

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

PELICAN EQUITY, LLC,

Plaintiff,

-against-

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

Defendants.

09 Civ. 5927 (NRB)

**DECLARATION OF SAMUEL E. BONDEROFF IN SUPPORT OF DEFENDANT  
BRYAN CAVE LLP'S MEMORANDUM IN RESPONSE TO PLAINTIFF  
PELICAN EQUITY, LLC'S JUNE 10, 2010 SUBMISSION REGARDING  
STANDING**

SAMUEL E. BONDEROFF, pursuant to 28 U.S.C. § 1746, declares:

1. I am associated with the firm Paul, Weiss, Rifkind, Wharton & Garrison LLP, counsel to Defendant Bryan Cave LLP ("Bryan Cave") in this action.
2. I make this declaration in support of Bryan Cave's memorandum in response to Plaintiff Pelican Equity, LLC's June 10, 2010 submission regarding standing ("Plaintiff's Submission").
3. Attached as Exhibit A is a true and correct copy of the November 24, 2008 judgment in the matter of *Fairstar Resources Ltd and Goldlaw Pty Ltd v. American Institutional Partners, LLC; AIP Lending, LLC; and Mark Robbins*, Civil No. 080916464 in the Utah District Court for Salt Lake County, Third Judicial District (the "Fairstar Proceeding").
4. Attached as Exhibit B is a true and correct copy of the February 17, 2009 order issued in the Fairstar Proceeding.

5. Attached as Exhibit D is a true and correct copy of an April 30, 2010 deposition transcript of Mark Robbins in the Fairstar Proceeding.

6. Attached as Exhibit C is a copy of the docket in the Fairstar Proceeding showing that on March 11, 2009 a bench warrant was issued for the arrest of Mark Robbins for failing to appear for examination regarding his and AIP's assets.

7. Attached as Exhibit E is a true and correct copy of the June 30, 2009 Statement of Financial Affairs in the matter of *In re American Institutional Partners, LLC*, Case No. 09-25375 (Bankr. D. Utah 2009) (the "AIP Bankruptcy").

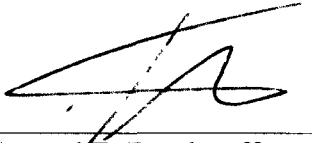
8. Attached as Exhibit F is a true and correct copy of the June 30, 2009 Summary of Schedules in the AIP Bankruptcy.

9. Attached as Exhibit G is a true and correct copy of the July 2, 2009 hearing transcript in the AIP Bankruptcy.

10. I have conducted searches of the Internet and Lexis-Nexis news databases for evidence of business activity by Pelican Equity, LLC or any agent, affiliate or person purporting to act in its name. The only reference to Pelican Equity, LLC of which I am aware is from the Delaware Department of State website, which indicates that Pelican Equity, LLC, as of June 1, 2010, had a status of "CEASED GOOD STANDING" due to its failure to pay \$456.75 in taxes. Attached as Exhibit H is a true and correct copy of that reference.

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

Executed on July 1, 2010.

  
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Samuel E. Bonderoff