

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

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

**MOTION FOR LEAVE TO FILE EXHIBIT C**  
**TO THE RECEIVER’S MEMORANDUM OF LAW IN SUPPORT OF RECEIVER’S**  
**MOTION FOR APPROVAL OF SALE OF INTERESTS IN CLEARBROOK GLOBAL**  
**ADVISORS LLC UNDER SEAL**

Receiver Claire M. Schenk, in her capacity as receiver (“Receiver”) for Acartha Group, LLC, Acartha Technology Partners, LP, MIC VII, LLC, and Gryphon Investments III, LLC (collectively, the “Receivership Entities”), respectfully requests leave of this Court to file Exhibit C to the Receiver’s *Memorandum of Law in Support of Receiver’s Motion for Approval of Sale of Interests in Clearbrook Global Advisors, LLC* (the “Sale Motion”) under seal pursuant to E.D. Mo. L.R. 83-13.05(A). In support of this motion, the Receiver states as follows:

1. In connection with her duty to manage the business affairs of the Receivership Entities, the Receiver has engaged in the daily work of managing the Receivership’s investment assets, which consist of illiquid interests in various portfolio concerns. These portfolio concerns are developing companies and do not have publicly-traded stock.

2. In the Sale Motion, the Receiver seeks authorization from the Court to sell the Receivership's interests in Clearbrook Global Advisors LLC ("Clearbrook"). Clearbrook is a private company and has not authorized the Receiver to disclose Clearbrook's proprietary and confidential information.

3. For this reason, the Receiver seeks to file Exhibit C to the Sale Motion under seal. Exhibit C is the Valuation Report prepared by the Receiver's expert, Ed Morris, to evaluate the reasonableness of Clearbrook's offer to redeem the Receivership's interests in Clearbrook. In his evaluation, Mr. Morris relied on and cited confidential financial and other non-public information concerning Clearbrook. Clearbrook has not authorized the Receiver to disclose this information.

4. In order to provide additional information to the investors in the Receivership Entities regarding the proposed sale of the Receivership's interests, the Receiver is filing a redacted version of Exhibit C with the Sale Motion. The redactions protect the confidentiality of Clearbrook's financial and other non-public information. Furthermore, the Receiver make the unredacted Valuation Report available to investors on the secure investor website.

WHEREFORE, the Receiver respectfully requests that the Court grant her leave to file Exhibit C to the Sale Motion under seal, and for such other and further relief as this Court deems just and proper.<sup>1</sup>

---

<sup>1</sup> A proposed order is attached hereto as Exhibit A.

Respectfully Submitted,

THOMPSON COBURN LLP

Dated: May 17, 2016

By           /s / Kathleen E. Kraft          

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

Kathleen E. Kraft, #58601MO  
1909 K Street, NW, Suite 600  
Washington, DC 20006  
Phone: (202) 585-6922  
Fax: (202) 508-1035  
kkraft@thompsoncoburn.com

**CERTIFICATE OF SERVICE**

I hereby certify that on May 17, 2016, I electronically filed the foregoing with the Clerk of the Court through the Court's CM/ECF system which will send a notice of electronic filing to all counsel of record receiving electronic service.

I further certify that I served the foregoing document via electronic mail on all Interested Parties (as defined in the Sale Motion).

/s/ Kathleen E. Kraft

**EXHIBIT A**

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

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

**ORDER**

This matter is before the Court on the *Motion for Leave to File Exhibit C to the Receiver’s Memorandum of Law in Support of Receiver’s Motion for Approval of Sale of Interests in Clearbrook Global Advisors, LLC Under Seal* (the “Motion”) filed by Claire M. Schenk, the court-appointed receiver (the “Receiver”) for Acartha Group, LLC, MIC VII, LLC, Acartha Technology Partners, LP, and Gryphon Investments III, LLC in this action.

Having fully considered the Motion, being duly advised as to the merits and for good cause shown,

**THE COURT DOES HEREBY ORDER THAT**

1. The Receiver’s Motion is granted in its entirety; and
2. The Clerk of the Court shall maintain Exhibit C to the Receiver’s *Memorandum of Law in Support of Receiver’s Motion for Approval of Sale of Interests in Clearbrook Global Advisors, LLC* under seal.

**SO ORDERED** this the \_\_\_\_ day of \_\_\_\_\_, 2016.

---

THE HONORABLE CAROL E. JACKSON  
UNITED STATES DISTRICT JUDGE