the kind of 19 19 Q. Who was involved in the decision? issues that you think you would have discussed 20 A. I don't know, I was just informed that's 20 with Mr. Stark? 21 how it would be. 21 A. It's possible that in talking with Mr. 22 Q. By whom? 22 Stark about what was occurring at the entity this 23 23 A. Don't recall if it was -- I don't recall would have come up, but it wouldn't have been in 24 who informed me, it was either Doug or Dixon, it 24 that context. 25 might have been both, I don't recall. 25 Q. Is this the kind of information

	THE UNITE	D STATES SECURITIES	S AND EXCHANGE	Page 1
	In the Ma	tter of:)) File No.	FL-03707-A
	ACARTHA G	ROUP, LLC)	
	WITNESS:	B. D. Morriss 1 through 253		
	PLACE:	801 Brickell Avenu	10	
	I DACE.	Suite 1800	16	
		Miami, Florida		
		,		
	DATE:	Wednesday, Novembe	er 30, 2011	
		The above-entitled	d matter came	on for hearing,
	pursuant	to notice, at 10:00	a.m.	
,				
		Diversified Rep		es, Inc.
		(202	2) 467-9200	

			Page 2		. Daga 41
			raye Z		Page 4
1	APPEARANCES:			1	PROCEEDINGS
2				2	MS. FUCHS: We are on the record at ten
3	On behalf of the Secur	rities and Exchange	Commission:	3	minutes past ten on November 30, 2011. We
4				4	are here in Miami, Florida, at the offices
5	TRISHA FUCHS	·		5	of the Securities and Exchange Commission to
6	BRIAN JAMES,	-		. 6	take the testimony of Mr. B. Douglas
7		MA, STAFF ACCOU	JNTANT	7	Morriss.
8	Division of Enfor			8	Mr. Morriss, can you please raise your
9		change Commission	l	9	right hand?
10	801 Brickell Ave	nue		10	Do you swear to tell the truth, the whole
11	Suite 1800	22121		11	truth, and nothing but the truth?
12	Miami, Florida 3	33131		12	MR. MORRISS: I do.
13				13	Whereupon,
14 15	On behalf of the Witn			14	B. DOUGLAS MORRISS
16	On behalf of the with	less:		15	having been first duly sworn or affirmed,
17	PRYOR CASHM	(ANLLID		16 17	was examined and testified as follows:
18	ROBERT W. RA	•		18	EXAMINATION DV MC FLICHS:
19	BRIAN T. MOHI	-		19	BY MS. FUCHS:
20	MARK JACOBS			20	Q Please state and spell your full name for
21	7 Times Square	, ESQ.		21	the record.
22	•	York 10036-6569		22	A Bruton Douglas Morriss, B-R-U-T-O-N D-O-U-G-L-A-S M-O-R-R-I-S-S.
23	New Tork, New	10IK 10030-0309		23	
24				24	Q Have you ever been known by any other name?
25				25	A I go by Doug.
				20	A 1 go by Doug.
			Page 3		Page 5
1	CON	TENTS		1	Q My name is Trisha Sindler, I'm senior
2				2	counsel with the Division of Enforcement of the
3	WITNESS	EXAMINA	ATION	3	United States Securities and Exchange Commission.
4	B. Douglas Morriss	4		4	With me is Brian James, also senior counsel, and
5		96		5	Michelle Lama, an accountant also with the
6				6	Division of Enforcement. We are officers of the
7				7	Commission for the purposes of this proceeding.
8	EXHI	IBITS		8	This is an investigation by the
I					
9				9	Commission in the matter of Acartha Group, LLC,
10	EXHIBITS: DES	SCRIPTION II	DENTIFIED	9 10	Commission in the matter of Acartha Group, LLC, file number FL-3707, to determine whether there
10 11			DENTIFIED	10 11	file number FL-3707, to determine whether there have been violations of certain provisions of the
10 11 12	27 Subpoena	10	DENTIFIED	10 11 12	file number FL-3707, to determine whether there have been violations of certain provisions of the federal securities laws. However, the facts
10 11 12 13	27 Subpoena28 Subpoena	10 10	DENTIFIED	10 11 12 13	file number FL-3707, to determine whether there have been violations of certain provisions of the federal securities laws. However, the facts developed in this investigation might constitute
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10 11 12 13 14 15	SubpoenaSubpoenaSubpoenaDocumentsAgreement	10 10 79 128	DENTIFIED	10 11 12 13 14 15	file number FL-3707, to determine whether there have been violations of certain provisions of the federal securities laws. However, the facts developed in this investigation might constitute violations other federal or state, civil or criminal laws.
10 11 12 13 14 15 16	 Subpoena Subpoena Subpoena Documents Agreement Agreement 	10 10 79 128 171	DENTIFIED	10 11 12 13 14 15 16	file number FL-3707, to determine whether there have been violations of certain provisions of the federal securities laws. However, the facts developed in this investigation might constitute violations other federal or state, civil or criminal laws. I'll briefly explain the procedure we'll
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10 11 12 13 14 15 16 17 18 19 20 21 22	Subpoena Subpoena Documents Agreement Agreement Agreement Agreement Agreement Consent	10 10 79 128 171 172 205	DENTIFIED	10 11 12 13 14 15 16 17 18 19 20 21 22	file number FL-3707, to determine whether there have been violations of certain provisions of the federal securities laws. However, the facts developed in this investigation might constitute violations other federal or state, civil or criminal laws. I'll briefly explain the procedure we'll be following today. We're going to be asking you a series of questions, any of us may join in and ask questions. If at any time you would like to take a break that's fine, all we ask is that you finish answering the question that's already been asked.

	Page 6		Page 8
1	your questions verbally, sometimes witnesses tend	1	LLP, I am counsel to Mr. Morriss, the
2	to nod or shake their head so you'll have to	2	address is 7 Times Square, New York, New
3	answer verbally so the court reporter can pick	3	York, 10036. And my direct dial telephone
4	that up.	4	(212) 326-0832.
5	MR. RAY: Which in part no uh-huh's, she	5	MR. MOHLER: Brian T. Mohler, also Pryor
6	can't take that down, okay.	6	Cashman, same address, also counsel to Mr.
7	BY MS. FUCHS:	7	Morriss, my direct dial is (212) 326-0466.
8	Q Also, if we have a conversation about the	8	MR. JACOBS: Mark Jacobs, of counsel to
9	case off the record we will summarize that	9	Pryor Cashman, same address, same
10	conversation when we go back on, and if we have a	10	information, direct dial (212) 326-0470.
11	conversation off the record that's not substantive	11	MS. FUCIIS: You're representing Mr.
12	we'll confirm that with you as well.	12	Morriss here individually as his counsel
13	A Okay.	13	today?
14	Q Are you under any type of medications	14	MR. RAY: Well, to make a precise record
15	that would affect your memory today?	15	Mr. Morriss is represented by the firm,
16	A No.	16	Pryor Cashman, each of us in that capacity
17	Q Are you on any type of medication that	17	on behalf of Pryor Cashman represent Mr.
18	would affect your ability to testify fully and	18	Morriss.
19	accurately today?	19	MS. FUCHS: My question to you is, are
20	A No.	20	you representing Mr. Morriss as his counsel
21	Q Prior to the opening of the record you	21	today?
22	were provided with a copy of the formal order of	22	MR. RAY: Yes.
23	investigation in this matter. It will be	23	MS. FUCHS: Mr. Mohler, are you
24	available for your examination during the course	24	representing Mr. Morriss as his counsel
25	of these proceedings. In addition, a copy was	25	today?
	Page 7		Page 9
l	1490 /	I	rage 5
1 1	proviously provided to your councel pursuant to	1	MP MOULED, With accompling Mr. Descinat
1 2	previously provided to your counsel pursuant to	1	MR. MOHLER: With everything Mr. Ray just
2	his request.	2	said, yes.
2 3	his request. Mr. Morriss, have you had an opportunity	2 3	said, yes. MS. FUCHS: Yes, you are representing him
2 3 4	his request. Mr. Morriss, have you had an opportunity to review the formal order?	2 3 4	said, yes. MS. FUCHS: Yes, you are representing him today as his counsel?
2 3 4 5	his request. Mr. Morriss, have you had an opportunity to review the formal order? A Yes, ma'am.	2 3 4 5	said, yes. MS. FUCHS: Yes, you are representing him today as his counsel? MR. MOHLER: Yes.
2 3 4 5 6	his request. Mr. Morriss, have you had an opportunity to review the formal order? A Yes, ma'am. Q Okay. Prior to the opening of the record	2 3 4 5 6	said, yes. MS. FUCHS: Yes, you are representing him today as his counsel? MR. MOHLER: Yes. MS. FUCHS: Mr. Jacobs, are you
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2 3 4 5 6 7 8	his request. Mr. Morriss, have you had an opportunity to review the formal order? A Yes, ma'am. Q Okay. Prior to the opening of the record you were provided with a copy of the Commission's Supplemental Information Form 1662. A copy of	2 3 4 5 6 7 8	said, yes. MS. FUCHS: Yes, you are representing him today as his counsel? MR. MOHLER: Yes. MS. FUCHS: Mr. Jacobs, are you representing Mr. Morris as counsel today? MR. JACOBS: It's the same description
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Page 218 Page 220 1 loans, I believe, from ATP and all the SPV's into 1 Α Yeah, that's what I said earlier, 6.7 to 2 2 Acartha Group. 6.8. 3 3 Q Can you clarify what you mean by that, Q So do any of the sub funds presently have 4 what do you mean by into Acartha Group? 4 any loans due from you? 5 A The loans are made to Acartha Group. 5 A Any of the SPV's? 6 6 Q Okay. And currently what entities do you O SPV's or sub funds? 7 have loans from? 7 A Sure, ATP is a sub fund and I think there 8 8 is two or three of the SPV's in there as well. A Acartha Group has in turn lent money to 9 9 me and I have loans to Acartha Group. To me and Okay. And is that part of the 4.6 to 10 10 to Morriss Holdings. 4.8? 11 11 Q So presently are all of the loans that A Of principles, yes, ma'am. 12 12 you have consolidated and held by Acartha Group? Q You described earlier. 13 13 BY MS. FUCHS: A Yes, and there is a schedule to that 14 effect created by UHY with all the appropriate 14 O How was it determined whether a loan 15 interest rates tied off to the date of the loan. 15 would be made to you or Morriss Holdings? 16 And there is a note in place. 16 A I have no idea. I got to be honest with 17 17 O Okay. And what's the approximate amount you, I was -- and if you're going to get Peterson 18 of the principle of that -- of your loan due to 18 in here you'll hear, I was shocked when I found 19 19 Acartha Group? out not only that I had become a net lender not a 20 20 A Off the top of my head I don't know. net borrower let alone the magnitude of it, and 21 It's not all of that money but it's a substantial 21 the minute we learned that, you know, the view 22 22 piece of it. was, you know, we have to do what we did, which 23 23 Q By all of that money you're referring to was pay it back right away, you know, make sure 24 24 what? it's all, you know, kind of put it in the most 25 A Of the loans that went to Acartha Group. 25 possible conservative way and disclose. Page 219 Page 221 1 Again, we were pretty conservative at the way we 1 BY MS. LAMA: 2 2 looked at a lot of stuff. If it was, you know, an Q We may have touched upon this, but 3 expense that could have fallen at Acartha or 3 sitting here today what entities do you have notes 4 Morriss Holdings we always threw it into the 4 with at this time? 5 Morriss Holdings bucket. Brian was -- you know, 5 A I'm actually not entirely sure what the 6 6 there is at least \$3 million of that but I think whole list is but the bulk of it my notes are with 7 7 we could argue about it if we actually came down Acartha Group. 8 8 to it, but at the end of the day I felt that if it Q Okay. So is it one note that you have 9 9 had to go one way or the other it should always with Acartha Group or are there other notes is the 10 10 fall to the more conservative side and disposed of question? 11 11 A I think it's one big master note. properly in the recap. 12 BY MS. FUCHS: 12 THE WITNESS: Mark, is that correct? 13 13 Q Who made that determination as to whether MR. JACOBS: Yes. 14 14 THE WITNESS: But it has all the details it would be in the Morriss Holdings bank account? 15 15 A I let UHY do it. And they would come scheduled out by date, what amount went at 16 back and occasionally say hey, you know, what do 16 what time. 17 17 you think about this one, and basically if it was BY MS. LAMA: 18 18 a fence sitter it went against me. Q Who compiled all that detail? 19 19 BY MS. LAMA: A UHY. 20 20 Q When did they compile the detail? Q So currently you have a note, is the note 21 21 A I think I saw it for the first time in -with Acartha Group with you individually or is it 22 22 it was 2010 just before we started the series B. with Morriss Holdings? 23 A It's both. Most of it is with Morriss 23 MR. JACOBS: I think that was the most 24 24 recent that they've been doing that --Holdings. Q Is the amount approximately 6.8 million? 25 25 THE WITNESS: No, no, they have, but she

THOMPSON COBURNLLP

One US Bank Plaza
St. Louis, Missouri 63101
314-552-6000
FAX 314-552-7000
www.thompsoncoburn.com

June 8, 2012

Brian A. Lamping 314-552-6055 FAX 314-552-7055 blamping@ thompsoncoburn.com

VIA FACSIMILE & FEDERAL EXPRESS

Morriss Holdings, LLC C/O David S. Corwin, Esq. Sher Corwin Winters LLC 190 Carondelet Plaza, Suite 1100 St. Louis, MO 63105 (314) 721-5200 (314) 721-5201

Re: Notice of Default and Demand for Immediate Payment

Dear Mr. Corwin:

You are receiving this letter as counsel for Morriss Holdings, LLC. On behalf of the Claire M. Schenk, the Court appointed Receiver over Acartha Group LLC, this letter will serve as a formal demand upon your client, Morriss Holdings, LLC, as borrower, for immediate payment of the entire principal balance outstanding under the promissory note dated January 1, 2010 (the "Note") (attached hereto), together with unpaid interest accrued thereon, any and all other sums due thereunder, including the costs of collecting the note and attorneys' fees and costs.

As of September 30, 2011, the principal balance under the Note was \$6,808,671.58. Unless payment of all amounts due and payable under the Note are received by the Receiver in full within ten (10) days of the date of this letter, together with interest to date, we will initiate legal proceedings to enforce such payment, together with accrued interest and legal expenses.

Please contact me if you would like to discuss this matter

Exhibit 2

Chicago St. Louis Southern Illinois Washington, D.C.

June 8, 2012 Page 2

Very truly yours,

Thompson Coburn LLP

Bv

Brian A. Lamping

Enclosure

Caase44:22:00014420EHJ DDoc##:19-0 Filed: 08/09/12 Page: 3 of 9 PageID #: 166

Case: 4:12-cv-00080-CEJ Doc. #: 18-38 Filed: 01/17/12 Page: 1 of 7 PageID #: 2266

PROMISSORY NOTE

January 1, 2010

For value received, the undersigned Morriss Holdings LLC ("Borrower"), hereby promises to pay upon demand to the order of Acartha Group LLC ("Lender") the amount set forth on Schedule A attached hereto, as such schedule is amended from time to time to reflect any additional amounts borrowed from the Lender and any amounts repaid to the Lender by the Borrower. The Borrower also promises to pay interest on the unpaid principal amount set forth on Schedule A, for the period such balance is outstanding, at the rate of interest and on the date and in the manner provided herein. The Borrower shall repay the principal and interest due on this Promissory Note in the lawful currency of the United States of America by wire transfer to such account, or such other manner, as the Lender may designate. Failure by the Borrower to repay the principal and interest due on this Promissory Note within ten business days of the date on which notice is delivered to the Borrower shall constitute a default hereunder, and the Lender may take all legal actions available to collect such indebtedness, and shall be entitled to collect all reasonable legal fees incurred in connection with such action to collect. A business day is a day on which banks in New Jersey, New York and Missouri are all open for business and able to accept and transmit funds.

In accordance with the terms of the netting agreement between the Lender and the Borrower, this note replaces the Promissory Note of the Borrower dated as of November 18, 2008 (the "2008 Note") payable to Acartha Technology Partners, L.P., and the entry on Schedule A dated as of the date hereof includes balance due to the Borrower under the 2008 Note, including all accrued interest thereunder. By its execution of the acknowledgment below, Acartha Technology Partners, L.P. acknowledges and agrees that upon execution of this Promissory Note by the Borrower, the obligation of the Borrower under the 2008 Note is discharged in full and that the 2008 Note is hereby cancelled.

Interest: Interest shall accrue on the aggregate unpaid principal balance of this Promissory Note recorded on Schedule A attached hereto (the "Note") from the date set opposite such principal balance at a rate on such date equal to the average of the London Interbank Offered Rate for one month deposits of U.S. dollars quoted by the British Bankers Association in the Wall Street Journal ("One Month Libor") plus 1.5%. The interest rate shall be reset on the first business day of each month hereafter. Interest shall be computed based on the actual number of days elapsed in each month divided the actual number of days in the calendar year. If for any reason the One Month Libor rate is unavailable from the Wall Street Journal, the rate shall be determined from data available from another reliable public source for comparable Eurodollar deposits. Interest shall accrue daily and, at the option of the Borrower, may either be paid monthly on the first business day of the month or added to the principal amount of the Note and paid at maturity. Interest is payable on all interest which is not paid to the Lender, and shall compound monthly on all outstanding principle and accrued but unpaid interest.

FOIA Confidential Treatment Requested by Acartha Group, LLC

AG-0001893



Casee44122:vv001442CEHJ DDoc##:19-8 Filed: 06/09/13 Page: 4 of 9 PageID #: 167

Case: 4:12-cv-00080-CEJ Doc. #: 18-38 Filed: 01/17/12 Page: 2 of 7 PageID #: 2267

<u>Draws and Prepayment</u>: The Borrower may draw amounts from time to time from the Lender and shall be set forth on Schedule A attached hereto, with the date of drawing set forth opposite such amount. The Borrower may prepay this Promissory Note at any time in whole or in part without premium or penalty. All prepayments shall be recorded on Schedule A and shall be applied by Lender first to the payment of any accrued but unpaid interest and then to the outstanding principal balance of this Promissory Note.

No Personal Liability: Lender agrees that no stockholder, member, director or officer of the Borrower shall have any personal liability for the repayment of this Promissory Note.

Notice: Any notice, request or other communication required or permitted hereunder shall be in writing and shall be deemed to have been duly given if personally delivered or mailed by registered or certified mail, postage prepaid, or by recognized overnight courier or personal delivery at the respective addresses of the parties as set forth herein. Either the Borrower or the Lender may provide notice of a change of address for future notice hereunder. Notice shall conclusively be deemed to have been given when received.

Borrower: Morriss Holdings, LLC

7820 Maryland Avenue Clayton, MO 63105

Attn: B. Douglas Morriss, Trustee of the BBMRT, Managing Member

Lender:

Acartha Group, LLC 7820 Maryland Avenue Clayton, MO 63105 Attn: Chairman

This Promissory Note shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the conflicts of law provisions of the State of Delaware or any other state.

IN WITNESS WHEREOF, the undersigned has executed this Promissory Note as of the date first above written.

MORRISS HOLDINGS, LLC as Borrower

By: Barbara Burton Morriss Revocable Trust, Managing Member

B. Douglas Morriss Trustee

ACARTHA TECHNOLOGY PARTNERS, L.P. as holder of the 2008 Note

By: Gryphon Investments III, LLC its General Partner

By: B. Douglas Morriss,
Manager

Case: 4:12-cv-00080-CEJ Doc. #: 18-38 Filed: 01/17/12 Page: 4 of 7 PageID #: 2269

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

Start	End		Reference Interest		Applicable	Davinnina		Administration	
Date	Cate	Davs	Rate (1)	Spread	Interest <u>Rate</u>	Beginning Balanca	Interest	Advance/(repay) Amount	Bajance
Notes receivable relate		15013	17874114	SPIGAG	17475	, Odianos	httarast	Mithalit	Calstice
Note reselvable Morr									
01/01/2009	1/1/2009		0.88%	1.50%	1.88%			-29,508,59	-39,608,68
01/01/2009	1/1/2009	•	0.38%	1.50%	1,88%	-39,808,59		-87,835.28	-107,443.85
1/1/2009	1/31/2009	30	0,38%	1,50%	1,88%	-107,443,85		-77,526.00	-184,969.86
1/31/2009	2/26/2009	26	0,48%	1,50%	1.95%	-184,989,85			-164,959,65
2/28/2009	2/21/2009	2	0.46%	1.50%	1.95%	-184,969,85		-4,821.94	-189,791,78
2/28/200 0	3/31/2009	31	0,53%	1,50%	2.03%	·189,791.79			-189,791.70
3/31/2009	4/18/2009	10	0,45%	1.50%	1,95%	-189,791.79			-189,791.70
4/10/2009	4/10/2009	-	0,45%	1,50%	1.05%	-189,791.79		78,000.00	-111,701.70
4/10/2019	4/14/2009	4	0,45%	1,50%	1,95%	-111,791,79		0.00	-111,781.78
4/14/200B	4/30/2009	16	0,45%	1,50%	1,85%	-111,791,78		22,000.00	-89,791,79
4/30/2008	5/11/2009	11	0.34%	1,50%	1.84%	-B9,791.79		-23,375,00	-113,150.79
S/11/2009	6/31/2009	20	0,82%	1.50%	1.82%	-113,168,79			-113,166.79
5/31/2009	6/30/2009	30	0.32%	1.50%	1,82%	-113,168,79		******	-113,168,79
6/30/2009	7/1/2009	1 .	0.29%	1,50%	1.78%	-113,168,70		12,500.00	-100,888,79
7/1/2009 7/14/2009	7/14/2009 7/22/2009	13 .	0.29%	1.50%	1.70%	-100,688,79		5 MA 60	-100,565.70
7/22/2009	7/31/2009	9	0.29%	1.50%	1.79%	-100,888,79 -05,666,79		5,000,00 69,838,00	-05,888.79 -35,730,79
7/21/2009	8/6/2008	6	0.29%	1.50%	1,79%	-35,730.79		60,032.03	-35,730.79
B/B/2009	8/31/2009	25	0.27%	1,50%	1,77%	-35,730,79		42,500,00	8,780.21
8/31/2009	9/9/2009	 B	0,25%	1,60%,	1.75%	5,769.21	291	· Approprie	8,772.12
W/W/2009	9/14/2009	5	0.25%	1,50%	1,75%	8,772.12	1,62	18,000.00	22,773.74
8/14/2009	8/28/2009	15	0.25%	1.50%	1.75%	22,773,74	15.31	22,000,00	44,790,04
9/29/2009	9/30/2008	1	0.25%	1,50%	1.75%	44,790.04	214	9,000.00	53,792,18
8/30/2008	10/1/2009	1	0.24%	1.50%	1,74%	53,792.18	2,56		53,794L75
10/1/2009	10/14/2009	13	0.24%	1.50%	1.74%	53,791.76	38.33	8,000.00	58,828.07
10/14/200B	10/16/2009	2	0,24%	1,60%	1,74%	50,828.07	5.42	21,600.00	78,333.48
10/16/2009	10/30/2009	14	0.24%	1.50%	1,74%	78,333,49	52,27	72,500,00	150,885,78
10/30/2009	10/31/2009	1	0.24%	1,50%	1,74%	150,885.78	7.19	190,000,00	310,892.95
10/31/2009	11/12/2009	12	0.24%	1.50%	1.74%	310,892.95	177.14		311,070,09
11/12/2009	11/17/2009	5	0.24%	1.60%	1.74%	311,070.09	79.85	32,000.00	343,143.93
11/17/2009	11/19/2009	2	0.24%	1,50%	1.74%	349,143.93	32.59	28,000.00	871,176,52
11/19/2009	11/25/2009	6	0.24%	1,60%	1.74%	871,176.52	106,74	28,000.00	489,282.28
11/25/2009	11/30/2009	5	0.24%	1,60%	1.74%	469,282.26	111.41	21,500.00	490,893.67
11/20/2009	12/18/2009	18	0.23%	1.50%	1.73%	490,899.67	418.58		491,312.03
12/18/2009	12/30/2009	12	0.23%	1.50%	1.73%	491,312.03	270,15	82,600.00	574,191. 18
12/30/2009	12/31/2009 12/31/2009	1	0.23%	1.50%	1.78%	574,191.18	27.19	21,077.18	595,295.53
12/31/2009 12/91/2009	1/1/2010	- 1	0.23% 0.23%	1.50%	1.73%	695,295.63 1,977,622.18	00.0 £8.59	1,382,828.63	1,977,622.16 1,977,715.79
1/1/2010	1/13/2010	12	0.23%	1.50%	1,73%	1,977,715.79	1,122.89	.0310 810.	1,789,921.76
1/13/2010	1/14/2010	1	0.23%	1.50%	1.73%	1,759,921,76	83.27	21,971,81	1,781,976,84
1/14/2010	1/15/2010	i	0.23%	1.50%	1,78%	1,781,978.84	84,31	15,000.00	1,787,081,16
1/15/2010	1/18/2010	4	0,23%	1,50%	1,73%	1,797,061.15	340.11	82,000,00	1,879,401.26
1/18/2010	1/29/2010	10	0,25%	1,50%	1.73%	1,879,401.28	889.22	12,085.57	1,892,388.05
1/29/2019	W31/2010	2	0,23%	1,50%	1,73%	1,892,388.06	179,07	11,109,04	1,903,674.17
1/31/2010	2/2/2010	2	0.23%	1,50%	1,73%	1,903,674,17	179,57	-	1,903,854,04
2/2/2010	2/3/2010	1	0.23%	1,50%	1.73%	1,003,854,04	89,94	92,258,44	1,998,202.42
2/3/2010	2/12/2010	. 9	0.23%	1.50%	1.73%	1,890,202.42	848.76	1,200,00	1,998,251.18
2/12/2010	2/16/2010	· 4	0.23%	1.50%	1,73%	1,898,251.18	377.61	131,058.99	2,129,685.13
2/16/2010	2/18/2010	2	0.23%	1,50%	1.73%	2,120,685,13	201.23	78,000.00	2,205,888.35
2/18/2010	2/19/2010	1	0.23%	1.50%	1,73%	2,205,888.38	104.21	11,075.00	2,217,085.57
2/19/2010	2/24/2010	5	0.23%	1.50%	1.73%	2,217,068,57	623.71	78,076.00	2,295,664,27
2/24/2010	2/25/2010	1.	0.23%	1,50%	1,73%	2,295,864.27	108.45	11,075.00	2,306,847.73
2/25/2010	2/26/2010	1	0,28%	1.50%	1.73%	2,306,847.73	108.98	28,689,50	2,335,545.21
2/26/2010	2/78/2010	2	0.23%	1.50%	1.73%	2,335,648,21	220.69	64,600,00	2,400,388,90
2/28/2010	3/3/2010 9/4/2010	3	0,24%	1,50%	1.74%	2,400,388.90	341,82		2,400,708.71
3/3/2010		1 1	0,24%	1,50%	1.74%	2,400,708,71	113,95 114,91	20,000,00	2,420,822.67
· 3/4/2010 3/5/2010	3/5/2010 3/11/2010	1 6	0.24%	1,50%	1.74%	2,420,822,67 2,443,937,68	116.91 698.04	23,000,00 26,500,00	2,443,837,58 2,465,183,62
3/11/2010	3/18/2010	7	0.24%	1,50%	1,74%	2,465,133,62	819.09	2,049,90	2,468,002.61
3/18/2010	3/18/2010	1	0,24%	1,50%	1.74%	2,468,002,51	117,15	1,500,00	2,469,619.76
3/18/2010	3/30/2010	11	0.24%	1,50%	1.74%	2,469,619.70	1,289.49	10,812.45	2,481,721.70
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Case: 4:12-cv-00080-CEJ Doc. #: 18-38 Filed: 01/17/12 Page: 5 of 7 PageID #: 2270

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

•				Reference		Applicable				
	Start	End	•	Interest		Interest	Beginning		Advance/(repay)	
_	Data	Date	Davs	Rate (1)	Spread	Rate	Balance	Interest	Amount	Balance
Notes rea	obvable refete	d party	· · · ·			•				
	3/30/2010	4/6/2010	8	0.25%	1,60%	1.76%	2,481,721.70	715,98	10,812.45	2,493,250,10
	4/8/2013	4/13/2010	8	0.25%	1,50%	1,76%	2,493,250,10	959.04	10,023,15	2,505,13230
	4/13/2010	4/29/2010	16	0.26%	1,50%	1.76%	2,505,132.30	1,927.23	51,710,47	2,558,770,00
	4/29/2010	4/30/2010	1	0.26%	1.50%	1,75%	2,558,770,00	123,03	43,000.00	2,601,693.03
	4/30/2010	5/3/2010	3	0.34%	1.50%	1.84%	2,601,893,03	391.46	21,583,63	2,623,648,12
	5/3/2010	5/10/2010	7	0.34%	1.50%	1.84%	2,623,848.12	- 921.11	11,000.00	2,635,789,23
	5/10/2010	5/11/2010	1	0.34%	1,50%	1.84%	2,635,769.23	132,18	147,8(0.82	2,783,718.23
	5/11/2010	E/20/2010	9	0.34%	1,50%	1.84%	2,783,718.23	1,258.44	21,633.64	2,808,608.31
	5/20/2010	5/21/2010	1	0.34%	1.50%	1.84%	2,808,608.31	140,76	17,500.00	2,824,249.08
	6/21/2010	5/28/2010	5	0.34%	1,50%	1.84%	2,824,249.05	70B.18	11,762.97	2,838,720.22
	6/26/2010	5/28/2010	2	0,34%	1,50%	1.84%	2,836,720.22	284,52	22,000.00	2,859,004.74
•	5/28/2010	5/30/2010	. 2	0,94%	1.60%	1.84%	2,859,004.74	288,76	-17,178,27	2,842,115,23
	5/30/2010	6/10/2010	11	0.35%	1,60%	1.85%	2,842,115.23	1,578,14		2,843,694.37
	8/(0/2010	8/15/2010	5	0,35%	1,50%	1,85%	2,843,094.37	718.19		2,884,905.87
	6/16/2010	8/15/2010	1	0.85%	1.50%	1.85%	2,884,308,87	144,68	133,524.11	2,997,975,65
	6/16/2010	8/18/2010 8/22/2010	2	0.35%	1,50%	1.85%	2,997,975.65	302.86 811.84	80,000,00	9,029,278.62
	6/18/2010		4 8	0,85%	1,50%	1.85%	3,028,278.52		10,000,00	3,038,890,27
	6/22/2010 6/33/2010	6/30/2010 7/8/2010	8	0.35%	1.50%	1.85%	3,038,690.87 3,049,140.68	1,227.98 1,222.39	9,022,83 -23,653.22	3,049,140.68 3,026,709,75
	7/8/2010	7/9/2010	1	0.88% 0.83%	1.60%	1.83% 1.83%	3,028,709,78	151,87	10,657.58	3,037,519.10
	7/9/2010	7/14/2010	5	0.33%	1,50%	1,83%	3,037,519,10	751.08	48,800,00	3,056,880,18
	7/14/2010	7/15/2010	ĭ	0.33%	1,50%	1,83%	3,086,880.18	154.89	10,060,00	3,097,034,87
	7/15/2010	7/16/2010	i	0.33%	1,50%	1,83%	3,097,034,87	155.20	221,355.29	3,318,555,38
	7/16/2010	7/28/2010	j	0.33%	1,50%	1.83%	3.318.555.80	1,164,10	65,528,00	3,386,247,48
	7/23/2010	7/26/2010	5	0.33%	1,50%	1.63%	9,385,247.46	848,21	45,385,29	3,431,460,65
	7/28/2010	7/28/2010	1	0.33%	1.50%	1.83%	3,431,460.95	171,08	7,000.00	3,438,632.91
	7/29/2010	7/30/2010	1	0.33%	1,50%	1,53%	3,438,632.91	17232	15,228.04	3,454,095.27
	7/30/2010	7/31/2010	i	0.33%	1.60%	1,83%	3,454,033,27	179.09	45,000.00	3,500,205,36
	7/31/2010	8/6/2010	6	0.28%	1.60%	1.78%	3,600,208,38	1,018.79		3,601,225.15
	8/8/2010	8/16/2010	10	0.28%	1,50%	1.78%	3,501,225,15	1,698.48	15,228,04	
	8/16/2010	8/18/2010	2	0.28%	1,50%	1,78%	3,518,151.68	341.34	400.00	3,518,893,00
	8/18/2010	8/20/2010	2	0.28%	1.50%	1.78%	3,518,893.00	341.41	108,884,71	3,026,139,12
	8/20/2010	8/27/2010	7	0.28%	1,50%	1.78%	3,629,139.12	1,231.35	B,904.71	3,637,275,18
	8/27/2010	8/30/2010	3	0.28%	1.50%	1.78%	3,637,276.18	528.34	19,884.10	3,667,084,62
	8/30/2010	8/31/2010	1	0.28%	1.50%	1.78%	3,657,668.62	177.44	26,884,59	3,684,730,65
	8/31/2010	9/2/2010	2	0.28%	1.50%	1.76%	3,684,730.65	353,77	276,000,00	3,960,084,49
	9/2/2010	9/10/2010	8	0.28%	1,50%	1,78%	3,960,084.43	1,620.85	50,000,00	4,011,605.27
	8/10/2010	8/13/2010	3.	0.28%	1.50%	1.76%	4,011,605.27	677.74	10,228.03	4,022,411,04
	9/13/2010	9/15/2010	2	0.26%	1.50%	1,78%	4,022,411,04	388.20	15,000.00	4,037,787.24
	8/15/2010	9/21/2010	В	0.26%	1.60%	1.76%	4,037,797,24	1,163.02	21,904,71	4,080,884.98
	8/21/2010	9/23/2010	2	0.26%	1,50%	1.76%	4,080,864.66	389.89	10,904.71	4,072,158,58
	9/29/2010 9/30/2010	9/30/2010 10/6/2010	7 8	0.26%	1,50%	1.78%	4,072,169.58 4,223,627,98	1,388,40 1,215.89	150,000,00 9,904,71	4,223,527.98 4,234,648,58
	10/8/2010	10/8/2010	2	0.26%	1.50%	1,76%		400.38	• •	
	10/8/2010	10/14/2010	8	0,26%	1.50%	1,78%	4,234,648,58 4,239,829,93	1,220.58	4,775.00 9,904.71	4,238,828.83 4,250,955,22
	10/14/2010	10/15/2010	1	0.25% 0.28%	1.50% 1,50%	1.76%	4,250,955,22	203.98	8,500,00	4,267,958.19
	10/18/2010	10/22/2010	7	0.26%	1,50%	1.76%	4,257,656.19	1,430.00	60,729,87	4,318,818,96
	10/22/2010	10/29/2010	ż	0.28%	1,60%	1.76%	4,319,819,06	1,450.88	25,120.26	4,248,280,20
	10/29/2010	10/31/2010	ž	0.26%	1,60%	1.76%	4,848,390.20	417.09		4,367,035,33
	10/31/2010	\$1/5/2010	5	0.25%	1,50%	1,76%	4,257,035,33	1,046.27	,	4,368,080,60
	11/5/2010	11/15/2010	10	0.25%	1,50%	1.76%	4,358,080.60	2,091.05	10,228,04	4,370,398,69
	11/16/2010	11/24/2010	9	0,25%	1,50%	1.78%	4,970,389.69	1,887.28	9,744.99	4,382,031.94
	11/24/2010	11/30/2010	6	0.26%	1,50%	1,78%	4,382,031.64	1,281.52	9,744,98	4,393,038.45
	11/30/2010	12/1/2010	1	0.25%	1,50%	1.78%	4,393,03B,45	210.78	9,863,17	4,003,112.40
	12/1/2010	12/3/2010	2	0.26%	1.60%	1.75%	4,403,112,40	422.63	91,000.00	4,434,534,83
	12/3/2010	12/7/2010	4	0.26%	1.50%	1,76%	4,434,534,93	851,09	5,000,00	4,440,386,02
	12/7/2010	12/10/2010	3	0.26%	1,50%	1.76%	4,440,388.02	639.18	35,008.24	4,478,039.42
	12/10/2010	12/14/2010	4	0.28%	1,50%	1.75%	4,476,033.42	859.06	25,000.00	4,501,892.48
	12/14/2010	12/17/2010	3	0.28%	1,50%	1.76%	4,501,892.48	848.01	125,295.80	4,020,838,29
	12/17/2010	12/27/2010	10	0.25%	1,60%	1.75%	4,528,836,29	2,220.98	39,000.00	4,670,057.25
	12/27/2010	12/30/2010	3	0.28%	1.50%	1.76%	4,670,057,25	672,22	222,000.00	4,892,729,47
	12/30/2010	12/31/2010	1	0.26%	1,50%	1.75%	4,892,729,47	234.78	10,113.45	4,903,077.88

Case: 4:12-cv-00080-CEJ Doc. #: 18-38 Filed: 01/17/12 Page: 6 of 7 PageID #: 2271

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

				Reference		Applicable				
Star	t	End		Interest		Interest	Beginning		Advance/(repay)	
Date		Date	Days	Rato (1)	Spread	Rate	Balance	interest	Amount	Balance
Notes receivable					•					
12/91		12/31/2010	• _	0.25%	1.50%	1,76%	4,903,077.58	0.00	-561,209.82	4,241,867.88
12/31/		1/3/2011	3	0.26%	1.50%	1.75%	4,241,867.88	812.16		4,242,480,01
	2011	1/4/2011	1	0,26%	1.50%	1,76%	4,242,400.01	204.08		4,255,184.09
	/2011	1/5/2011	1	0.26%	1.50%	1,76%	4,255,184.09	204,69		4,270,388.78
	2011	1/8/2011	1	0.26%	1.50%	1,76%	4,270,888.78	205.42	100,113.45	4,370,707.65
	2011	1/10/2011 •	4	0,26%	1,60%	1,78%	4,370,707.55	840,99	34,000.00	4,405,548.84
	72011	1/11/2011	1	0.20%	1.60%	1.75%	4,406,648,64	211,92	15,000.00	4,420,760,58
	2011	1/14/2011	3 3	0.26%	1.50%	1.78%	4,420,760,68	637,97	15,000,00	4,435,398.63
1/14/	2011 2011	1/17/2011 1/24/2011		0.26%	1.50%	1.76%	4,438,398.53	640.22	21,898,05	4,458,934,80
1/24/		1/28/2011	. 7	0.26%	1.50%	1,76%	4,458,934,80	1,501.44 858.48	1,000,00	
		1/31/2011	3	0.26%	1.50%	1.78%	4,461,435.25	645.40	6,500,00	4,472,294.69
1/28/ 1/31/		2/2/2011	2	0.26%	1.60%	1,78%	4,472,284.69	430,88	515,452.27	4,478,440.10
	2011	2/8/2011	6	0,26% 0,28%	1.50%	1,76% 1,76%	4,478,440.10 4,984,323.23	1,441,48	20,914,08	4,994,323,23 5,016,678.78
	2011	2/10/2011	2	0,26%	1,50%	1,76%	5,016,678.78	482.54	10,000.00	5,027,161.43
2/10		2/11/2011	î	0.26%	1.50%	1.78%	5,027,161.43	241.83	10,000,00	
2/11/		2/14/2011	3	0.26%	1.50%	1,76%	5,037,403.26	726,96	10,000.00	5,048,130,21
2/14/		2/17/2011	3	0.26%	1.50%	1.78%	5,048,130.21	728.60	18,968,82	E,064,814.53
247/		2/22/2011	5	0.26%	1.50%	1,78%	5,084,814,53	1,218,18	10,000.00	5,076,032.72
2/22		2/28/2011	6	0.28%	1.50%	1.78%	5,076,032,72	1,485.68	15,000,00	6,092,497.78
2/28		3/1/2011	Ĭ	0,25%	1.50%	1,75%	5,092,497,76	243,95	181,101.48	5,278,848,21
	2011	3/2/2011	i	0,25%	1,60%	1.75%	5,273,843,21	252.64	10,000.00	5,284,095,85
3/2	2011	3/3/2011	Í	0.25%	1.50%	1.75%	5,284,095.85	253.13	2,500.00	5,260,848,93
. 3/3/	/2011	3/4/2011	• 1	0.25%	1.50%	1,75%	5,286,649.98	253.28	7,176.80	5,294,278.04
3/4/	2011	9/7/2011	3	0.25%	1.60%	1.75%	5,294,279,04	780.88	25,000,00	5,320,039.00
3/7/	2011	3/8/2011	1	0.26%	1.50%	1.75%	5,320,039,90	264,85	17,768,14	6,338,090.88
3/8/	2011	3/9/2011	1	0.25%	1.50%	1.75%	5,338,060,89	255,72	10,000.00	6,348,318.61
3/12/	2011	8/15/2011	6	0.25%	1,50%	1.76%	5,948,318,61	1,537.25	16,000.00	5,365,853.88
3/16		8/17/2011	2	0,25%	1,50%	1,75%	6,386,863,88	514.10	20,709.68	6,387,077.63
3/17/		3/18/2011	1	0.26%	1,50%	1.75%	6,387,077.53	258,08	3,000,00	5,390,335.60
3/18/		3/21/2011	3	0,25%	1,50%	1.75%	6,990,336.00	774.69	17,000,00	6,408,110.25
3/21/		3/23/2011	2	0,26%	1.60%	1.75%	6,408,110.26	518,14	24.25	5,408,652.65
8/23/		3/24/2011	1	0,25%	1.50%	1.75%	6,408,662.66	259,10	6,000,00	6,413,911.75
3/24/		3/25/2011	1	0,25%	1.50%	1.75%	6,413,811.75	259,35	6,000,00	5,420,171.10
3/25/		3/29/2011	4 .	0,25%	1,50%	1.76%	6,420,171.10	1,038,60	29,000,00	6,460,209.70
3/29/		3/30/2011	1	0.25%	1.60%	1.75%	5,450,209,70	261,09	1,500,00	5,461,970.79
3/30/		3/31/2011	1	0.25%	1,50%	1.75%	6,451,870.79	281.17	5,000.00	5,457,231.98
8/81/		4/1/2011 4/4/2011	1 3	0.25%	1.50%	1.75%	5,457,231.96	261.49	8,904,52	5,497,397.91
	2011	4/5/2011	1	0.25%	1,50%	1.75%	5,497,397,91 5,528,183,64	785.74 264.82	80,000.00 12,500.00	5,528,183,64 5,640,948,47
	72011 72011	4/E/2011	1	0.25%	1,50%	1,75%	5,540,848.47	255,44	79,000,00	5,620,213,80
	2011	4/7/2011	i	0.25% 0.25%	1.50%	1,75%	5,620,213.90	269,23	7,000,00	5,627,483.14
	2011	4/11/2011	4	0.25%	1,50%	\$.75%	5,627,483.14	1,078,32	5,000,00	5,633,581,40
	2011	4/12/2011	1	0.26%	1.50%	1.75%	5,633,581,46	269.87	1,500.00	5,635,331,33
4/12/		4/18/2011	i	0.25%	1,50%	1,75%	5,635,331,33	269.98	18,500,00	5,654,101,29
	2011	4/14/2011	i	0.25%	1.50%	1.75%	5,654,101.29	270,88	5,600,00	5,659,972,15
4/14/		4/18/2011	Ä	. 0.25%	1.50%	1.75%	5,659,972.15	1,084,55	7,317,A7	5,688,374.17
4/18/		4/19/2011	1	0.25%	1.50%	1.75%	5,688,374,17	271,54	19,000,00	5,887,645.71
4/19/	2011	4/21/2011	2	0.25%	1,50%	1.75%	5,687,645,71	544,93	7,317.47	5,895,508,10
4/21/	2011	4/27/2011	ē	0.25%	1,50%	1,75%	5,595,508,10	1,637,04	3,000,00	5,700,145.14
47271	2011	4/30/2011	3	0.25%	1,50%	1.75%	5,700,145.14	819.19	15,815.73	5,718,780.08
4/30/	2011	5/1/2011	1	0.26%	1,50%	1.75%	6,716,780.06	273.68		5,717,053.92
5/1/	2011	5/6/2015	5	0.25%	1.50%	1.75%	5,717,063,92	1,389.38	28,315.73	5,744,739.00
5/6/	2011	5/12/2011	8	0.25%	1.50%	1.75%	6,744,739.00	1,651.19	18,865,09	6,765,245.28
6/12/	2011	5/17/2011	5	0.25%	1.60%	1.75%	6,765,245.28	1,380.90	5,000.00	5,771,626.19
5/17/	2011	5/19/2011	2	0.25%	1.50%	1,75%	6,771,628,19	552,97	44,855,09	5,817,094.25
6/18/		6/25/2011	8	0.25%	1.60%	1,75%	6,817,034.25	1,571,97	15,000.00	6,833,706.22
5/25/		5/31/2011	6	0.25%	1.50%	1.75%	6,833,708,22	1,675,78	13,588,38	5,848,971.38
5/31/		6/1/2011	1	0.25%	1.60%	1.75%	5,848,971.30	280.19	60,000,00	6,600,251.55
	2011	6/7/2011	6	0.25%	1.50%	1,75%	5,909,251.55	1,898,47	17,088,38	5,928,038,40
	2011	8/8/2011	2	0.25%	1.50%	1.76%	6,928,038.40	587,06	0,600.00	5,93B,10B.36
6/8/	2011	6/14/2011	5	0.25%	1.50%	1,75%	5,938,108.35	1,422.31	24,000,00	5,983,528.67

Case: 4:12-cv-00080-CEJ Doc. #: 18-38 Filed: 01/17/12 Page: 7 of 7 PageID #: 2272

Schedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC

				Reference		Applicable				
•	Start	End		Interest		Migrast	Beginning		Advance/(repay)	
_	Date	Date	Days.	Rale (1)	Spread	Rate	Balanca	interest	Amount	Baiance
Notes rec	elvable related									
	6/14/2011	8745/2011	1	0,25%	1.50%	1.75%	5,963,628,67	285,68	15,738,44	5,878,652.79
	6/15/2011	6/10/2011	1	0.25%	1,50%	1.76%	5,979,652.78	286.45	2,000,00	5,881,839.23
	8/16/2011	8/17/2011	1	0.25%	1.50%	1.76%	6,881,839.23	286.59	2,000.00	5,884,125.79
	6/17/2011	6/21/2011	4	0.25%	1,50%	1.76%	5,984,125,79	1,146,85	5,000,00	5,990,272.45
	6/21/2011	6/22/2011	1	0.25%	1,50%	1.75%	5,990,272.45	286.98	8,738.44	6,999,297.86
	6/22/2011	6/24/2011	2	0,25%	1,50%	1.75%	5,899,287.85	574.79	16,300.00	0,016,172.64
	8/24/2011	6/28/2011	4	0.25%	1.50%	1,75%	6,018,172,64	1,152.80	171,000,00	6,188,325,44
	8/28/2011	6/30/2011	2	0.25%	1,50%	1.75%	8,188,325,44	592.90	8,855.03	6,197,773.43
*	2000	70.0		100				XX 20000		CHECKION!
***	7/1/2011	7/7/2011	6	0.19%	1.50%	1.69%	8,198,070,333		12,500.0D	6,212,284,04
	7/7/2011	7/14/2011	7	0.18%	1,50%	1,69%	6,212,284,04	III Kana	80,856,8	6,223,148.05
	7/14/2011	7/21/2011	7	0.19%	1.50%	1.69%	6,223,143.05	15 OK	8,855,09	8,234,005,60
	7/21/2011	7/26/2011	5	0,19%	1,50%	1.89%	6,234,006,66	1000	8,855,08	8,244,297.03
	7/26/2011	7/28/2011	3	0.19%	1.50%	1.89%	8,244,297.03	100	20,575,00	6,285,735,28
	7/29/2011	7/31/2011	. 2	0.19%	1.50%	- 1,69%	6,265,785,28	57741	24,088,38	6,290,401.18
	8/1/2011	8/4/2011	3	0.21%	1.50%	1,71%	8,290,401,13	48.00231	0.00	6,291,283.44
	8/4/2011	8/11/2011	7	0.21%	1.50%	1.71%	6,201,289,44		9,088.38	8,302,430.82
	E/11/2011	8/12/2011	1 .	0.21%	1.50%	1.71%	6,302,430,62		2,000,00	8,304,725,49
	8/12/2011	8/17/2011	5	0,21%	1.50%	1,71%	6,304,725,49		18,000,00	6,319,189.35
	E/17/2011	8/19/2011	2	0,21%	1.50%	1.71%	8,319,198,85	1000	2,000.00	6,321,790.24
	8/18/2011	8/22/2011	3	0.21%	1.50%	1.71%	8,321,790.24		5,834.00	8,928,510,95
	8/22/2011	8/23/2011	1	0.21%	1,50%	1.71%	6,328,510.85		12,235.17	5,341,043.01
	8/23/2011	8/24/2011	1	0.21%	1.50%	1,71%	8,341,043,01		35,000,00	8,378,339,48
	8/24/2011	8/31/2011	7	0.21%	1,50%	1.71%	6,378,339,48	Buzabaca	21,750,00	8,400,178,32
	8/31/2011	9/2/2011	2	0.23%	1.50%	1.73%	8,400,175,32	45.0	0,00	8,400,781.67
	8/2/2011	8/5/2011	4	0,23%	1.50%	1.73%	6,400,781.67	21022	3,400,00	6,405,392.51
	9/9/2011	9/8/2011	. 2	0,23%	1.50%	1.73%	6,405,392,61		2,000.00	6,407,968.26
	8/8/2011	8/9/2011	1	0,23%	1,50%	1.73%	6,407,995.86	100	37,915,38	6,448,216.79
	9/9/2011	B/12/2011	3	0.23%	1,50%	1.73%	6,448,218,70		3,073.00	6,450,204.35
	9/12/2011	B/13/2011	1	0,23%	1,50%	1.73%	6,460,204.86		58,117,78	6,508,627,18
	9/19/2011	B/15/2011	2	0.23%	1,50%	1.73%	6,608,827,18	200.02	2,000,00	0,511,242.80
	9/15/2011	8/16/2011	1	0,23%	1,50%	1.73%	6,511,242.60	90.33	38,127.24	8,549,677.97
	9/16/2011	0/21/2011	5	0.23%	1,50%	1.73%	0,542,677.97	1,000	100,000.00	6,651,226.72
	9/21/2011	9/22/2011	1	0.23%	1.50%	1.73%	6,651,228,72		31,000.00	6,682,541,27
	9/22/2011	W29/2011	1	0.23%	1.50%	1.73%	6,682,541.27	200	15,879,88	6,598,730.69
	9/29/2011	9/26/2011	3	0.23%	1.60%	1.73%	6,60 1,720,65	200040	28,000,00	8,726,681.08
	9/26/2011	W29/2011	3	0.23%	1.50%	1.73%	6,725,681.06	200	8,117.78	6,734,753.08
	9/29/2011	8/30/2011	1	0.23%	1.50%	1.73%	6,734,763,08		71,600.00	6,806,671.68
	8/30/2011	9/30/2011	-	0.23%	1.50%	1.73%	6,809,671,58		13,591,25	6,820,282.83

^{(1) 1} month LIBOR rate per wsjprimerate.us site

UNITED STATES DISTRICT COURT EASTERN DISTRICT OF MISSOURI EASTERN DIVISION

ACARTHA GROU	P, LLC, by and through its	.)
RECEIVER, CLAII)
	Plaintiff,)
v.) Case No. 4:12-cv-1142
MORRISS HOLDI	NGS, LLC,)
	Defendant.)
State of Missouri)) ss	
City of St. Louis)	
	AFFIDAVIT OF CI	AIRE M. SCHENK

I, Claire M. Schenk, duly sworn and under oath, state that:

I am over 21 years of age and competent to make this affidavit.

- 2. I have personal knowledge of the matters stated herein and could testify to these matters if necessary.
- 3. On January 17, 2012, the United States District Court for the Eastern District of Missouri (the "Court") appointed me as receiver for Acartha Group, LLC ("Acartha"), MIC VII, LLC, Acartha Technology Partners, LP, and Gryphon Investments III, LLC (collectively, the "Receivership Entities"). The Order Appointing Receiver entered January 17, 2012 (Dkt. No. 16) (the "Receivership Order") delineates the scope of my authority, duties and obligations as Receiver.
- 4. Included within the scope of my authority, duties and obligations is the responsibility 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

1.

safeguard all of the assets of the Receivership Entities, and take such actions as are necessary to protect investors.

- 5. Upon my appointment as Receiver, I secured all assets and business records obtainable from the two known business locations of the Receivership Entities, and I immediately began efforts to obtain and examine bank statements and other financial and other records to verify and update the financial information and status of the Receivership Entities.
- 6. In exercising my duties as Receiver, I learned of a promissory note executed by Morriss Holdings, LLC (as "Borrower") in favor of Acartha (as "Lender") dated January 1, 2010. A copy of the Note is attached to the Complaint as Exhibit 1.
- 7. By letter dated June 8, 2012, I demanded immediate payment from Morriss Holdings of the entire principal balance outstanding under the Note, together with unpaid interest accrued thereon.
 - 8. Morriss Holdings has failed to pay the amounts due under the Note. FURTHER AFFIANT SAYETH NOT.

Claire M. Schenk

Subscribed and sworn to on this Ab day Aw, 2013, by Claire M. Schenk, a person known personally by me, a notary public, within and for the City of St. Louis and State of Missouri.

My commission expires:

Commission # 10516589

UNITED STATES DISTRICT COURT EASTERN DISTRICT OF MISSOURI EASTERN DIVISION

ACARTHA GROU RECEIVER, CLAII	P, LLC, by and through its RE M. SCHENK,)	
	Plaintiff,)	
v.)	Case No. 4:12-cv-1142
MORRISS HOLDI	NGS, LLC,)	
	Defendant.)	
State of Missouri)) ss		
City of St. Louis	·)		-

AFFIDAVIT OF JOLENE MUZZARELLI

I, Jolene Muzzarelli, duly sworn and under oath, state that:

- 1. I am over 21 years of age and competent to make this affidavit.
- 2. I have personal knowledge of the matters stated herein and could testify to these matters if necessary.
- 3. I am a paralegal with the law firm Thompson Coburn LLP, which is counsel for the Receiver for Acartha Group, LLC ("Acartha Group") in this case.
- 4. To aid in calculating the damages in this matter, I was responsible for reviewing and re-creating Schedule A to the Promissory Note, attached as Exhibit 1 to the Complaint.
- 5. I used the historical 1 month LIBOR rate as published by the Wall Street Journal to calculate the interest due from October 2011 through June 2013.
- 6. According to my calculations, the outstanding balance due from Morriss Holdings LLC to Acartha Group under the Promissory Note is \$7,022,217.88, as of June 30, 2013.

FURTHER AFFIANT SAYETH NOT.

Iolene Muzzarelli

Subscribed and sworn to on this day August, 2013, by Jolene Muzzarelli, a person known personally by me, a notary public, within and for the City of St. Louis and State of Missouri.

My commission expires:

JUDY LYN CORRADO
Notary Public - Notary Seat
STATE OF MISSOURI
Et Louis City
My Commission Expires: Apr. 27, 2014
Commission # 10516589

ariuar	y 2009 - June 20	013								
				Reference	_,	Applicable				
	Start	End		interest		Interest	Beginning		Advance/(repay)	5.1
	Date	Date	<u>Days</u>	Rate (1)	<u>Spread</u>	Rate	Balance	Interest	Amount	Balance
	eceivable relate									
Note	01/01/2009	1/1/2009		0.22%	1.50%	1.72%	-		-39,608.59	-39,608.5
_	01/01/2009	1/1/2009		0.22%	1.50%	1.72%	-39,608.59		-67,835.26	-107,443.8
	1/1/2009	1/31/2009	30	0.22%	1.50%	1.72%	-107,443.85		-77,526.00	-184,969.8
	1/31/2009	2/26/2009	26	0.21%	1.50%	1.71%	-184,969.85			-184,969.8
	2/26/2009	2/28/2009	2	0.46%	1.50%	1,96%	-184,969.85		-4,821.94	-189,791.7
	2/28/2009	3/31/2009	31	0.53%	1.50%	2.03%	-189,791.79			-189,791.7
	3/31/2009	4/10/2009	10	0.45%	1.50%	1.95%	-189,791.79			-189,791.7
	4/10/2009	4/10/2009	-	0.45%	1,50%	1.95%	-189,791.79		78,000.00	-111,791.7
	4/10/2009	4/14/2009	4	0.45%	1.50%	1.95%	-111,791.79		0.00	-111,791.7
	4/14/2009	4/30/2009	16	0.45%	1.50%	1.95%	-111,791.79		22,000.00	-89,791.7
	4/30/2009	5/31/2009	31	0.34%	1.50%	1.84%	-89,791.79		-23,375.00	-113,166.7
	5/31/2009	6/30/2009	30	0.32%	1.50%	1.82%	-113,166.79			-113,166.7
	6/30/2009	7/1/2009	1	0.29%	1.50%	1.79%	-113,166.79		12,500.00	-100,666.7
	7/1/2009	7/14/2009	13	0.29%	1.50%	1.79%	-100,666.79		E 000 00	-100,666.7
	7/14/2009	7/22/2009	8	0.29%	1.50%	1.79%	-100,666.79		5,000.00	-95,666.7
	7/22/2009	7/31/2009	9	0.29%	1.50%	1.79%	-95,666.79 -35,730,79		59,936.00	-35,730.7 -35,730.7
	7/31/2009	8/6/2009	6	0.27%	1.50%	1.77%	-35,730.79 -35,730.79		42,500.00	6,769.2
	8/6/2009	8/31/2009	25	0.27%	1.50%	1.77% 1.75%	6,769.21	2.91	42,300.00	6,772.1
	8/31/2009 9/9/2009	9/9/2009	9 5	0.25%	1.50% 1.50%	1.75%	6,772.12	1.62	16,000.00	22,773.7
	9/14/2009	9/29/2009	15	0.25% 0.25%	1.50%	1.75%	22,773,74	16.31	22,000.00	44,790.0
	9/29/2009	9/30/2009	1	0.25%	1.50%	1.75%	44,790.04	2.14	9,000.00	53,792.1
	9/30/2009	10/1/2009	1	0.24%	1.50%	1.74%	53,792.18	2.56	-,	53,794.7
	10/1/2009	10/14/2009	13	0.24%	1.50%	1.74%	53,794.75	33.33	3,000.00	56,828.0
	10/14/2009	10/16/2009	2	0.24%	1.50%	1.74%	56,828.07	5.42	21,500.00	78,333.4
	10/16/2009	10/30/2009	14	0.24%	1.50%	1.74%	78,333.49	52.27	72,500.00	150,885.7
	10/30/2009	10/31/2009	1	0.24%	1.50%	1.74%	150,885.76	7.19	160,000.00	310,892.9
	10/31/2009	11/12/2009	12	0.24%	1.50%	1.74%	310,892.95	177.14		311,070.0
	11/12/2009	11/17/2009	5	0.24%	1.50%	1.74%	311,070.09	73.85	32,000.00	343,143.9
	11/17/2009	11/19/2009	2	0.24%	1.50%	1.74%	343,143.93	32.59	28,000.00	371,176.5
	11/19/2009	11/25/2009	6	0.24%	1.50%	1.74%	371,176.52	105.74	98,000.00	469,282.2
	11/2 5/200 9	11/30/2009	5	0.24%	1.50%	1.74%	469,282.26	111.41	21,500.00	490,893.6
	11/30/2009	12/18/2009	18	0.23%	1.50%	1.73%	490,893.67	418.36		491,312.0
	12/18/2009	12/30/2009	12	0.23%	1.50%	1.73%	491,312.03	279.15	82,600.00	574,191.1
	12/30/2009	12/31/2009	1	0.23%	1.50%	1.73%	574,191.18	27.19	21,077.16	595,295.5
	12/31/2009	12/31/2009	-	0.23%	1.50%	1.73%	595,295.53	0.00 93.63	1,382,326.63	1,977,622.1
	12/31/2009	1/1/2010	1	0.23%	1.50%	1.73%	1,977,622.16 1,977,715.79	1,122.89	-218,916.92	1,759,921.7
	1/1/2010	1/13/2010	12	0.23%	1.50% 1.50%	1.73% 1.73%	1,759,921.76	83.27	21,971.81	1,781,976.8
	1/13 /20 10 1/1 4/20 10	1/14/2010 1/15/2010	1	0.23 % 0.23 %	1.50%	1.73%	1,781,976.84	84.31	15,000.00	1,797,061.1
	1/14/2010	1/19/2010	4	0.23%	1.50%			340.11	82,000.00	1,879,401.2
	1/19/2010	1/29/2010	10	0.23%	1.50%	1.73%		889.22	12,095.57	1,892,386.0
	1/29/2010	1/31/2010	2	0.23%	1.50%	1.73%		179.07	11,109.04	1,903,674.1
	1/31/2010	2/2/2010	2	0.23%	1.50%	1.73%		179.87		1,903,854.0
	2/2/2010	2/3/2010	1	0.23%	1.50%	1.73%		89.94	92,258.44	1,996,202.4
	2/3/2010	2/12/2010	9	0.23%	1.50%	1.73%	1,996,202.42	848.76	1,200.00	1,998,251.1
	2/12 /201 0	2/16/2010	4	0.23%	1.50%	1.73%	1,998,251.18	377.61	131,056.33	2,129,685.1
	2/16/2010	2/18/2010	2	0.23%	1.50%	1.73%	2,129,685.13	201.23	76,000.00	2,205,886.3
	2/18/2010	2/19/2010	1	0.23%	1.50%	1.73%		104.21	11,075.00	2,217,065.5
	2/19/2010	2/24/2010	5	0.23%	1.50%	1.73%		523.71	78,075.00	2,295,664.2
	2/24/2010	2/25/2010	1	0.23%	1.50%	1.73%		108.45	11,075.00	2,306,847.7
	2/25/2010	2/26/2010	1	0.23%	1.50%	1.73%	2,306,847.73	108,98	28,689.50	2,335,646.2
	2/26/2010	2/28/2010	2	0.23%	1.50%	1.73%		220.69	64,500.00	2,400,366.9
	2/28/2010	3/3/2010	3	0.24%	1.50%	1.74%		341.82	20 200 20	2,400,708.7
	3/3/2010	3/4/2010	1	0.24%	1.50%	1.74%		113.95	20,000.00	2,420,822.6
	3/4/2010	3/5/2010	1	0.24%	1.50%	1.74%		114.91	23,000.00 20,500.00	2,443,937.5 2,465,133.6
	3/5/2010	3/11/2010	6	0.24%	1.50%	1.74%		696.04 819.09	20,500.00	2,468,002.
	3/11/2010	3/18/2010	7	0.24%	1.50%	1.74%		117.15		2,469,619.
	3/18/2010	3/19/2010	1	0.24%	1.50%	1.74%		1,289.49		2,489,619.
	3/19/2010	3/30/2010	11	0.24%	1.50%	1.74%		715.96	10,812.45	2,493,250.
	3/30/2010	4/5/2010	6	0.26%	1.50%	1.76%		959.04	10,923.16	2,493,230.
	4/5/2010 4/13/2010	4/13/2010 4/29/2010	8 16	0.26 % 0.26 %	1.50% 1.50%	1.76% 1.76%		1,927.23	51,710.47	2,558,770.0

y 200	09 - June 20	13								
				Reference		Applicable				
	Start	End		Interest		Interest	Beginning		Advance/(repay)	
	Date	Date	<u>Days</u>	Rate (1)	Spread	<u>Rate</u>	Balance	Interest	Amount	Balance
_	4/29/2010	4/30/2010	1	0.26%	1.50%	1.76%	2,558,770.00	123.03	43,000.00	2,601,893.03
	4/30/2010	5/3/2010	3	0.34%	1.50%	1.84%	2,601,893.03	391.46	21,563.63	2,623,848.12
ļ	5/3/2010	5/10/2010	7	0.34%	1.50%	1.84%	2,623,848.12	921.11	11,000.00	2,635,769.23
	5/10/2010	5/11/2010	1	0.34%	1.50%	1.84%	2,635,769.23	132.18	147,816.82	2,783,718.23
-	5/11/2010	5/20/2010	9	0.34%	1.50%	1,84%	2,783,718.23	1,256.44	21,633.64	2,806,608.3
	5/20/2010	. 5/21/2010	1	0.34%	1,50%	1.84%	2,806,608.31	140.75	17,500.00	2,824,249.06
+	5/21/2010	5/26/2010	5	0.34%	1.50%	1.84%	2,824,249.06	708.18 284.52	11,762.97 22,000.00	2,836,720.21 2,859,004.74
-	5/26/2010	5/28/2010	2	0.34%	1.50%	1.84%	2,836,720.22 2.859.004.74	286.76	-17,176,27	2,842,115.2
-	5/28/2010	5/30/2010	2	0.34%	1.50%	1.84% 1.85%	2,842,115.23	1,579,14	-17,170.27	2,843,694.37
-	5/30/2010 6/10/2010	6/10/2010 6/15/2010	11 5	0.35 % 0.35 %	1.50% 1.50%	1.85%	2,843,694.37	718.19	19,894.32	2,864,306.87
	6/15/2010	6/16/2010	1	0.35%	1.50%	1.85%	2,864,306.87	144.68	133,524.11	2,997,975.60
-	6/16/2010	6/18/2010	2	0.35%	1.50%	1.85%	2,997,975.66	302.86	30,000.00	3,028,278.52
+	6/18/2010	6/22/2010	4	0.35%	1.50%	1.85%	3,028,278.52	611.84	10,000.00	3,038,890.3
-	6/22/2010	6/30/2010	8	0.35%	1.50%	1.85%	3,038,890.37	1,227.98	9,022.33	3,049,140.68
_	6/30/2010	7/8/2010	8	0.33%	1.50%	1.83%	3,049,140.68	1,222.39	-23,653.32	3,026,709.7
 	7/8/2010	7/9/2010	1	0.33%	1.50%	1.83%	3,026,709.75	151.67	10,657.68	3,037,519.10
+	7/9/2010	7/14/2010	5	0.33%	1.50%	1.83%	3,037,519.10	761.08	48,600.00	3,086,880.18
+	7/14/2010	7/15/2010	1	0.33%	1.50%	1.83%	3,086,880.18	154.69	10,000.00	3,097,034.8
† 	7/15/2010	7/16/2010	1	0.33%	1.50%	1,83%	3,097,034.87	155.20	221,365.29	3,318,555.36
-	7/16/2010	7/23/2010	7	0.33%	1.50%	1.83%	3,318,555.36	1,164.10	65,528.00	3,385,247.4
+	7/23/2010	7/28/2010	5	0.33%	1.50%	1.83%	3,385,247.46	848.21	45,365.29	3,431,460.9
t^-	7/28/2010	7/29/2010	1	0.33%	1.50%	1.83%	3,431,460.95	171.96	7,000.00	3,438,632.9
╁	7/29/2010	7/30/2010	1	0.33%	1.50%	1.83%	3,438,632.91	172.32	15,228.04	3,454,033.2
-	7/30/2010	7/31/2010	1	0.33%	1.50%	1.83%	3,454,033.27	173.09	46,000.00	3,500,206.3
t	7/31 /201 0	8/6/2010	6	0.28%	1.50%	1.78%	3,500,206.36	1,018.79		3,501,225.1
1	8/6/2010	8/16/2010	10	0.28%	1.50%	1.78%	3,501,225.15	1,698.48	15,228.04	3,518,151.6
╁╌	8/16/2010	8/18/2010	2	0.28%	1.50%	1.78%	3,518,151.66	341.34	400.00	3,518,893.0
	8/18/2010	8/20/2010	2	0.28%	1.50%	1.78%	3,518,893.00	341.41	106,904.71	3,626,139.1
1	8/20/2010	8/27/2010	7	0.28%	1.50%	1.78%	3,626,139.12	1,231.35	9,904.71	3,637,275.18
	8/27/2010	8/30/2010	3	0.28%	1.50%	1.78%	3,637,275.18	529.34	19,884.10	3,657,688.6
	8/30/2010	8/31/2010	1	0.28%	1.50%	1.78%	3,657,688.62	177.44	26,864.59	3,684,730.6
	8/31/2010	9/2/2010	2	0.26%	1.50%	1.76%	3,684,730.65	353.77	275,000.00	3,960,084.4
	9/2/2010	9/10/2010	8_	0.26%	1.50%	1.76%	3,960,084.43	1,520.85	50,0 00.00	4,011,605.2
	9/10/2010	9/13/2010	3	0.26%	1.50%	1.76%	4,011,605.27	577.74	10,228.03	4,022,411.0
	9/13/2010	9/15/2010	2	0.26%	1.50%	1.76%	4,022,411.04	386.20	15,000.00	4,037,797.2
	9/15/2010	9/21/2010	6	0.26%	1.50%	1.76%	4,037,797.24	1,163.02	21,904.71	4,060,864.9
_	9/21/2010	9/23/2010	2	0.26%	1.50%	1.76%	4,060,864.96	389.89	10,904.71	4,072,159.5
↓_	9/23/2010	9/30/2010	7	0.26%	1.50%	1.76%	4,072,159.56	1,368.40	150,000.00	4,223,527.9
1_	9/30/2010	10/6/2010	6	0.26%	1.50%	1.76%	4,223,527.96	1,215.89	9,904.71	4,234,648.5
_	10/6/2010	10/8/2010	2	0.26%	1.50%	1.76%	4,234,648.56	406.36	4,775.00	4,239,829.9
_	10/8/2010	10/14/2010	6	0.26%	1.50%	1.76%	4,239,829.93	1,220.58 203.96	9,904.71 6,500.00	4,250,955.2 4,257,659.1
+	10/1 4/201 0	10/15/2010	1	0,26%	1.50%	1.76%				4,319,819.0
-	10/15/2010	10/22/2010	7	0.26%	1.50%	1.76%		1,430.00 1,450.88	60,729.87 25,120.26	4,346,390.20
	10/22/2010	10/29/2010	7	0.26%	1.50%	1.76%	4,319,819.06	417.09	10,228.04	4,357,035.3
$\overline{}$	10/29/2010	10/31/2010	2	0.26%	1.50%	1.76%		1,045.27	10,220.04	4,358,080.6
-	10/31/2010	11/5/2010	5	0.26%	1.50%	1.76%	4,357,035.33 4,358,080.60	2,091.05	10,228.04	4,370,399.6
$\overline{}$	11/5/2010	11/15/2010	10	0.26%	1.50%	1.76%	4,370,399.69	1,887.26	9,744.99	4,382,031.9
-	11/15/2010	11/24/2010	9	0.26%	1.50% 1.50%	1.76% 1.76%	4,370,399.09	1,261.52	9,744.99	4,393,038.4
	11/2 4/201 0 11/30 /20 10	11/30/2010 12/1/2010	6	0.26 % 0.26 %	1.50%	1.76%	4,393,038.45	210.78	9,863.17	4,403,112.4
+	12/1/2010	12/3/2010	. 2	0.26%	1.50%	1.76%	4,403,112.40	422.53	31,000.00	4,434,534.9
+	12/3/2010	12/7/2010	4	0.26%	1.50%	1.76%	4,434,534.93	851.09	5,000.00	4,440,386.0
╁	12/7/2010	12/10/2010	3	0.26%	1.50%	1.76%	4,440,386.02	639.16	35,008.24	4,476,033.4
+ .	12/10/2010	12/14/2010	4	0.26%	1.50%	1.76%	4,476,033.42	859.06	25,000.00	4,501,892.4
	12/14/2010	12/17/2010	3	0.26%	1.50%	1.76%	4,501,892.48	648.01	126,295.80	4,628,836.2
	12/17/2010	12/27/2010	10	0.26%	1.50%	1.76%	4,628,836.29	2,220.96	39,000.00	4,670,057.2
	12/27/2010	12/30/2010	3	0.26%	1.50%	1.76%	4,670,057.25	672.22	222,000.00	4,892,729.4
	12/30/2010	12/31/2010	1	0.26%	1.50%	1.76%	4,892,729.47	234.76	10,113.45	4,903,077.6
_	12/31/2010	12/31/2010		0.26%	1.50%	1.76%	4,903,077.68	0.00		4,241,867.8
$\overline{}$	12/31/2010	1/3/2011	3	0.26%	1.50%	1.76%	4,241,867.86	612.15		4,242,480.0
+-	1/3/2011	1/4/2011	1	0.26%	1.50%	·	4,242,480.01	204.08	12,500.00	4,255,184.0
+	1/4/2011	1/5/2011	1	0.26%	1.50%	1.76%	4,255,184.09	204.69	15,000.00	4,270,388.7
+	1/5/2011	1/6/2011	1	0.26%	1.50%	1.76%	4,270,388.78	205.42	100,113.45	4,370,707.6
+	1/6/2011	1/10/2011	4	0.26%	1.50%	1.76%	4,370,707.65	840.99		

uary	2009 - June 20	13								
Í	T			Reference		Applicable				
	Start	End		Interest		Interest	Beginning		Advance/(repay)	
	Date	Date	<u>Days</u>	Rate (1)	Spread	Rate	Balance	Interest	Amount	Balance
	1/10/2011	1/11/2011	1	0.26%	1.50%	1.76%	4,405,548.64	211.92	15,000.00	4,420,760.5
	1/11/2011	1/14/2011	3	0.26%	1.50%	1.76%	4,420,760.56	637.97	15,000.00	4,436,398.53
╅	1/14/2011	1/17/2011	3	0.26%	1.50%	1.76%	4,436,398.53	640.22	21,896.05	4,458,934.80
	1/17/2011	1/24/2011	7	0.26%	1.50%	1.76%	4,458,934.80	1,501.44	1,000.00	4,461,436.2
ヿ	1/24/2011	1/28/2011	4	0.26%	1.50%	1.76%	4,461,436.25	858.45	10,000.00	4,472,294.69
	1/28/2011	1/31/2011	3	0.26%	1.50%	1.76%	4,472,294.69	645.40	5,500.00	4,478,440.10
	1/31/2011	2/2/2011	2	0.26%	1.50%	1.76%	4,478,440.10	430.86	515,452.27	4,994,323.23
	2/2/2011	2/8/2011	6	0.26%	1.50%	1,76%	4,994,323.23	1,441.48	20,914.08	5,016,678.78
\neg	2/8/2011	2/10/2011	2	0.26%	1.50%	1.76%	5,016,678.78	482.64	10,000.00	5,027,161.43
\neg	2/10/2011	2/11/2011	1	0.26%	1.50%	1.76%	5,027,161.43	241.83	10,000.00	5,037,403.2
\neg	2/11/2011	2/14/2011	3	0.26%	1.50%	1.76%	5,037,403.25	726.96	10,000.00	5,048,130.2
\neg	2/1 4/20 11	2/17/2011	3	0.26%	1.50%	1.76%	5,048,130.21	728.50	15,955.82	5,064,814.5
一	2/17/2011	2/22/2011	5	0.26%	1.50%	1.76%	5,064,814.53	1,218.18	10,000.00	5,076,032.7
\neg	2/22/2011	2/28/2011	6	0.26%	1.50%	1.76%	5,076,032.72	1,465.06	15,000.00	5,092,497.7
\dashv	2/28/2011	3/1/2011	1	0.25%	1.50%	1.75%	5,092,497.78	243.95	181,101.48	5,273,843.2
	3/1/2011	3/2/2011	1	0.25%	1.50%	1.75%	5,273,843.21	252.64	10,000.00	5,284,095.8
┥	3/2/2011	3/3/2011	1	0.25%	1.50%	1.75%	5,284,095.85	253.13	2,500.00	5,286,848.9
	3/3/2011	3/4/2011	1	0.25%	1.50%	1.75%	5,286,848.98	253.26	7,176.80	5,294,279.0
\dashv	3/4/2011	3/7/2011	3	0.25%	1.50%	1.75%	5,294,279.04	760.86	25,000.00	5,320,039.9
	3/7/2011	3/8/2011	1	0.25%	1.50%	1.75%	5,320,039.90	254.85	17,766.14	5,338,060.8
\dashv	3/8/2011	3/9/2011	1.	0.25%	1.50%	1.75%	5,338,060.89	255.72	10,000.00	5,348,316.6
-		3/15/2011	6	0.25%	1.50%	1.75%	5,348,316.61	1,537.25	16,000.00	5,365,853.8
-+	3/9/2011		2	0.25%	1.50%	1.75%	5,365,853.86	514.10	20,709.58	5,387,077.5
-	3/15/2011	3/17/2011 3/18/2011	1	0.25%	1.50%	1.75%	5,387,077.53	258.06	3,000.00	5,390,335.6
1	3/17/2011 3/18/2011	3/21/2011	3	0.25%	1.50%	1.75%	5,390,335.60	774.66	17,000.00	5,408,110.2
			2	0.25%	1.50%	1.75%	5,408,110.26	518.14	24.25	5,408,652.6
	3/21/2011	3/23/2011		0.25%	1.50%	1.75%	5,408,652.65	259.10	5,000.00	5,413,911.7
	3/23/2011	3/24/2011	1		1.50%	1.75%	5,413,911.75	259.35	6,000.00	5,420,171.1
	3/24/2011	3/25/2011	1	0.25%			5,420,171.10	1,038.60	29,000.00	5,450,209.7
	3/25/2011	3/29/2011	. 4	0.25%	1.50%	1.75%	5,450,209.70	261.09	1,500.00	5,451,970.7
	3/29/2011	3/30/2011	1	0.25%	1.50%	1.75%		261.17	5,000.00	
	3/30/2011	3/31/2011	1	0.25%	1.50%	1.75%	5,451,970.79	261.17	9,904.52	5,467,397.9
\dashv	3/31/2011	4/1/2011	1	0.25%	1.50%	1.75%	5,457,231.96	785.74	60,000.00	5,528,183.6
_	4/1/2011	4/4/2011	3	0.25%	1.50%	1.75%	5,467,397.91		12,500.00	5,540,948.4
	4/4/2011	4/5/2011	1	0.25%	1.50%	1.75%	5,528,183.64	264.82		
	4/5/2011	4/6/2011	1	0.25%	1.50%	1.75%	5,540,948.47	265.44	79,000.00	5,620,213.9
	4/6/2011	4/7/2011	1_	0.25%	1.50%	1.75%	5,620,213.90	269.23	7,000.00	5,627,483.1
	4/7/2011	4/11/2011	4	0.25%	1,50%	1.75%	5,627,483.14	1,078.32	5,000.00	
	4/11/2011	4/12/2011	1_	0.25%	1.50%	1.75%	5,633,561.46	269.87	1,500.00	5,635,331.3
	4/12/2011	4/13/2011	1	0.25%	1.50%	1.75%	5,635,331.33	269.96	18,500.00	
	4/13/2011	4/14/2011	1	0.25%	1.50%	1.75%	5,654,101.29	270.86	5,600.00	
	4/14/2011	4/18/2011	4	0.25%	1.50%	1.75%	5,659,972.15	1,084.55	7,317.47	5,668,374.1
	4/18/2011	4/19/2011	1	0.25%	1.50%	1.75%	5,668,374.17	271.54	19,000.00	
	4/19/2011	4/21/2011		0.25%	1.50%	1.75%		544.93		
	4/21/2011	4/27/2011	6	0.25%	1.50%	1.75%		1,637.04	3,000.00	
	4/27/2011	4/30/2011	3	0.25%	1.50%	1.75%	5,700,145.14	819.19	15,815.73	5,716,780.0
	4/30/2011	5/1/2011	1	0.25%	1.50%	1.75%		273.86		5,717,053.9
	5/1/2011	5/6/2011	5	0.25%	1.50%	1.75%		1,369.36		5,744,739.0
	5/6/2011	5/12/2011	6	0.25%	1.50%	1.75%	5,744,739.00	1,651.19		5,765,245.2
	5/12/2011	5/17/2011	5	0.25%	1.50%	1.75%	5,765,245.28	1,380.90		
	5/1 7/201 1	5/19/2011	2	0.25%	1.50%	1.75%	5,771,626.19	552.97	44,8 55.09	
	5/19/2011	5/25/2011	6	0.25%	1.50%	1,75%	5,817,034.25	1,671.97	15,000.00	
	5/25/2011	5/31/2011	6	0.25%	1.50%	1.75%	5,833,706.22	1,676.76	13,588.38	5,848,971.3
1	5/31/2011	6/1/2011	1	0.25%	1.50%	1.75%	5,848,971.36	280.19	60,000.00	5,909,251.5
	6/1/2011	6/7/2011	6	0.25%	1.50%	1.75%	5,909,251.55	1,698.47	17,088.38	5,928,038.4
	6/7/2011	6/9/2011	2	0.25%	1.50%	1.75%	5,928,038.40	567.96	9,500.00	5,938,106.3
\dashv	6/9/2011	6/14/2011	5	0.25%	1.50%	1.75%	5,938,106.36	1,422.31	24,000.00	5,963,528.6
	6/14/2011	6/15/2011	1	0.25%	1.50%	1.75%	5,963,528.67	285.68	15,738.44	5,979,552.7
	6/15/2011	6/16/2011	1	0.25%	1.50%	1.75%	5,979,552.79	286.45	2,000.00	5,981,839.2
\neg	6/16/2011	6/17/2011	1	0.25%	1.50%	1.75%	5,981,839.23	286.56	2,000.00	5,984,125.7
	6/17/2011	6/21/2011	4	0.25%	1.50%	1.75%	5,984,125,79	1,146.66	5,000.00	5,990,272.4
-	6/21/2011	6/22/2011	1	0.25%	1.50%	1.75%	5,990,272.45	286.96		
_	6/22/2011	6/24/2011	2	0.25%	1.50%	1.75%	5,999,297.85	574.79		
-	6/24/2011	6/28/2011	4	0.25%	1.50%	1.75%	6,016,172.64	1,152.80		6,188,325.4
	6/28/2011	6/30/2011	2	0.25%	1.50%	1.75%	6,188,325.44	592.90		6,197,773.4
	6/28/2011	7/1/2011	1	0.25%		1.75%	6,197,773.43	296.90	0,000.00	6,198,070.3

chedule A to Promissory Note of Morriss Holdings, LLC to Acartha Group, LLC										
nuary 2009	June 20	013				A 11 1- 1				
Sta	-	End		Reference Interest	, e	Applicable Interest	Beginning		Advance/(repay)	<u></u>
Dat		Date	Days	Rate (1)	Spread	Rate	Balance	Interest	Amount	Balance
	1/2011	7/7/2011	6	0.19%	1.50%	1.69%	6,198,070.33	1,713,72	12,500.00	6,212,284.04
	7/2011	7/14/2011	7	0.19%	1.50%	1.69%	6,212,284.04	2,003.92	8,855.09	6,223,143.0
	4/2011	7/21/2011	7	0.19%	1.50%	1.69%	6,223,143.05	2,007.42	8,855.09	6,234,005.5
	_		5	0.19%	1.50%	1.69%	6,234,005.56	1,436.38	8,855.09	6,244,297.0
	1/2011	7/26/2011	3	0.19%	1.50%	1.69%	6,244,297.03	863.25	20,575.00	6,265,735.2
	5/2011	7/28/2011					6,265,735.28	577.47	24,088.38	6,290,401.1
	9/2011	7/31/2011	3	0.19%	1.50%	1.69%	6,290,401.13	882.31	0.00	6,291,283.4
	1/2011	8/4/2011		0.21%	1.50%	1.71%	6,291,283.44	2,059.00	9.088.38	6,302,430.8
	4/2011	8/11/2011	7	0.21%	1.50%	1.71%		2,039.00	2,000.00	6,304,725.4
	1/2011	8/12/2011	1	0.21%	1.50%	1.71%	6,302,430.82			
	2/2011	8/17/2011	5	0.21%	1.50%	1.71%	6,304,725.49	1,473.86	13,000.00	6,319,199.3
	7/2011	8/19/2011	2	0.21%	1.50%	1.71%	6,319,199.35	590.90	2,000.00	6,321,790.2
	9/2011	8/22/2011	3_	0.21%	1.50%	1.71%	6,321,790.24	886.71	5,834.00	6,328,510.9
	2/2011	8/23/2011	1	0.21%	1.50%	1.71%	6,328,510.95	295.88	12,236.17	6,341,043.0
8/23	3/2011	8/24/2011	1	0.21%	1.50%	1.71%	6,341,043.01	296.47	35,000.00	6,376,339.4
8/24	4/2011	8/31/2011	7	0.21%	1.50%	1.71%	6,376,339.48	2,086.84	21,750.00	6,400,176.3
8/31	1/2011	9/2/2011	2	0.23%	1.50%	1.73%	6,400,176.32	605.36	0.00	6,400,781.6
9/2	2/2011	9/6/2011	4	0.23%	1.50%	1.73%	6,400,781.67	1,210.83	3,400.00	6,405,392.5
9/6	6/2011	9/8/2011	_2	0.23%	1.50%	1.73%	6,405,392.51	605.85	2,000.00	6,407,998.3
9/8	8/2011	9/9/2011	1	0.23%	1.50%	1.73%	6,407,998.36	303.05	37,915.38	6,446,216.7
9/9	9/2011	9/12/2011	3	0.23%	1.50%	1.73%	6,446,216.79	914.57	3,073.00	6,450,204.3
9/12	2/2011	9/13/2011	1	0.23%	1.50%	1.73%	6,450,204.36	305.05	58,117.78	6,508,627.1
9/13	3/2011	9/15/2011	2	0.23%	1.50%	1.73%	6,508,627.18	615.62	2,000.00	6,511,242.8
9/15	5/2011	9/16/2011	1	0.23%	1.50%	1.73%	6,511,242.80	307.93	38,127.24	6,549,677.9
9/16	6/2011	9/21/2011	5	0.23%	1.50%	1.73%	6,549,677.97	1,548.75	100,000.00	6,651,226.7
	1/2011	9/22/2011	1	0.23%	1.50%	1.73%	6,651,226.72	314.55	31,000.00	6,682,541.2
	2/2011	9/23/2011	1	0.23%	1.50%	1.73%	6,682,541.27	316.03	15,873.38	6,698,730.6
	3/2011	9/26/2011	3	0.23%	1.50%	1.73%	6,698,730.69	950.40	26,000.00	6,725,681.0
	6/2011	9/29/2011	3	0.23%	1.50%	1.73%	6,725,681.08	954.22	8,117.78	6,734,753.0
	9/2011	9/30/2011	1	0.23%	1.50%	1.73%	6,734,753.08	318.50	71,600.00	6,806,671.
	0/2011	9/30/2011	_	0.23%	1.50%	1.73%	6,806,671.58	0.00	13,591.25	6,820,262.8
	1/2011	10/31/2011	30	0.24%	1.50%	1.74%	6,820,262.83	9,747.94		6,830,010.7
	1/2011	11/30/2011	29	0.25%	1.50%	1.75%	6,830,010.78	9,490.60		6,839,501.3
	1/2011	12/31/2011	30	0.28%	1.50%	1.78%	6,839,501.38	9,999.13		6,849,500.
	1/2012	1/31/2012	30	0.28%	1.50%	1.78%	6,849,500.50	10,009.82		6,859,510.3
	1/2012	2/29/2012	28	0.25%	1.50%	1.75%	6,859,510.32	9,183.50		6,868,693.8
	1/2012	3/31/2012	30	0.24%	1.50%	1.74%	6,868,693.82	9,799.71		6,878,493.5
	1/2012		29	0.24%	1.50%	1.74%	6,878,493.53	9,482.21		6,887,975.
	_	4/30/2012	30	0.24%	1.50%	1.74%	6,887,975.74	9,817.62		6,897,793.3
	1/2012	5/31/2012			1.50%	1.74%	6,897,793.36	9,527.40		6,907,320.1
	1/2012	6/30/2012	29	0.24%		1.75%	6.907.320.76	9,888.23		6,917,208.9
	1/2012	7/31/2012	30	0.25%	1.50%		6,917,208.99	9,852.49		6,927,061.4
	1/2012	8/31/2012	30	0.24%	1.50%	1.74%	6,927,061.47	9,447.62		6,936,509.
	1/20 12	9/30/2012	29	0.22%	1.50%	1.72%	0.000.500.40	9,742.38		6,946,251.4
	1/2012	10/31/2012	30	0.21%	1.50%	1.71%				
	1/2012	11/30/2012	29	0.21%	1.50%	1.71%	6,946,251.48	9,405.55		6,955,657.0
	1/2012	12/31/2012	30	0.21%	1.50%		6,955,657.03	9,753.88		6,965,410.9
	1/2013	1/31/2013		0.21%	1.50%	1.71%	6,965,410.91	9,735.02		6,975,145.
	1/2013	2/28/2013	_ 27	0.20%	1.50%		6,975,145.93	8,754.21		6,983,900.
3/	1/2013	3/31/2013		0.20%	1.50%	1.70%	6,983,900.14	9,751.70		6,993,651.8
4/	1/2013	4/30/2013	29	0.20%	1,50%	1.70%	6,993,651.84	9,418.75		7,003,070.
5/	1/2013	5/31/2013	30	0.20%	1.50%	1.70%	7,003,070.58	9,738.86		7,012,809.4
6/	1/2013	6/30/2013	29	0.19%	1.50%	1.69%	7,012,809.45	9,408.43		7,022,217.8
								333,787.34	6,688,430.54	