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AEQUITAS MANAGEMENT, LLC; AEQUITAS HOLDINGS,
LLC; AEQUITAS COMMERCIAL FINANCE, LLC; AEQUITAS
CAPITAL MANAGEMENT, INC.; AEQUITAS INVESTMENT
MANAGEMENT, LLC

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF OREGON

PORTLAND DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

AEQUITAS MANAGEMENT, LLC;

No. 3:16-cv-00438-PK

DECLARATION OF BRAD FOSTER IN
SUPPORT OF RECEIVER'S MOTION FOR
ORDERS: (1) SCHEDULING A HEARING TO
APPROVE SALE OF ASSETS; (2) APPROVING
SILVERMINE MEDIA HOLDINGS, LLC, AS
STALKING HORSE BIDDER; (3) APPROVING



AEQUITAS HOLDINGS, LLC;
AEQUITAS COMMERCIAL FINANCE,
LLC; AEQUITAS CAPITAL
MANAGEMENT, INC.; AEQUITAS
INVESTMENT MANAGEMENT, LLC;
ROBERT J. JESENİK, BRIAN A. OLIVER;
and N. SCOTT GILLIS,

Defendants.

BREAK-UP FEE; (4) APPROVING BIDDING
PROCEDURES; and (5) APPROVING SALE OF
ASSETS FREE AND CLEAR OF ALL LIENS,
CLAIMS, ENCUMBRANCES AND INTERESTS

I, Brad Foster, declare as follows:

1. I am a Managing Director, Corporate Finance, at FTI Consulting, Inc. (“FTI”).

FTI was retained by Ronald Greenspan, the duly appointed receiver (“Receiver”) for the Receivership Entity.¹ Pursuant to the Order Authorizing Brad Foster and Larissa Gotguelf to Act on Behalf of the Receiver [Dkt. 245], I make this declaration in support of the Receiver’s Motion for Orders: (1) Scheduling a Hearing to Approve Sale of Assets; (2) Approving Silvermine Media Holdings, LLC, as Stalking Horse Bidder; (3) Approving Break-Up Fee; (4) Approving Bidding Procedures; and (5) Approving Sale of Assets Free and Clear of All Liens, Claims, Encumbrances and Interests (the “Motion”). [Dkt. 600].

2. On April 16, 2018, the Court entered the Order Granting Receiver’s Motion (1) to Schedule Final Sale Hearing, (2) to Approve Silvermine Media Holdings, LLC, as Stalking Horse Bidder, (3) to Approve Break-Up Fee, and (4) to Approve Bidding Procedures, and (5) for Related Relief (the “Bid Procedures Order”). [Dkt. 603].

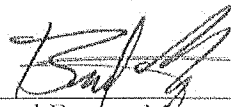
3. Pursuant to the Bid Procedures Order, the Court authorized the Receiver to consider Alternative Bids and, if necessary, hold an auction for the sale of the Assigned Interests, all on the terms described therein. Pursuant to the Bid Procedures Order, Alternative Bids were due by the Bid Deadline of 12:00 Noon Pacific Time on May 16, 2018.

¹ Capitalized terms not otherwise defined in this declaration shall have the meanings ascribed to them in the Motion or the Final Receivership Order, as applicable.

4. No Qualified Alternative Bids were submitted to the Receiver prior to the Bid Deadline.

I declare under penalty of perjury under the laws of the state of Oregon that the foregoing statements and those contained in the attached exhibits, are true and correct to the best of my knowledge, information and belief.

Dated this 16th day of May, 2018.



Brad Foster, Managing Director, Corporate Finance
FTI Consulting, Inc.
On behalf of the Receiver, Ronald F. Greenspan