

THOMPSON COBURN LLP

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Re: *Securities and Exchange Commission v. Burton Douglas Morriss, et al.*
No. 4:12-cv-00080-CEJ

Dear :

On or about January 17, 2012, you were served with the Asset Freeze Order entered by the U.S. District Court for the Eastern District of Missouri. This Order directs that you freeze and maintain the status quo as to the assets of Acartha Group LLC, MIC VII LLC, Acartha Technology Partners, L.P. and Gryphon Investments III, LLC (the "Receivership Entities) and Morriss Holdings. To make sure that there is no confusion as to your legal obligations under this Order, I am including another copy of it, as well as the Order appointing me as Receiver over Receivership Entities. I would like to take this opportunity to call your attention to certain obligations that the Order imposes upon you.

First, the Order restrains you from, "directly or indirectly, transferring, setting off, receiving, changing, selling, pledging, assigning, liquidating or otherwise disposing of or withdrawing any assets or property ... " of the Receivership Entities (see Asset Freeze Order, p. 2 – 3). This would include any dilution of any interest any of the Receivership Entities holds in

Second, you are requested to deliver to me any "assets, books, records or other property" of any of the Receivership Entities in your custody. Please be advised that the Order additionally enjoins you from disturbing in any way these assets or properties.

Third, my preliminary review of the records of the Receivership Entities indicates that one or more of them currently holds an interest in So that I can confirm the current status of any such ownership, please provide me with a written and detailed description of any such interest held in by any of the Entities. I am particularly interested in receiving a capitalization table illustrating each investment round, regardless of whether any of the Receivership Entities participated in such round.

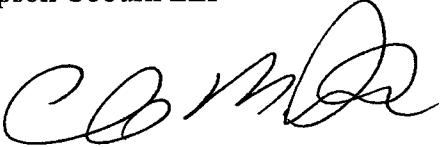
Fourth, if [REDACTED] is holding any stock certificates, notes, warrants or other documentation representing an interest held by the Receivership Entities, please consider this letter as a formal request that the type and amount of these certificates be reported and provided to the Receiver. Also, kindly amend [REDACTED] Stock Ledger to indicate that all shares of stock registered in the name of the Receivership Entities are under the control of the Receiver.

Fifth, by virtue of the Court's Order of appointment, the Receiver is now a shareholder in [REDACTED]. As such, I am requesting that you send me all notices, minutes of meetings, periodic reports, and copies of [REDACTED]'s financial statements. Please direct your correspondence, documents and contact information (including your phone number and e-mail address) to me at the address provided in this letter to assist me in managing and otherwise disposing of the portfolio of the Receivership Entities' portfolio.

I will be in touch with you shortly regarding the Receivership Entities' interest in [REDACTED]. If you need to contact me beforehand, please call me at (314) 552-6264. Thank you in advance for your cooperation and assistance.

Very truly yours,

Thompson Coburn LLP

By 

Claire M. Schenk

Enclosures