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Attorneys for Receiver for Defendants

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

Defendants.

No. 3:16-cv-00438-JR

DECLARATION OF STANLEY H. SHURE
IN SUPPORT OF RECEIVERSHIP
ENTITY'S OPPOSITION TO NON-PARTY
ANDREW MACRITCHIE'S MOTION TO
INTERVENE AND FOR LIMITED RELIEF
FROM RECEIVERSHIP ORDER TO
PERMIT PAYMENT OF LEGAL FEES
AND EXPENSES



I, Stanley H. Shure, declare as follows:

1. I am the principal and owner of the Law Offices of Stanley H. Shure (“LOSHS”), which is the duly appointed insurance coverage counsel for the Receivership Entity. I have over thirty (30) years’ experience as an insurance coverage attorney, and my legal practice for approximately the last twenty-five (25) years has almost exclusively been involved in representing policyholders in connection with insurance coverage disputes. I make this declaration in support of the Receivership Entity’s Response to Non-Party Andrew MacRitchie’s Motion to Intervene and for Limited Relief from Receivership Order to Permit Payment of Legal Fees and Expenses. (Dkt. No. 721) (hereinafter “Motion”). I am over eighteen years of age and otherwise competent to testify. I make this declaration based upon personal knowledge.

2. During the course of LOSHS’s representation of the Receivership Entity, I have been intimately involved with the insurance coverage matters concerning the Receivership Entity, including those involving the 2014/2015 policy-year and 2015/2016 policy-year Management Liability Policies and the insurers issuing these policies, which include Forge, Starr, and Underwriters.

3. Attached hereto as Exhibit 1 is a true and correct copy of the Settlement Term Sheet (“STS”) entered into by the Receivership and the authorized representatives of the Investors who as articulated therein made claims against the Receivership.

4. Over the last couple of months, I have had a couple extensive in-depth conversations with Roberts Knuts of Sher Tremonte, LLP, counsel for Andrew MacRitchie, involving the Receivership’s coverage position as it pertains to the Starr 2014/2015 policy. During the course of my discussions with him I discussed in depth with Mr. Knuts how the Receivership’s claim for coverage under the Starr 2014/2015 policy would adversely impact MacRitchie’s competing claim for coverage under the same Starr policy.

5. During my initial conversation with Mr. Knuts I told him: (i) about the existence of the Receivership Coverage Action and the assertions made therein that Starr, *inter alia*, breached its 2014/2015 policy by refusing to pay the limits of liability of that policy to the

Receivership Entity (ii) that the Receivership Entity had entered into a \$30 million settlement with the Investors of the Investor Claims against the Receivership Entity in early February 2019 and that the settlement was referenced in the Receivership Coverage Action; (iii) about the Receivership Entity's position that its settlement with the Investors is a Loss covered by the Starr Policy; (iv) that such Loss exhausted the entire remaining Starr policy proceeds; (v) that such Loss was not subject to any "Priority of Payment" provision argument by MacRitchie because, at the time it was incurred, there was no covered Loss sustained by MacRitchie that would have priority over the Receivership Entity's Loss; and (vi) therefore there was no policy proceeds remaining in the Starr 2014/2015 policy for any Loss MacRitchie was seeking from Starr in connection with the DOJ Investigation.

6. I also discussed with Mr. Knuts, during the course of our conversation, about existence of Judge Papak's prior ruling addressing priority-of-payment provisions wherein he ruled that the D&O policy proceeds were property of the Receivership estate and that his opinion could be found in the "docket" of the SEC Civil Action. I also mentioned how a review of the various pleading involving that ruling would show how extensively the issues were litigated.

7. During the course of our discussion I also Shure also mentioned the harm that the Receivership would sustain if individual insureds, such as MacRitchie, were allowed to access and deplete Starr's limits of liability for its 2014/2015 policy before the Receivership could have its coverage position in connection therewith adjudicated. Finally, I mentioned that, based upon the Receivership's position as articulated in the Receivership Coverage Action regarding the Catlin and Forge policies, that those policies would have an obligation to continue to provide defense costs to insured persons, such as MacRitchie.

8. My second conversation with Mr. Knuts, followed a formal request to by him to have a meet and confer in connection with a motion MacRitchie was contemplating bringing seeking to intervene and lift the stay associated with the receivership order in order to access the Starr 2014/2015 policy proceeds to pay legal fees incurred by MacRitchie in connection with the DOJ's investigation of MacRitchie. When I pressed Mr. Knuts about the particulars of

MacRitchie's position regarding the Receivership Entity's competing coverage claim regarding the same 2014/2015 Starr policy proceeds, Knuts answered each time that "he disagreed" albeit without any explanation regarding the bases of the disagreement.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed this 9th day of August 2019, at Los Angeles, California.

/s/ Stanley H. Shure
Stanley H. Shure

SETTLEMENT TERM SHEET

This Settlement Term Sheet is entered into by Ronald Greenspan, Receiver, in behalf of the Aequitas entities listed on the attached Schedule A (collectively referred to as the "Receivership Entities"), and on behalf of the investors in Aequitas associated funds and entities and represented in the following actions:

- *Ciuffitelli et al. v. Deloitte & Touche LLP, et al.*, Case No. 3:16-cv-00-580 (D. Or.) ("Ciuffitelli Investors" – the *Ciuffitelli* action was filed as a putative Class action);
- *Albers et al. v. Deloitte & Touche LLP, et al.*, Case No. 3:16-cv-02239 (D. Or.) ("Albers Investors");
- *Pommier et al. v. Deloitte & Touche LLP et al.*, Case No. 16CV36439 (Mult. County Circuit Court); *Ramsdell et al. v. Deloitte & Touche LLP et al.*, Case No. 16CV40659 (Mult. County Circuit Court); *Layton et al. v. Deloitte & Touche LLP et al.*, Case No. 17CV42915 (Mult. County Circuit Court); *Cavanagh et al. v. Deloitte & Touche LLP et al.*, Case No. 18CV09052 (Mult. County Circuit Court) (collectively, "Pommier Investors");
- *Wurster et al. v. Deloitte & Touche LLP et al.*, Case No. 16CV25920 (Mult. County Circuit Court) ("Wurster Investors").

The Ciuffitelli Investors, Albers Investors, Pommier Investors, and Wurster Investors are collectively referred to as the "Investors." A list of the members of the Wurster Investors (Exhibit 1-a), Pommier Investors (Exhibit 1-b), and Albers Investors (Exhibit 1-c) is attached.

RECITALS

The Receivership Entities obtained a number of policies of liability insurance, including:

- XL/Catlin Specialty Insurance Company, Private Equity Management Liability Insurance, Policy No. MFP-686757-0714, Policy Period July 1, 2014 – July 1, 2015 (extended to Nov. 1, 2015), \$5 million;
- Forge Underwriting (on behalf of PartnerRe Ireland Insurance Limited/dac), Excess Claims Made Private Equity Liability Insurance, Policy No. 0146ERUSA1400543, Period of Insurance July 1, 2014 – July 1, 2015 (extended to Nov. 1, 2015), \$5 million excess of \$5 million;

- Starr Indemnity & Liability Company, Starr Secure Excess Liability Policy, Policy No. SISIXFL21175714, Policy Period July 1, 2014 – July 1, 2015 (extended to Nov. 1, 2015), \$5 million excess of \$10 million;
- Forge Underwriting, London (Forge) 2015-2016 Primary Policy 001, Policy No. B046ERUSA1500543, Policy Period November 1, 2015 – November 1, 2016, \$5 million;
- Lloyd's – Syndicate, London (Aspen Group) 2015-2016 First-Level Excess Policy 017, Policy No. B0146ERUSA1500643, Period of Insurance November 1, 2015 – November 1, 2016, \$5 million excess of \$5 million;
- Starr Indemnity & Liability Company, Starr Secure Excess Liability Policy, Policy No. SISIXFL21175715, Policy Period November 1, 2015 – November 1, 2016 (follow form policy), \$5 million excess of \$10 million.

These policies are collectively referred to as "the Policies." The insurers on these policies are collectively referred to as "Insurers."

On October 8, 2014, in *In re Aequitas Management, LLC*, SF-3959, a Securities and Exchange Commission proceeding, the SEC issued an Order Directing Private Investigation and Designating Officers to Take Testimony. Aequitas obtained a copy of the Order and forwarded it to the Insurers who provided coverage for the July 1, 2014 – July 1, 2015 policy period, as extended. Notice of Circumstance – Insd: Aequitas Holdings, LLC/Securities & Exchange Commission (June 26, 2015).

On February 26, 2015, the Consumer Finance Protection Bureau issued a Civil Investigative Demand to Aequitas Capital Management. (See also CFPB letter dated March 12, 2015). Aequitas forwarded the CID to the Insurers who provided coverage for the July 1, 2014 – July 1, 2015 policy period, as extended. Notice of Circumstance – Insd: Aequitas Holdings, LLC/Consumer Financial Protection Bureau (June 25, 2016).

On March 10, 2016, the SEC filed a complaint against Aequitas Management, LLC, Aequitas Holdings, LLC, Aequitas Commercial Finance, LLC, Aequitas Capital Management, Inc.; Aequitas Investment Management, LLC, Robert J. Jesenik, Brian Oliver, and Scott Gillis. *SEC v. Aequitas Management, LLC, et al*, No. 3:16-cv-00438-PK, currently pending in U.S. District Court for the District of Oregon ("SEC Civil Action"). On March 16, 2016, the court in the SEC Civil Action entered a stipulated order appointing Ronald Greenspan as the Receiver for the Receivership Entities.

As part of that order in the SEC Civil Action, the court entered a stay of litigation that stayed all civil proceedings involving the Receiver or the Receivership Entities. But

for the stay, the Investors are and have been prepared to commence actions against the Receivership Entities.

On October 31, 2016, the Receiver, through his lawyer, sent five notice of claim (potential claim) letters to the Insurers for the 2015-2016 policy year.

Thereafter, on August 10, 2017, September 11, 2017, and September 12, 2017 different groups of Investors made demands upon the Receivership Entities for damages (claims) in amounts exceeding \$605 million. Some of the demands (claims) made by the Investors included claims for wrongful acts that arose from, were based upon, or were attributable to the same wrongful acts raised, or were interrelated to the wrongful acts raised in the SEC Order or the CFPB CID. Other of the demands (claims) made by the Investors included claims for wrongful acts that arose from, were based upon, or were attributable to the same wrongful acts raised, or were interrelated to the wrongful acts raised in the five October 31, 2016 notice of claim (potential claim) letters from the Receiver to the Insurers for the 2015-2016 policy year. Among other things, demands by Investors included, but were not limited to, claims for breach of fiduciary duties, aiding breaches of fiduciary duties, and abuse of vulnerable persons (elder abuse).

By letters dated August 30, 2017 and September 21, 2017, the Receiver notified the Insurers who provided coverage for the November 1, 2015 – November 1, 2016 policy period (subject to extension) of the claims made by the Investor groups in August and September, 2017. Those Insurers have disclaimed or denied coverage of the claims by the Investors.

Thereafter, on February 13, 2018, the Investors presented an offer (demand) to the Receivership Entities to settle, for \$21 million, the claims covered by all of the policies of liability insurance. The offer noted that the amount of the demand was close to, but less than, the then-remaining remaining insurance limits. (On March 19, 2018, the Investors sent a supplemental letter indicating their willingness to explore a global settlement that included the individuals covered by the policies of liability insurance.) On May 4, 2018, the Investors sent a new demand letter stating that if the offer was not accepted by May 8, 2018, it would be deemed withdrawn and that Investors would instead be seeking a settlement of \$45 million. The Receiver Entities notified the Insurers of the offer, but the Insurers refused to pay the offer to settle within policy limits.

Thereafter, the Receiver attempted to negotiate a settlement with the Investors of all claims arising in tort and including those claims covered by the policies of liability insurance.

The parties to this Settlement Term Sheet engaged in a mediation with the Insurers on August 22-23, 2018 and November 12, 2018. Louis D. Peterson served as mediator in those sessions and continues to serve in that capacity. This Settlement Term Sheet is intended to resolve certain claims and other issues between Investors and the Receiver.

SETTLEMENT TERMS

1. Settlement Amounts and Allocation. In consideration of the releases to be provided in Settlement Agreements, the Receiver, on behalf of the Receivership Entities, agrees to pay a total of \$30 million to Investors. That payment will be allocated among the plaintiff groups as follows:

- a. \$20,910,000 to the Ciuffitelli Investors (69.80%);
- b. \$3,660,000 to the Albers Investors (12.20%);
- c. \$3,240,000 to the Wurster Investors (10.80%); and
- d. \$2,190,000 to the Pommier Investors (7.20%).

The payment to each of the different groups of Investors (the "Settlement Payment") will be made by check payable to the applicable Lawyers' Trust Account in the case of the Albers, Wurster, and Pommier Investors; and to an account designated by the court in the Class action in the case of the Ciuffitelli Investors. Each Settlement Payment amount will be incorporated into the appropriate Settlement Agreement.

2. Releases in the Settlement Agreements.

a. Each Settlement Agreement will provide for the release of (1) all claims that such Investors have against the Receivership Entities sounding in tort, including common law torts (including, but not limited to fraud, negligence, breach of fiduciary duty, and aiding breach of fiduciary duty) and statutory torts (e.g., claims arising under federal and state securities laws and elder abuse statutes); and (2) all claims that such Investors have against the Receivership Entities covered by the duty to indemnify provided by the Policies.

b. Notwithstanding any other provision of this Settlement Term Sheet, the release in each Settlement Agreement will exclude any claim sounding in contract (express, implied-in-fact, implied-in-law), and any claim arising from a right to share in any distribution of assets from a Receivership Entity (e.g., ORS 63.625).

3. Court Approval in SEC Civil Action of Settlement Agreement(s) as Condition Precedent of Payment; Class Action. Each Settlement Agreement will provide that payment of the Settlement Payment is expressly conditioned upon the approval of the court in the SEC Civil Action of the terms of such Settlement Agreement, to include a *pro tanto* claims bar. Accordingly, each Settlement Agreement will provide that, within a reasonable time following the execution of each, the Receiver will file in the SEC Civil Action a motion for approval of such Settlement Agreement. Such Investors will cooperate with the Receiver as is reasonably necessary in connection with the motion for approval. In addition, the Settlement Agreement with the Ciuffitelli Investors also will provide that payment of the amount of the Settlement Payment designated to be received by it is expressly conditioned upon the approval of the court in the Class action of the terms of such Settlement Agreement, and upon such other orders as the court might make in that action.

4. Payment of the Settlement Payment. Each Settlement Agreement will provide that, subject to occurrence of the conditions provided in paragraph 3, the Receiver will make the Settlement Payment provided in such Settlement Agreement within 21 days of the Receiver's receipt of a payment from an Insurer. Each Settlement Agreement will provide that to the extent that the amount of the payment received is less than the balance of all the Settlement Payments owed under all the Settlement Agreements, the Receiver will pay a pro rata portion of the Settlement Payments owed using the percentages provided in paragraph 1. Each Settlement Agreement will provide that before the Receiver makes any distributions to Investors as compensation for claims sounding in contract (express, implied-in-fact, implied-in-law) or for claims arising from a right to share in any distribution of assets from a Receivership Entity (e.g., ORS 63.625), the Receiver will pay the balance of the Settlement Payment owed under such Settlement Agreement.

5. Confidentiality. Except as provided herein, no party shall disclose the terms of this Settlement Term Sheet to any non-party without the consent of the other parties; provided the Receiver may share this Settlement Term Sheet with the insurers as a part of the mediation referred to in the Recitals.

[signatures appear on following pages]

SCHWABE WILLIAMSON & WYATT PC

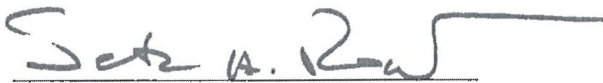
By: 

Troy Greenfield
1420 Fifth Avenue, Suite 3400
Seattle, WA 98101
Email: tgreenfield@schwabe.com
Telephone: (206) 407-1581

*Authorized Representative for the
Receiver and Receivership Entities*

Dated: February 8, 2019

MILLER NASH GRAHAM & DUNN LLP

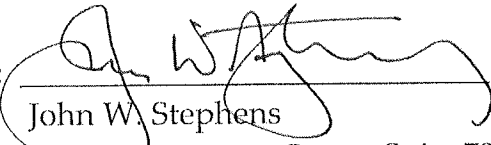
By: 

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Email: bruce.campbell@millernash.com
Email: seth.row@millernash.com
Telephone: (503) 224-5858

*Authorized Representative for Wurster
Investors*

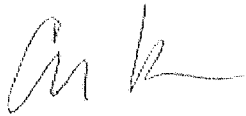
Dated: February FR, 2019

ESLER STEPHENS & BUCKLEY, LLP

By: 
John W. Stephens
121 SW Morrison Street, Suite 700
Portland, Oregon 97204
Email: esler@eslerstephens.com
Telephone: (503) 223-1510
*Authorized Representative for Pommier
Investors*


Dated: February 8th, 2019

LARKINS VACURA KAYSER LLP


By: _____
Christopher J. Kayser
121 SW Morrison Street, Suite 700
Portland, Oregon 97204
Email: cjkayser@lvklaw.com
Telephone: (503) 222-4424
*Authorized Representative for Pommier
Investors*

Dated: February 5, 2019

STOLL BERNE LLP

By: 
Timothy S. DeJong
209 SW Oak Street, Suite 500
Portland, OR 97204
*Authorized Representative for the
Cuiffitelli Class*

Dated: February ____, 2019

PEIFFER ROSCA WOLF ABDULLAH
CARR & KANE

By: _____
Joseph C. Peiffer
201 St. Charles Avenue, Suite 4610
New Orleans, LA 70170
Email: jpeiffer@prwlegal.com
Telephone: (504) 586-5259
*Authorized Representative for Albers
Investors*

Dated: February ____, 2019

STOLL BERNE LLP

By: _____
Timothy S. DeJong
209 SW Oak Street, Suite 500
Portland, OR 97204
*Authorized Representative for the
Cuiffitelli Class*

Dated: February ___, 2019

PEIFFER ROSCA WOLF ABDULLAH
CARR & KANE

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New Orleans, LA 70170
Email: jpeiffer@prwlegal.com
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*Authorized Representative for Albers
Investors*

Dated: February 4, 2019

DAREN A. LUMA, PLLC

By: _____

Daren A. Luma

75 South Broadway, Suite 400

White Plains, NY 10601

Email: dluma@lumalegal.com

Telephone: (914) 304-4051

*Authorized Representative for Albers
Plaintiffs*

Dated: February 7, 2019

EXHIBIT A

1	Aequitas Enterprise Services, LLC	27	Aequitas Capital Opportunities Fund, LP
2	Aequitas Hybrid Fund, LLC	28	Aequitas Capital Opportunities GP, LLC
3	Aequitas Income Opportunity Fund II, LLC	29	ACC Holdings 5, LLC
4	Aequitas Private Client Fund, LLC	30	ACC Funding Series Trust 2015-5
5	Aequitas Income Opportunity Fund, LLC	31	Aequitas Corporate Lending, LLC
6	Aequitas ETC Founders Fund, LLC	32	Aequitas Wealth Management, LLC
7	Aequitas Enhanced Income Fund, LLC	33	Aequitas Wealth Management Partner Fund, LLC
8	Aequitas WRFF I, LLC	34	Hickory Growth Partners, LLC
9	Aequitas Income Protection Fund, LLC	35	Aspen Grove Equity Solutions, LLC
10	Aequitas EIF Debt Fund, LLC	36	Aequitas International Holdings, LLC
11	ACC C Plus Holdings, LLC	37	Aequitas Asset Management Oregon, LLC
12	ACC Holdings 2, LLC	38	AAM Fund Investment, LLC
13	ACC Funding Trust 2014-2	39	Aequitas Senior Housing Operations, LLC
14	Aequitas Peer-To-Peer Funding, LLC	40	Executive Citation, LLC
15	CarePayment Holdings, LLC	41	Executive Falcon, LLC
16	CarePayment, LLC	42	APF Holdings, LLC
17	CP Funding I Holdings, LLC	43	Aequitas Partner Fund, LLC
18	Campus Student Funding, LLC		
19	ACC F Plus Holdings, LLC		
20	ACC Holdings 1, LLC		
21	ACC Funding Trust 2014-1		
22	ML Financial Holdings, LLC		
23	Motolease Financial, LLC		
24	Unigo Student Funding, LLC		
25	The Hill Land, LLC		
26	Aequitas Senior Housing, LLC		

EXHIBIT 1-a to TERM SHEET

Wurster Group

WALTER WURSTER, individual

WALTER WURSTER, trustee for the WALTER W. WURSTER REVOCABLE TRUST

RONALD INOUE, trustee for the WALTER W. WURSTER IRREVOCABLE TRUST

ZAM CAPITAL GROUP, LLC, a California limited liability company

KEITH BARNES, individual

CUSTOM STAMPING, INC., a Nevada corporation

LEE JOHNSON, individual

LEE JOHNSON, as trustee for the LEE JOHNSON TRUST

PAUL SYLVAN, individual

PAUL GULICK, individual

PAUL GULICK, as trustee for the GULICK FAMILY TRUST

SHARON BARNES, individual

JULIE SCHMITZ, individual

JEFF JOHNSON, individual

KENYON CLARK and KATHY CLARK, husband and wife

PETER DAFFERN and ZOE DAFFERN, husband and wife

MIGUEL A. ELIAS, as trustee for THE DECLARATION OF TRUST OF MIGUEL A. ELIAS

JA 309 INVESTORS, LLC, a Michigan limited liability company

THOMAS E. MULFLUR, individual

THOMAS E. MULFLUR and CYNTHIA R. MULFLUR, husband and wife

THOMAS E. MULFLUR and CYNTHIA R. MULFLUR, as co-trustees for the
THOMAS E. MULFLUR AND CYNTHIA R. MULFLUR REVOCABLE LIVING
TRUST

NB 309 INVESTORS, LLC, a Michigan limited liability company

WILLIAM RUH, as trustee for the WILLIAM J. RUH TRUST

JAMES SAIVAR and LYNN SAIVAR, as cotrustees for the JAMES AND LYNN
SAIVAR FAMILY TRUST

BENJAMIN SIETSEMA, individual

KENT THOMPSON, individual

THE JERRY L. & MARCIA D. TUBERGEN FOUNDATION

JAMES M. WRIGHT, individual

ADAM ZUFFINETTI, individual

MICHAEL J. ZUFFINETTI and TERI DEA ZUFFINETTI, husband and wife

STEVEN J. SHARP, individual

PATRICIA SHARP, as trustee for the STEVEN SHARP IRREVOCABLE 2012 TRUST

PARTHA SAROTHI KUNDU, individual

AXEL H. FLICHTBEIL, individual

STEWART BOGEN, as trustee for the BOGEN FAMILY TRUST

ART DORFMAN, individual

DEAN STEIN, individual

DENNIS A. JOHNSON, individual

EDWIN G. HATTER, JR., individual

GARY and JANET LITTLE, husband and wife

GARY R. MIEHE, individual

HUGH DOUGLAS YEARSLEY, individual

JAMES MAILANDER, individual

JEFFREY STUART, individual

JOHN CLARK MORZELEWSKI, individual

KENNETH A. MEYER, as trustee for the KENNETH A. MEYER FAMILY TRUST

LAWRENCE C. RAY, individual

LEON MCKENDRICK, as trustee for the LEON AND JEANNIE MCKENDRICK
FAMILY TRUST

PHYL A. RAY, individual

MAXIS INSURANCE CO. LTD.

MICHAEL SEMPRINI, as trustee for the MICHAEL SEMPRINI LIVING TRUST

PAULA KIMBLE, individual

PUGET SOUND INVESTMENTS, LLP, an Arizona limited liability partnership

RAJAN PAREKH, individual

RAJAN V. and JILL C. PAREKH, husband and wife

ROBERT L. SUGAR, individual

ROSE MARIE LE CHEMINANT, individual

SANDY AND ANN COLEMAN, as co-trustees for the COLEMAN FAMILY TRUST

SCOTT LOVETT, individual

STEPHEN PATYK, individual

STEVEN J. LABAND and LAUREL KUBBY, as co-trustees for the STEVEN J.
LABAND

AND LAUREL KUBBY TRUST

THOMAS BERETVAS, individual

DAVID S. NICHOLAS, as trustee for the LOIS J. NICHOLAS TRUST

CHERYL HOLT, individual

MICHAEL MCDONALD, individual

LUKE TUBERGEN, individual

ROBERT BEAUCHAMP and LYNDIA BEAUCHAMP, as co-trustees for the ROBERT
BEAUCHAMP FAMILY LIVING TRUST

REBECCA LECHMINANT, individual

ERIK HENDRIK VOLKERINK, individual

TONY G. ENG, individual

TONY G. ENG and CLARISA I. ENG, husband and wife

EXHIBIT 1-b to TERM SHEET
Pommier, Ramsdell, and Layton Groups

ABDOU, SHAREEF, as trustee of SHAREEF ABDU FAMILY TRUST

AKEJ INVESTMENTS, LLC, an Arizona limited liability company

APPIGNANI, LOUIS, an individual

AVNY, DAVID and SUSAN, as trustees of THE AVNY FAMILY TRUST

BAKER, SUN SUQIN, an individual

BEARDSLEY, MARY ANN and WARREN, as individuals

BEARDSLEY, MARY ANN, an individual

BEARDSLEY, MARY ANN, as trustee of MARY ANN BEARDSLEY ROTH IRA

BEARDSLEY, WARREN, an individual

BEARDSLEY, WARREN, as trustee of the WARREN BEARDSLEY ROTH IRA

BENNETT, MATTHEW abo Betty T Bennett, Self Directed IRA

BERT, JEFFREY KENT as trustee of JEFFREY KENT BERT IRA

BHARGAVA, ARJUN, an individual

BHARGAVA, ARVIND & ANU, as individuals

BHARGAVA, SHIVANI, an individual

BRANDT, KATHLEEN, as trustee of KATHLEEN BRABDT ROLLIVER IRA

BROWN, JORDAN, as trustee of DR. JORDAN BROWN TRUST SALEM EYE CLINIC
PENSION PLAN POOLED ACCOUNT

BURRILL, SUSANNE, as trustee of SUSANNE A BURRILL REVOCABLE LIVING TRUST

CALABRO, ANTHONY, an individual

CALABRO, ANTHONY, as trustee of ANTHONY CALABRO IRA Anthony

CARTER, DONALD, as trustee for TRUST B UNDER SKOUGARD LIVING TRUST

CAVANAUGH, JOHN, as trustee of the LJM TRUST

CERF, LAWRENCE, as trustee of LAWRENCE E. CERF REVOCABLE TRUST

CHEN, ANTHONY, an individual

CHEUNG, MARY, as trustee for MARY SAU-WAN CHEUNG TRUST

CHEW, THOMAS, as trustee of THOMAS CHEW ROLLOVER IRA

CHIANG, LUCY and TANG, CHOK, as individuals

CHIAPELLA, LYNN, as trustee of the LYNN G. CHIAPELLA IRA

CHOI, WINGLIK, as trustee of WINGLIK CHOI IRA

CHOU, JULIE, as trustee of JULIE CHOU ROLLOVER IRA

CHU, CHEUK, as trustee of CHEUK WAH ROLLOVER IRA

CHU, RAYMOND and PEGGY as trustees of CHU FAMILY TRUST

CHU, SALLY, as trustee of SALLY HUI-LING CHU IRA

CHUI, PETER and ROSEANNA, as trustees of the CHUI TRUST

COMEY, DIANE, as trustee of DIANE COMEY ROLLOVER IRA

CURRY, JOHN W. III, an individual

DAVID and CARRIE SCHULMAN FAMILY FOUNDATION, INC.

DE GRAAF, CLARE, as trustee of CLARE DE GRAAF IRA

DUGHI, GARLAND and BRUCE, as individuals

DUTT, SOURAV, as trustee of SOURAV DUTT ROLLOVER IRA

ETHERIDGE, BARBARA, an individual

FAN, ELLEN, as trustee of ELLEN FAN ROTH IRA

FANG, HAO and MAO, YIPEI JENNIFER, as trustees of FANG MAO FAMILY TRUST

FOUTCH, ERNEST P., as trustee of ERNEST P. FOUTCH IRA

FOUTCH, MICHELLE Y., as trustee of MICHELLE Y. FOUTCH IRA

GUO, ZHONG JIU, as trustee of ZHONG GUO ROLLOVER IRA

GUPTA, AMAR and PADMINI, as trustees of the STARBRIGHT TRUST

GUTIERREZ, LUIS, an individual

HANSEN, CRAIG, as trustee of CRAIG HANSEN IRA
HAO, SZUMING and SU, HUA-YU, as trustees of HUA-YU SU AND SZUMING HAO
1996 FAMILY TRUST

HARIHARA, MOHAN, as trustee of MOHAN HARIHARA ROLLOVER IRA

HSUING, LAWRENCE, as trustee of LAWRENCE K HSUING ROLLOVER IRA

JACKMAN, M. STEPHEN, as trustee of M. STEPHEN JACKMAN IRA

JAYAKUMAR, VASANTHA and NATARAJAN, JAYAKUMAR, as individuals

JHAM, AROON and SAPRU, NISHA, as individuals

JING, TAO and XU, HONG, as individuals

JOHNSON, ROBERT, an individual

KARNAVY, CHARLES and KAN, TIN-NA, as individuals

KRESS, LESLYE, an individual

KRESS, LESLYE, as executor of the ESTATE OF EILEEN STONE

KUNG, ELLEN B. and HIN LOK, as individuals

KUO, MANNA , as trustee of the MANNA N. KUO ROLLOVER IRA

LABANZ, LEEANNE, as trustee of STILES-NICHOLSON FOUNDATION

LAM, JENNIFER and LE, HANG, as trustees of Le and Lam Dental Corp MPPP

LAYTON, CHARLES and MARTHA , as individuals

LIANG, GONG-SHYA, an individual

LIAO, CHIAWEI , as trustee of CHAIWEI LIAO ROLLOVER IRA

LIEM, CHEN FEE, as trustee of the CHEN FEE LIEM ROLLOVER IRA

LIM, VIVIAN, as trustee of VIVIAN LIM ROLLOVER IRA

LIU, DICK, as trustee of DICK LIU ROLLOVER IRA

LUCZO, STEPHEN J., as trustee of STEPHEN J. LUCZO REVOCABLE TRUST

LUDERS, JURGEN and REBECCA, as trustee of REBECCA A. LUDERS TRUST Rebecca
A. Luders

MA, BING FONG, an individual

MA, KINNIE, as trustee of KINNIE MA ROLLOVER IRA

MATTSON-HAMILTON, MICHELLE and TREVOR, as individuals

MENOCAL, STEFANIE and RAIMUNDO, as individuals
NG, WING FOON, as trustee of the WING FOON NG ROLLOVER IRA
NICHOLSON, DAVID, as trustee of DAVID J.S. NICHOLSON LIVING TRUST
NORRIS, WENDI, as trustee of WENDI M. JACKMAN NORRIS 2009 GIFT TRUST
OPPENHEIM, AL, as trustee of the OPPENHEIM/SLAGLE FAMILY TRUST
PATEL, CHETNA JAYENDRA, as trustee of the CHETNA PATEL ROLLOVER IRA
PERNG, SHUN-YEE, an individual
POMMIER, KENNETH and ISABELLA, as trustees of KENNETH W. POMMIER & ISABELLA B. POMMIER FAMILY REVOCABLE TRUST
RAHNAMA, MANI, as trustee of MANI RAHNAMA IRA
RAHNAMA, NAZANIN, an individual
RAHNAMA, NIMA, as trustee of NIMA RAHNAMA IRA
RAJAGOPALAN, CHITHRA, as trustee of CHITRA RAJAGOPALAN ROLLOVE IRA
RAMSDELL, CHARLES, as trustee of CHARLES T. RAMSDELL IRA
RAMSDELL, CHARLES, as trustee of CHARLES T. RAMSDELL ROTH IRA
RAMSDELL, JOAN, as trustee of the JOAN LESLIE RAMSDELL ROTH IRA
REYES, TERESA and MARIBELL, as individuals
REYES, TERESA, as trustee of 2013 TERESA O. REYES FAMILY TRUST
SADANA, SUMIT, as trustee of SADANA FAMILY TRUST
SALTA, STEVEN, an individual
SAMANTA, ARINDAM, an individual
SCHNUTE, WILLIAM JR., as trustee of WILLIAM CHARLES SCHNUTE, JR. ROLLOVER IRA
SCHULMAN, DAVID, an individual
SCHULMAN, DAVID, as trustee of the DAVID B. SCHULMAN PROFIT SHARING PROGRAM
SHINOHARA, MASARU, as trustee of MASARU SHINOHARA
SHINOHARA, MASARU, as trustee of MASARU SHINOHARA REVOCABLE LIVING TRUST
SHRAGER, ARI and LILY, as trustees of ARI & LILY SHRAGER LIVING TRUST

SMITH, R. TOM SMITH and MARCELLA J., as trustees of the SMITH FAMILY TRUST
SMITH, R. TOM, as trustee of R. TOM SMOTH IRA
SO, LING LIN, as trustee of LING SO ROLLOVER IRA
STERLING, FRANCIS, as trustee of F.L. STERLING TRUST
STERN, EVE and IVERSON, DON, as individuals
STONE, RICHARD, as trustee of BLACKNER STONE & ASSOCIATES DEFINED
BENEFIT PLAN
SURBER, LORETTA, as trustee of LORETTA SURBER IRA
TAI, CHRISTINE, an individual
TAI, JAMES, as trustee of JAMES C. TAI ROLLOVER IRA
THOMAS, MICHAEL and WEN CHI, as trustees of THOMAS FAMILY TRUST
TONG, LESTER and JANICE, as trustees of TONG FAMILY TRUST
TONG, SHUI-MAN, as trustee of SHUI-MAN TONG ROLLOVER IRA
TONG, SHUI-MAN, as trustee of SHUI-MAN TONG TRUST
TRINH, CUONG and NGUYEN, THANHQUY, as trustees of the TRINH FAMILY
TRUST
TUNG, JASON, as trustee of the JASON TUNG ROLLOVER IRA
TUNG, JULIA and TUNG, AMELIA, as trustees of WAI AND JULIA W. TUNG 1991
REVOCABLE TRUST AND TUNG, JULIA, an individual
TURNER, ILARIA and PINK, JOHN, as individuals
UNIFAM, L.P, Leeanne Labanz as managing member
VU, MINH DIEU, as trustee of MINH DIEU VU ROLLOVER IRA
WATFORD INVESTMENTS, LLC a Texas limited liability company
WHITMAN, RANDALL M. and DEBORAH A. JTWROS
WHITNEY, ALAN, as trustee of ALAN L. WHITNEY IRA
WILHELM, BRUCE, an individual
WONG, PAK CHING and BETTY, as trustees of PAK CHINGWONG AND BETTY
WONGLIVING TRUST
WORKMAN, SIDNEY and ALENE, as individuals
WU, ERICA, as trustee of ERICA WU ROLLOVER IRA
YANG, JUN, an individual

ZHENG, JOE and SUN, YINGJU, as trustees of JOE ZHENG AND YINGJU SUN FAMILY TRUST

ZHOU, ZHEJING, as trustee of ZHEJING ZHOU ROTH IRA

ZHOU, ZHEJING, as trustee of ZHEJING ZHOU ROTH IRA

EXHIBIT 1-c to TERM SHEET

Albers Group

HARRY and UNNA ALBERS, husband and wife

KAREN ANDERSON, individually

JEAN ANDREIKO, individually

JODY ANDREIKO-ODEGARD, individually

SCOTT ANDREIKO, individually

FRANCIS and BETTY FLAIM, as trustees for the FLAIM REVOCABLE TRUST

JOANN FLAIM, as trustee for THE BRADLEY DAUGHTER 2006 REVOCABLE LIVING TRUST

STEPHEN FLAIM, as trustee for FLAIM 1998 FAMILY TRUST

STEPHEN FLAIM, individually

STEPHEN FLAIM, as trustee for the JOHN G. WATSON FOUNDATION

LARRY GOLDSTEIN and NANCY WIEDLIN, husband and wife

PAUL HEATH, individually

THOMAS and SARAJEAN HERRMANN, husband and wife

COLLEEN HOBLIT, individually

DAVID JACKSON, individually

GREG LEWIS and MARY JACKSON, husband and wife

ROBERT MANLY, individually

ANNE MCCAMMON, individually

DONALD MCGEE, individually

WILLIAM OLHAUSEN, individually

WILLIAM AND DONA OLHAUSEN, as trustees for the OLHAUSEN FAMILY TRUST

CAROL PAQUETTE, individually

GABRIELA PARENTE, as trustee for the M. GABRIELA PARENTE FAMILY TRUST

BEATRICE RECTOR, as trustee for the BEATRICE RECTOR REVOCABLE LIVING TRUST

RICK REHAN, as trustee for THE REHAN FAMILY 1990 TRUST,

MICHAEL STEVENSON, individually

ANNE and GEORGE STOLL, husband and wife

WILLIAM TYSON, individually

GREG VANDUZER, individually

RAHEL ABRAHAM, individually

VIRGINIA ADAMS, individually

RICHARD ADER, individually

PAUL AND ERNESTINE ALLEN, husband and wife

PETER ANDERSON and SUSAN ROESELER, husband and wife

LEIGH ANNE HADLEY and KARL BALZER, husband and wife and each individually

JAMES BARBER, as trustee for the JAMES AND EMMA BARBER MARITAL TRUST,

STEVEN BEAIRD, individually

GREGORY and BARBARA BERGERE, husband and wife

MURALDHARAN BHOOPATHY and AMUDHA SUNDARAMURTHY, husband and wife

ROSANNA BOULTON, individually

PHIL BOULTON, individually

STEVE BOYD, individually and as trustee for the SABELLA BOYD FAMILY TRUST

LAURA BRACKENRIDGE, individually

JOHN BRILL, individually

ALVAN BROWN, individually

EDWARD BULGER, individually

EDWARD BULGER, as trustee for the BULGER LIVING TRUST

DAN and SUSAN BUREAU, husband and wife

JOEL BUSHMAN, individually

KIM CALDWELL, individually

ANGELA CHEEK, individually

DAVID CHEEK, individually

KEVIN CHEN, individually and as trustee for JOY CAPITAL, LLC, a Washington limited liability company

KEVIN CHEN, as trustee for LIAN SHAO

CHU-TIEN AND YI-JEN CHIA, husband and wife

SHEUNG CHOW and WING-HUNG YAN, husband and wife

JEFFREY and RONNI COHEN, husband and wife

KARRA CRAWFORD, individually

TIMOTHY CUSTER, individually

ALEXANDER MEMORAN DADGAR, individually and as assignee of ARMON DADGAR

ALI DADGAR and FARIBA RONNASI, husband and wife

ERNEST and PAIGE DANTINI, husband and wife

TUAN DAO, individually

JUDY DELAROSE, individually

KAM and PARISA DERAQSHANI, husband and wife

GURCHARAN K. DHALIWAL, individually

BARBARA DOWNS, individually

DAVID EIDE, individually

PEGGY EIDE, individually

GARY and KATHLEEN ETCHELLES, husband and wife

KATHLEEN ETCHELLES, individually

RUDOLPH FALLER, as trustee for the RUDOLPH A. FALLER LIVING TRUST UA 7/13/1993,

CYRENA FALLER, as trustee for the CYRENA FALLER TRUST

VINCENT B. FERNANDES, individually

JUDY FLEXER, individually

KEN FLEXER, individually

DAVID FONTANA, individually

RYAN FOX, individually

LINDA GILSON, individually

JOHN GONNELLA, individually

CAROL GONNELLA, individually

JOHN GOULD, JR., as executor for the ESTATE OF JOHN V. GOULD

SALLY GOULD, individually

TERRANCE GRIER, as trustee for the TERRANCE M. AND DIANE M. GRIER TRUST
12/27/2010

DAVID WHITNEY and RUTH WHITNEY, as trustees for the EDITH GROBE
FOUNDATION

BRUCE HALE, individually

JOHN HALLER, individually

JOHN HALLER, as trustee for the FRANKLIN M. HENRY MARITAL TRUST,

DAVID HARRIS, individually

JAMES HARVEY, trustee for the HARVEY REVOCABLE TRUST

DONALD HAUGE, individually

MAX ANTON HERDE, individually

CHARLES EDWARD HUGGINS III, individually

ROLLIE HUNT, as trustee for STRAND HUNT CONSTRUCTION

DOLORES JOHANSEN, as trustee for the JOHANSEN FAMILY SURVIVORS TRUST
U/A DTD 2/01/1993 AND JOHANSEN CREDIT SHELTER TRUST U/A DTD 2/01/1993,

ARASH KABIR and SANA PARSIAN, husband and wife

ARMIN KABIR, individually

ARMIN KABIR and MINA LOGHAVI, husband and wife
VICTORIA and GREGORY KARPSTEIN, husband and wife
KELLY KIM, individually
ROSS and LORRELLE KLINGER, husband and wife
ROBERT KLINK, individually
PATRICIA KLINK, individually
ROBERT AND RENEE KOCH, husband and wife and as trustees for the RENEE
C.KOCH LIVING TRUST AND ROBERT H. KOCH LIVING TRUST,
KEVIN KORPI, individually
WEN LACASSE, individually
CLIFFORD AND MYRNA LAYCOCK, as trustees for the CLIFFORD AND
MYRNA LAYCOCK FAMILY TRUST,
ANN ELIZABETH LECLAIR, individually
MARK LECLAIR, individually
IRVING LEVINSON, individually
ROBERT LEVINSON, individually
MECHELE LIMBAUGH, individually
TONY LIMBAUGH, JR., as power of attorney for his deceased parents, TONY
LIMBAUGH SR. and LOLA LIMBAUGH,
JAMES LIVERMORE, individually
BRAD LUNDBERG, individually
DEBORAH MALONEY, individually
SEAN and JONI MAYER, husband and wife
KARIN MCGINN, individually
JOHN MCGINN, individually
JOHN MCKENNA, individually
CATHERINE MOELLER, individually
EDWARD MOORE, individually

MEHRDAD NAEINI and SHAHRZAD AMINI, husband and wife

JOSEPH and KELA NESS, husband and wife

MARY NICHOLSON, individually

DONALD NORTON, individually

HEIDI OWENS, individually

MARY T. PETERSON, as trustee for the MARY T. PETERSON REVOCABLE TRUST

SUDHA PIDIKITI and VIKRAM YEMULAPALLI, husband and wife

EMILY QUAN, individually

DONALD RAMSTHEL, individually

LALEH RAMSTHEL, individually

ANTHONY RAVANI, individually

EDNA READ, individually

PATRICIA REBNE, individually

JOHN REDL, individually

OWEN REESE JR, individually

DAN REINER, individually

JERI MORGAN REINER, individually

ALLEN and SUSAN REITER, husband and wife

SUSAN REITER, as trustee for the JOSEPH E. FELDMAN TRUST FBO UA 6/15/1984

ALLEN RHYASEN, individually

RAYMOND RINGERING, individually

FARIBA RONNASI, individually

SUSAN SABELLA, individually

KEN SCHREIER, individually

BEHROUZ SHOKRI, individually

BEHROUZ and FARIBA SHOKRI, husband and wife

GARY SIMPSON, individually

DAVID and POLLY SKONE, husband and wife

LAKSHMI SRINIVASAN and K.S. VENKATRAMAN, husband and wife

CHRISTOPHER STAHL, individually

TIM STARKEY, individually

JAMES and DEVON SURGENT, husband and wife

DEVON SURGENT, individually

MARLA and GEORGE SURGENT, husband and wife

LAURIE SYLLA, individually

SITA VASHEE, individually

VIJAYKUMAR VASHEE, individually and as trustee for the Vashee Family Limited Partnership

DONALD VERKEST, individually

LINDA WALL, individually

DAVID WHITNEY, as trustee for the DAVID AND RUTH WHITNEY FAMILY TRUST

DAVID WHITNEY, individually

PHILIP WIDMER, individually

MAUREEN WIMBISCUS, trustee for the MAUREEN A. WIMBISCUS TRUST

KYLE YAKABU, individually

FAROKH and GEETI YAZDANI, husband and wife

MARY T. PETERSON, as trustee for the MARY T. PETERSON REVOCABLE TRUST,

CHRISTOPHER J.N. TOWNER, as director for GALENA INVESTMENTS, INC., a Barbados Corporation

LESLIE FERRONE, individually

RICHARD and JENNIFER MONAHAN, as trustees for the MONAHAN LIVING TRUST

DONALD SEARCY, as trustee for the ELIZABETH ANNE TRUST

KATHLEEN SEARCY, as trustee for the KATHLEEN M. SEARCY TRUST