

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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PELICAN EQUITY, LLC,

Plaintiff,

- against -

09 CIV 5927 (NRB)  
ECF Case

ROBERT V. BRAZELL, STEPHEN L. NORRIS,  
TALOS PARTNERS, LLC,  
RAMA RAMACHANDRAN, DARL McBRIDE,  
and BRYAN CAVE LLP,

**DECLARATION OF  
JAMES M. RINGER**

Defendants.

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JAMES M. RINGER, under the penalties of perjury, declares:

1. I am a member of Meister Seelig & Fein LLP, counsel to Defendants Robert V. Brazell, Stephen L. Norris, Talos Partners, LLC, and Rama Ramachandran (collectively, "Talos Defendants"). I make this Declaration in opposition to Pelican Equity, LLC's Motion to Dismiss the Talos Defendants' Counterclaim.

2. Annexed hereto as Exhibit A is a copy of the Assignment Agreement entered into as of April 6, 2009 by and among (a) Mark H. Robbins, (b) American Institutional Partners, LLC, (c) AIP Funding, LLC (f/k/a "AIP Lending, LLXC"), (d) Equitap, LLC (f/k/a "Synthetic Secured Lending, LLC" and "AIP Lending, LLC", (e) Smarthedge, LLC, (f) Seven Investments, LLC, with (a)-(f) together as Assignors, and (g) Pelican Equity, LLC, as Assignee. The annexed Exhibit A is a true and correct copy of the Assignment Agreement as submitted by Plaintiff to defendant Bryan Cave LLP.

3. Annexed hereto as Exhibit B is a true and correct printout from the Delaware Division of Corporations website of the registered entity information for Pelican Equity, LLC, File Number 4670492, indicating a formation date of March 27,

2009. The information is current as of the date of filing of this Declaration, as indicated at the bottom of the printout.

4. Annexed hereto as Exhibit C is a copy of an AIP financial statement provided to the Talos Defendants by Mark H. Robbins.

5. Annexed hereto as Exhibit D is a copy of an AIP promotional brochure provided to the Talos Defendants by Mark H. Robbins.

6. AIP filed for Chapter 11 protection on May 27, 2009. United States Bankruptcy Court for the District of Utah, Case Number 09-25375 JAB. It was converted into a Chapter 7 liquidation on September 1, 2009. AIP initially appealed the conversion to Chapter 7, but on November 20, 2009, AIP moved to dismiss the appeal.

I declare under the penalties of perjury that the foregoing is true and correct.

Executed: November 24, 2009

  
JAMES M. RINGER