

**United States Bankruptcy Court  
District of Delaware**

**Voluntary Petition**

|   |   |
|---|---|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Acartha Group, LLC</b>   | Name of Joint Debtor (Spouse) (Last, First, Middle):  |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):        |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)<br>[REDACTED] <b>5996</b> | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) |
| Street Address of Debtor (No. and Street, City, and State):<br><b>Two Tower Center Boulevard<br/>20th Floor<br/>East Brunswick, NJ</b>    | Street Address of Joint Debtor (No. and Street, City, and State):   |
| ZIP Code<br><b>08816</b>  | ZIP Code  |
| County of Residence or of the Principal Place of Business:<br><b>Middlesex</b>  | County of Residence or of the Principal Place of Business:  |
| Mailing Address of Debtor (if different from street address):   | Mailing Address of Joint Debtor (if different from street address):   |
| ZIP Code  | ZIP Code  |

Location of Principal Assets of Business Debtor (if different from street address above):

|  |   |   |
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| <p align="center"><b>Type of Debtor</b><br/>(Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors)<br><i>See Exhibit D on page 2 of this form.</i><br><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)<br><input type="checkbox"/> Partnership<br><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | <p align="center"><b>Nature of Business</b><br/>(Check one box)</p> <input type="checkbox"/> Health Care Business<br><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)<br><input type="checkbox"/> Railroad<br><input type="checkbox"/> Stockbroker<br><input type="checkbox"/> Commodity Broker<br><input type="checkbox"/> Clearing Bank<br><input checked="" type="checkbox"/> Other | <p align="center"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <input type="checkbox"/> Chapter 7<br><input type="checkbox"/> Chapter 9<br><input checked="" type="checkbox"/> Chapter 11<br><input type="checkbox"/> Chapter 12<br><input type="checkbox"/> Chapter 13<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding<br><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding |
| <p align="center"><b>Chapter 15 Debtors</b></p> Country of debtor's center of main interests:<br><br>Each country in which a foreign proceeding by, regarding, or against debtor is pending:   | <p align="center"><b>Tax-Exempt Entity</b><br/>(Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).  | <p align="center"><b>Nature of Debts</b><br/>(Check one box)</p> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."<br><input checked="" type="checkbox"/> Debts are primarily business debts.   |

|   |  |
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| <p align="center"><b>Filing Fee</b> (Check one box)</p> <input checked="" type="checkbox"/> Full Filing Fee attached<br><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.<br><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | <p align="center"><b>Chapter 11 Debtors</b></p> Check one box:<br><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).<br><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).<br>Check if:<br><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).<br>Check all applicable boxes:<br><input type="checkbox"/> A plan is being filed with this petition.<br><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
|---|--|

|  |                                     |                          |                          |                                     |                                     |                               |                                |                              |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |
|--|-------------------------------------|--------------------------|--------------------------|-------------------------------------|-------------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|--------------------------|-----------------|-----------------------|------------------------|--------------------------|-----------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|-----------------------|--|
| <p><b>Statistical/Administrative Information</b></p> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.<br><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.   | THIS SPACE IS FOR COURT USE ONLY    |                          |                          |                                     |                                     |                               |                                |                              |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |
| <p><b>Estimated Number of Creditors</b></p> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> </table>  | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            | <input type="checkbox"/>            | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> | <input type="checkbox"/> | 1-49            | 50-99                 | 100-199                | 200-999                  | 1,000-5,000                 | 5,001-10,000                 | 10,001-25,000                 | 25,001-50,000                  | 50,001-100,000               | OVER 100,000          |  |
| <input checked="" type="checkbox"/>  | <input type="checkbox"/>            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            | <input type="checkbox"/>            | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |
| 1-49   | 50-99                               | 100-199                  | 200-999                  | 1,000-5,000                         | 5,001-10,000                        | 10,001-25,000                 | 25,001-50,000                  | 50,001-100,000               | OVER 100,000             |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |
| <p><b>Estimated Assets</b></p> <table style="width:100%; text-align: center;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>      | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            | <input type="checkbox"/>            | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |  |
| <input checked="" type="checkbox"/>  | <input type="checkbox"/>            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            | <input type="checkbox"/>            | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |
| \$0 to \$50,000  | \$50,001 to \$100,000               | \$100,001 to \$500,000   | \$500,001 to \$1 million | \$1,000,001 to \$10 million         | \$10,000,001 to \$50 million        | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion    |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |
| <p><b>Estimated Liabilities</b></p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table> | <input type="checkbox"/>            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>            | <input checked="" type="checkbox"/> | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |  |
| <input type="checkbox"/>   | <input type="checkbox"/>            | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/>            | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |
| \$0 to \$50,000  | \$50,001 to \$100,000               | \$100,001 to \$500,000   | \$500,001 to \$1 million | \$1,000,001 to \$10 million         | \$10,000,001 to \$50 million        | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion    |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |

|   |   |
|---|---|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i> | Name of Debtor(s):<br><b>Acartha Group, LLC</b> |
|---|---|

**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

|                                       |              |             |
|---------------------------------------|--------------|-------------|
| Location Where Filed: <b>- None -</b> | Case Number: | Date Filed: |
| Location Where Filed:                 | Case Number: | Date Filed: |

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

|  |               |             |
|--|---------------|-------------|
| Name of Debtor:<br><b>See Attachment</b> | Case Number:  | Date Filed: |
| District:                                | Relationship: | Judge:      |

|   |  |
|---|--|
| <p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> | <p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____<br/>Signature of Attorney for Debtor(s) (Date)</p> |
|---|--|

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):

**Acartha Group, LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ David L. Finger  
Signature of Attorney for Debtor(s)

David L. Finger 2556  
Printed Name of Attorney for Debtor(s)

Finger & Slanina, LLC  
Firm Name

1201 N. Orange Street  
7th Floor  
Wilmington, DE 19801-1186

\_\_\_\_\_  
Address

**Email: dfinger@delawgroup.com**

(302) 573-2525 Fax: (302) 573-2524  
Telephone Number

January 8, 2012  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Dixon R. Brown, Trustee of the BDM 1996 Irrevocable Trust,  
Signature of Authorized Individual

Dixon R. Brown, Trustee of the BDM 1996 Irrevocable Trust  
Printed Name of Authorized Individual

as Man. Mem. of Morriss Ent., 100% equity owner of Debtor  
Title of Authorized Individual

January 8, 2012  
Date

In re **Acartha Group, LLC**,  
Debtor

Case No. \_\_\_\_\_

**FORM 1. VOLUNTARY PETITION**  
**Pending Bankruptcy Cases Filed Attachment**

| <u>Name of Debtor / District</u>                            | <u>Case No. / Relationship</u>     | <u>Date Filed / Judge</u>         |
|---|------------------------------------|-----------------------------------|
| <b>Acartha Technology Partners, L.P.</b><br><b>Delaware</b> | <b>pending</b><br><b>Affiliate</b> | <b>01/08/12</b><br><b>pending</b> |
| <b>MIC VII, LLC</b><br><b>Delaware</b>                      | <b>pending</b><br><b>Affiliate</b> | <b>01/08/12</b><br><b>pending</b> |

### OFFICER'S CERTIFICATE

I, T. Wynne Morriss, the General Counsel of Acartha Group, LLC (the "Company") hereby attest and certify that the resolutions attached hereto as Exhibit A (the "Resolutions") were duly adopted by unanimous vote at a meeting of the Board of Directors of the Company held via telephone conference call on January 7<sup>th</sup>, 2012. The meeting was convened in accordance with the Company's Amended and Restated Limited Liability Company Agreement dated as of March 1, 2006 (the "LLC Agreement"), and each Director attending the meeting waived the provisions of the LLC Agreement regarding the provision of advance notice for meetings of the Board of Directors.

IN WITNESS WHEREOF, I have executed this Officer's Certificate as of this 7<sup>th</sup> day of January, 2012.

By: \_\_\_\_\_

  
T. Wynne Morriss

General Counsel, Acartha Group LLC

Exhibit A

ACARTHA GROUP, LLC, a Delaware limited liability company  
(The "Company")

RESOLUTIONS  
OF THE  
BOARD OF DIRECTORS  
("Board of Directors")

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors, members, employees, investors and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

FURTHER RESOLVED, that any individuals duly elected or appointed by the Board of Directors as the President, Vice President, Secretary, Treasurer or Chief Restructuring Officer (each, an "Authorized Officer" and together, the "Authorized Officers") are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as said Authorized Officer executing the same shall determine and in such form or forms as such Authorized Officer may approve;

FURTHER RESOLVED, that the law firm of Jacobs Partners LLC, 380 Madison Ave., New York, NY 10017 be, and hereby is, retained and employed as attorneys for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that the law firm of Finger & Slanina, LLC, One Commerce Center, 1201 N. Orange St., 7th floor, Wilmington, DE 19801-1186000, be, and hereby is, retained and employed as Delaware attorneys for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that Robert I. Hanfling be, and hereby is, retained and employed as Chief Restructuring Officer in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case including, without limitation, seeking authority to guarantee or borrow, and borrowing, amounts under any post-petition financing facility for itself or its affiliates, and granting liens, guarantees,

pledges, mortgages and/or other security therefor and filing financing statements, mortgages, intellectual property security agreements and other documents related thereto;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to employ and retain such additional legal counsel, financial advisors, accountants and other professionals, as such Authorized Officers deem necessary and advisable to advise the Company in connection with its case under chapter 11 of the Bankruptcy Code;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions to make, sign, execute, acknowledge and deliver (and record in the relevant office of the secretary of state or the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof;

FURTHER RESOLVED, that the Authorized Officers, be, and each of them hereby is, authorized on behalf of, and in the name of, the Company to execute any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed on behalf of the Company, to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates as may be reasonably required to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization, and to execute and deliver such documents, agreements and certificates, and to fully perform the terms and provisions thereof; and

FURTHER RESOLVED, that to the extent that any of the actions authorized by any of these Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

**United States Bankruptcy Court  
District of Delaware**

In re **Acartha Group, LLC**

Debtor(s)

Case No. \_\_\_\_\_

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| (1)  | (2)  | (3)   | (4)  | (5)   |
|--|--|---|--|---|
| <i>Name of creditor and complete mailing address including zip code</i>                    | <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | <i>Amount of claim [if secured, also state value of security]</i> |
| <b>Ameet Patel<br/>32 Fairhand Court<br/>Bridgewater, NJ 08807</b>                         | <b>Ameet Patel<br/>32 Fairhand Court<br/>Bridgewater, NJ 08807</b>   | <b>Employee Claim</b>   |  | <b>1,130,420.68</b>   |
| <b>Armstrong Teasdale<br/>7700 Forsythe Blvd.<br/>Suite 1800<br/>Saint Louis, MO 63105</b> | <b>Armstrong Teasdale<br/>7700 Forsythe Blvd.<br/>Suite 1800<br/>Saint Louis, MO 63105</b>   | <b>Trade Debt</b>   |  | <b>43,374.27</b>  |
| <b>B. Douglas Morriss<br/>7820 Maryland Avenue<br/>Saint Louis, MO 63105</b>               | <b>B. Douglas Morriss<br/>7820 Maryland Avenue<br/>Saint Louis, MO 63105</b>   | <b>Trade Debt</b>   |  | <b>1,579.86</b>   |
| <b>B. Douglas Morriss<br/>7820 Maryland Avenue<br/>Saint Louis, MO 63105</b>               | <b>B. Douglas Morriss<br/>7820 Maryland Avenue<br/>Saint Louis, MO 63105</b>   | <b>Employee Claim</b>   |  | <b>1,053,333.33</b>   |
| <b>Barbara B. Morriss Marital Trust<br/>7820 Maryland Avenue<br/>Saint Louis, MO 63105</b> | <b>Barbara B. Morriss Marital Trust<br/>7820 Maryland Avenue<br/>Saint Louis, MO 63105</b>   | <b>Note Payable</b>   |  | <b>376,140.56</b>   |
| <b>Christian Leedy<br/>2464 Taylor Road<br/>PO Box 109<br/>Wildwood, MO 63040</b>          | <b>Christian Leedy<br/>2464 Taylor Road<br/>PO Box 109<br/>Wildwood, MO 63040</b>  | <b>Employee Claim</b>   |  | <b>61,068.33</b>  |
| <b>Corporation Service Company<br/>PO Box 13397<br/>Philadelphia, PA 19101-3397</b>        | <b>Corporation Service Company<br/>PO Box 13397<br/>Philadelphia, PA 19101-3397</b>  | <b>Trade Debt</b>   |  | <b>14,418.78</b>  |
| <b>Dechert LLP<br/>PO Box 7247-66643<br/>Philadelphia, PA 19170-6643</b>                   | <b>Dechert LLP<br/>PO Box 7247-66643<br/>Philadelphia, PA 19170-6643</b>   | <b>Trade Debt</b>   |  | <b>20,492.50</b>  |
| <b>Dixon Brown<br/>1192 Park Avenue<br/>Apt. 5-E<br/>New York, NY 10128</b>                | <b>Dixon Brown<br/>1192 Park Avenue<br/>Apt. 5-E<br/>New York, NY 10128</b>  | <b>Employee Claim</b>   |  | <b>424,856.99</b>   |
| <b>Eric Sarasin<br/>Schaffuasernheinweg 87<br/>5408 Basel<br/>Switzerland</b>              | <b>Eric Sarasin<br/>Schaffuasernheinweg 87<br/>5408 Basel</b>  | <b>Note Payable</b>   |  | <b>5,626,140.56</b>   |



Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

| (1)<br><i>Name of creditor and complete mailing address including zip code</i>                   | (2)<br><i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3)<br><i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4)<br><i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5)<br><i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| <b>First Insurance Funding Corp.<br/>PO Box 66468<br/>Chicago, IL 60666-0468</b>                 | <b>First Insurance Funding Corp.<br/>PO Box 66468<br/>Chicago, IL 60666-0468</b>  | <b>Contractual Obligations</b>   |   | <b>46,086.48</b>   |
| <b>Holtz Rubenstein Reminick LLP<br/>1430 Broadway<br/>New York, NY 10018-3308</b>               | <b>Holtz Rubenstein Reminick LLP<br/>1430 Broadway<br/>New York, NY 10018-3308</b>  | <b>Trade Debt</b>  |   | <b>72,500.00</b>   |
| <b>Level 3 Communications<br/>PO Box 931843<br/>Atlanta, GA 31193-1843</b>                       | <b>Level 3 Communications<br/>PO Box 931843<br/>Atlanta, GA 31193-1843</b>  | <b>Contractual Obligations</b>   |   | <b>6,312.00</b>  |
| <b>Long Grove Ventures LLC<br/>10 South Riverside Plaza<br/>Suite 1800<br/>Chicago, IL 60606</b> | <b>Long Grove Ventures LLC<br/>10 South Riverside Plaza<br/>Suite 1800<br/>Chicago, IL 60606</b>  | <b>Trade Debt</b>  |   | <b>7,737.36</b>  |
| <b>Pryor Cashman LLP<br/>7 Times Square<br/>New York, NY 10036</b>                               | <b>Pryor Cashman LLP<br/>7 Times Square<br/>New York, NY 10036</b>  | <b>Trade Debt</b>  |   | <b>29,109.90</b>   |
| <b>Thomas Wynne Morriss, Jr.<br/>71 Overlook Road<br/>Hastings on Hudson, NY 10706</b>           | <b>Thomas Wynne Morriss, Jr.<br/>71 Overlook Road<br/>Hastings on Hudson, NY 10706</b>  | <b>Employee Claim</b>  |   | <b>441,627.00</b>  |
| <b>Tower Center II Investment Group, LLC<br/>PO Box 6076<br/>Hicksville, NY 11802-6076</b>       | <b>Tower Center II Investment Group, LLC<br/>PO Box 6076<br/>Hicksville, NY 11802-6076</b>  | <b>Contractual Obligations</b>   |   | <b>325,919.50</b>  |
| <b>UHY Advisors<br/>15 Sunnen Drive<br/>Suite 100<br/>Saint Louis, MO 63143-3801</b>             | <b>UHY Advisors<br/>15 Sunnen Drive<br/>Suite 100<br/>Saint Louis, MO 63143-3801</b>  | <b>Trade Debt</b>  |   | <b>206,731.00</b>  |
| <b>Verizon<br/>P.O. Box 4830<br/>Trenton, NJ 08650-4830</b>                                      | <b>Verizon<br/>P.O. Box 4830<br/>Trenton, NJ 08650-4830</b>   | <b>Trade Debt</b>  |   | <b>322.99</b>  |
| <b>Zurich North America<br/>8712 Innovation Way<br/>Chicago, IL 60682-0087</b>                   | <b>Zurich North America<br/>8712 Innovation Way<br/>Chicago, IL 60682-0087</b>  | <b>Contractual Obligations</b>   |   | <b>1,939.50</b>  |

In re **Acartha Group, LLC**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the as Man. Mem. of Morriss Ent., 100% equity onwer of Debtor of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **January 8, 2012**

Signature

**/s/ Dixon R. Brown, Trustee of the BDM 1996 Irrevocable Trust,**

**Dixon R. Brown, Trustee of the BDM 1996 Irrevocable Trust,**

**as Man. Mem. of Morriss Ent., 100% equity onwer of Debtor**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

ACARTHA GROUP, LLC  
TWO TOWER CENTER BOULEVARD  
20TH FLOOR  
EAST BRUNSWICK, NJ 08816

DIXON BROWN  
1192 PARK AVENUE  
APT. 5-E  
NEW YORK, NY 10128

UHY ADVISORS  
15 SUNNEN DRIVE  
SUITE 100  
SAINT LOUIS, MO 63143-3801

DAVID L. FINGER  
FINGER & SLANINA, LLC  
1201 N. ORANGE STREET  
7TH FLOOR  
WILMINGTON, DE 19801-1186

ERIC SARASIN  
SCHAFFUASERNHEINWEG 87  
5408 BASEL  
SWITZERLAND

VERIZON  
P.O. BOX 4830  
TRENTON, NJ 08650-4830

AMEET PATEL  
32 FAIRHAND COURT  
BRIDGEWATER, NJ 08807

FIRST INSURANCE FUNDING CORP.  
PO BOX 66468  
CHICAGO, IL 60666-0468

ZURICH NORTH AMERICA  
8712 INNOVATION WAY  
CHICAGO, IL 60682-0087

ARMSTRONG TEASDALE  
7700 FORSYTHE BLVD.  
SUITE 1800  
SAINT LOUIS, MO 63105

HOLTZ RUBENSTEIN REMINICK LLP  
1430 BROADWAY  
NEW YORK, NY 10018-3308

B. DOUGLAS MORRISS  
7820 MARYLAND AVENUE  
SAINT LOUIS, MO 63105

LEVEL 3 COMMUNICATIONS  
PO BOX 931843  
ATLANTA, GA 31193-1843

BARBARA B. MORRISS MARITAL TRUST  
7820 MARYLAND AVENUE  
SAINT LOUIS, MO 63105

LONG GROVE VENTURES LLC  
10 SOUTH RIVERSIDE PLAZA  
SUITE 1800  
CHICAGO, IL 60606

CHRISTIAN LEEDY  
2464 TAYLOR ROAD  
PO BOX 109  
WILDWOOD, MO 63040

PRYOR CASHMAN LLP  
7 TIMES SQUARE  
NEW YORK, NY 10036

CORPORATION SERVICE COMPANY  
PO BOX 13397  
PHILADELPHIA, PA 19101-3397

THOMAS WYNNE MORRISS, JR.  
71 OVERLOOK ROAD  
HASTINGS ON HUDSON, NY 10706

DECHERT LLP  
PO BOX 7247-66643  
PHILADELPHIA, PA 19170-6643

TOTAL PRINTING CENTER  
89 TAYLOR AVENUE  
NORWALK, CT 06854

DEER PARK DIRECT  
BOX 856192  
LOUISVILLE, KY 40285-6192

TOWER CENTER II INVESTMENT GROUP, LLC  
PO BOX 6076  
HICKSVILLE, NY 11802-6076