
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

The **SCO GROUP, INC.**, et al.,

Debtors.

Chapter 11

Case No. 07-11337 (KG)
(Jointly Administered)

Hearing: April 2, 2008 at 2:00 p.m.
Related Docket No.: 346

**DECLARATION OF ALAN P. PETROFSKY IN SUPPORT OF OBJECTION
OF PETROFSKY TO DEBTORS' MOTION (#346) TO APPROVE
SETTLEMENT COMPENSATION OR SALE COMPENSATION AND
EXPENSE REIMBURSEMENT TO PLAN SPONSOR**

I, Alan P. Petrofsky, declare as follows:

1. I am an adult resident of the State of California. The statements made herein are based on my personal knowledge.

2. Attached hereto as Exhibit A are printouts of the results of a search through records at the Delaware Department of State, Division of Corporations, for Delaware business entities that have names beginning with "Steve Norris" or "Stephen Norris". I performed the search on February 22, 2008, using the search form at the following Internet Uniform Resource Locator ("URL"):

<https://sos-res.state.de.us/tin/GINameSearch.jsp>

3. Attached hereto as Exhibit B are true copies of (a) an electronic mail message dated February 15, 2008, which I sent on that date, addressed from Al Petrofsky to Grace Robson; and (b) an electronic mail message dated February 19, 2008, which I

received on that date, addressed from Grace Robson to Al Petrofsky.

4. Attached hereto as Exhibit C are true copies of a document dated July 31, 2007, titled “Electronic Articles of Organization for Florida Limited Liability Company” (regarding “Stephen Norris Capital Partners, LLC”) and the information page for that document (number L07000078273) in the records of the Florida Department of State, both of which I obtained on February 22, 2008 through the following URL:

http://sunbiz.org/scripts/cordet.exe?action=DETAIL&inq_doc_number=L07000078273

5. Attached hereto as Exhibit D is a true copy of a document dated February 14, 2008, titled “The SCO Group Announces Reorganization Plan to Include \$100 Million Financing by Stephen Norris Capital Partners”, which was attached as Exhibit 99.1 to a Form 8-K filed by The SCO Group, Inc. on February 15, 2008 with the Securities and Exchange Commission. I obtained the document from the following URL on February 22, 2008:

<http://sec.gov/Archives/edgar/data/1102542/000095013408002804/v38159exv99w1.htm>

6. Attached hereto as Exhibit E is a true copy of a document dated January 4, 2007, titled “Affidavit of Stephen Norris in Support of Defendants’ Motion to Dismiss”, which was filed on January 5, 2007 as document number 9-4 in *GMG Capital Investments v. Robbins et al.*, Case No. 2:06-cv-876, in the United States District Court, District of Utah. I obtained the document on February 14, 2008 through the following URL:

http://ecf.utd.uscourts.gov/cgi-bin/show_case_doc?9,59116,3,,,

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

Executed on the Twenty-second day of February, 2008,
in San Mateo County, California.

A handwritten signature in black ink, appearing to read "Alan P. Petrofsky". The signature is written in a cursive style with a horizontal line extending from the end of the name.

Alan P. Petrofsky

Exhibit A

Delaware Business Entity Search



State of Delaware

The Official Website for the First State



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To retrieve information on a Delaware entity, Key in the name of the entity you are searching. The search results will return both active and inactive entities from our database. This is not an indication of the current status of an entity. The information provided in this application is real time and reflects the information on our database as of the date of the search. When the list of names is returned click the name and the information page will be returned.

The entity information provided on this website, free of charge, consists of the entity name, file number, incorporation/formation date, registered agent name, address, phone number and residency.

However, additional information can be obtained for a fee.

If you would like to order a Certificate of Status, Certified Copy of a filed document or a Plain Copy of same, please contact a Delaware online agent. Please [click here](#).

For more information please read the [Frequently Asked Questions](#) page.

General Information Name Search

* Required Field

* Entity Name: or File Number:

This field is not case sensitive.

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General Information Name Search

No matches found. Please try a new search.

* Entity Name: or File Number:
This field is not case sensitive.

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General Information Name Search

1 Match found

* Required Field

* Entity Name: or File Number:
This field is not case sensitive.

FILE NUMBER	ENTITY NAME
4052355	STEPHEN NORRIS & CO. CAPITAL PARTNERS, L.P.



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Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

[File Number:](#) **4052355** [Incorporation Date /](#) **10/28/2005**
[Formation Date:](#) (mm/dd/yyyy)

[Entity Name:](#) **STEPHEN NORRIS & CO. CAPITAL PARTNERS, L.P.**

[Entity Kind:](#) **LIMITED PARTNERSHIP (LP)** [Entity Type:](#) **GENERAL**

[Residency:](#) **DOMESTIC** State: **DE**

REGISTERED AGENT INFORMATION

[Name:](#) **THE CORPORATION TRUST COMPANY**

[Address:](#) **CORPORATION TRUST CENTER 1209 ORANGE STREET**

[City:](#) **WILMINGTON** [County:](#) **NEW CASTLE**

[State:](#) **DE** [Postal Code:](#) **19801**

[Phone:](#) **(302)658-7581**

Additional Information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

Would you like Status Status, Tax & History Information

To contact a Delaware Online Agent [click here](#).

Exhibit B

Email Messages

Date: Fri, 15 Feb 2008 07:37:40 -0800
Message-Id: <200802151537.m1FFbele007549@radish.petrofsky.org>
From: Al Petrofsky <al@scofacts.org>
To: "Grace Robson, counsel for Debtors" <GRobson@bergersingerman.com>
CC: "Rachel Lowy Werkheiser, counsel for Debtors" <rwerkheiser@pszjlaw.com>, "James E. O'Neill, counsel for Debtors" <joneill@pszjlaw.com>, "Laura Davis Jones, counsel for Debtors" <ljones@pszjlaw.com>, "Arthur Spector, counsel for Debtors" <aspector@bergersingerman.com>
Subject: Is SNCP (Norris Capital) an LLC or a partnership?
In Re: The SCO Group, Inc., et al., 1:07-bk-11337, Bankr. D. Del.

Dear Counsel:

The Memorandum of Understanding filed yesterday (Ex. A to dkt #346) is signed by "Stephen L. Norris, Title: SNCP Chairman". On the first page, "SNCP" was defined as "Stephen Norris Capital Partners, LLC, a Delaware limited liability company".

According to the website of the Delaware Division of Corporations, it appears that no such Delaware LLC exists. A search for all business entities (corporations, LLCs, and partnerships) with names that start with "Stephen Norris" turns up only a partnership, "Stephen Norris & Co. Capital Partners, L.P." (file #4052355, formed October 28, 2005). See:

<https://sos-res.state.de.us/tin/GINameSearch.jsp>

Does the Delaware LLC identified in the MOU exist? If so, what date was it formed and what is its file number at the Delaware Division of Corporations? If not, then on what entity's behalf did Mr. Norris intend to execute the MOU? Was it the limited partnership? (I notice that the partnership, but no LLC, is mentioned in the press release that SCO filed with the SEC.)

Thanks in advance for clarifying.

Yours truly,

Alan P. Petrofsky
Equity Security Holder of Debtor The SCO Group, Inc.
3618 Alameda Apt 5
Menlo Park CA 94025
Voice: +1 650 520 0626
Fax: +1 415 499 8385
Email: al@scofacts.org

Subject: RE: Is SNCP (Norris Capital) an LLC or a partnership?

In Re: The SCO Group, Inc., et al., 1:07-bk-11337, Bankr. D. Del.

Date: Tue, 19 Feb 2008 13:47:16 -0500

Message-ID:

<0720860913EB8942BC0B14E57252A2D801BD764F@EXCHANGE-BE2.bergersingerman.com>

In-Reply-To: <200802151537.m1FFbele007549@radish.petrofsky.org>

From: "Grace Robson" <GRobson@bergersingerman.com>

To: "Al Petrofsky" <al@scofacts.org>

Cc: "Rachel Lowy Werkheiser, counsel for Debtors" <rwerkheiser@pszjlaw.com>,

"James E. O'Neill, counsel for Debtors" <joneill@pszjlaw.com>,

"Laura Davis Jones, counsel for Debtors" <ljones@pszjlaw.com>,

"Arthur J. Spector" <ASpector@bergersingerman.com>

Mr. Petrofsky:

I have been advised that SNCP is a delaware llc.

However, I am awaiting confirmation from SNCP's counsel of the delaware registration.

Regards,

Grace Robson

Exhibit C

Florida LLC records



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No Events No Name History

Detail by Document Number

Florida Limited Liability Company

STEPHEN NORRIS CAPITAL PARTNERS, LLC

Filing Information

Document Number L07000078273
FEI Number NONE
Date Filed 07/31/2007
State FL
Status ACTIVE

Principal Address

1701 S FLAGLER DRIVE
 UNIT 1801
 WEST PALM BEACH FL 33401 US

Mailing Address

1701 S FLAGLER DRIVE
 UNIT 1801
 WEST PALM BEACH FL 33401 US

Registered Agent Name & Address

CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE FL 32301 US

Manager/Member Detail

Name & Address

Title MGRM
 NORRIS, STEPHEN L
 1701 S FLAGLER DRIVE
 WEST PALM BEACH FL 33401 US

Annual Reports

No Annual Reports Filed

Document Images

[07/31/2007 -- Florida Limited Liability](#)

Note: This is not official record. See documents if question or conflict.

No Events No Name History

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000078273
FILED 8:00 AM
July 31, 2007
Sec. Of State
Isellers

Article I

The name of the Limited Liability Company is:

STEPHEN NORRIS CAPITAL PARTNERS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1701 S FLAGLER DRIVE
UNIT 1801
WEST PALM BEACH, FL. US 33401

The mailing address of the Limited Liability Company is:

1701 S FLAGLER DRIVE
UNIT 1801
WEST PALM BEACH, FL. US 33401

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL. 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: DOREEN F WALLACE

Article V

L07000078273
FILED 8:00 AM
July 31, 2007
Sec. Of State
Isellers

The name and address of managing members/managers are:

Title: MGRM
STEPHEN L NORRIS
1701 S FLAGLER DRIVE
WEST PALM BEACH, FL. 33401 US

Signature of member or an authorized representative of a member

Signature: STEPHEN L NORRIS

Exhibit D

SCO Press Release

EX-99.1 2 v38159exv99w1.htm EXHIBIT 99.1

Exhibit 99.1**CONTACT**

Jessica Beffa
Coltrin & Associates
Jessica_beffa@coltrin.com
Tel: (212) 221-1616



**THE SCO GROUP ANNOUNCES REORGANIZATION PLAN TO INCLUDE \$100
MILLION FINANCING BY STEPHEN NORRIS CAPITAL PARTNERS**

*Investment Designed to Take SCO Private and Position it to Emerge from Chapter 11 with a
Strong Financial Future for SCO Customers, Partners and Resellers*

LONDON, Utah—FOR IMMEDIATE RELEASE – February 14, 2008 —The SCO Group, Inc., traded over the counter in the (Pink Sheets: **SCOXQ**), a leading provider of UNIX® software technology and mobile services, today announced that Stephen Norris Capital Partners (“SNCP”) and its partners from the Middle East have agreed to provide up to \$100 million to finance a plan of reorganization for The SCO Group Inc. (“SCO”). As part of the financing, SNCP will take a controlling interest in the company, while taking it private. As a result, SCO is poised to emerge from Chapter 11 of the United States Bankruptcy Code in the coming year. The Board of Directors of SCO has unanimously determined that this financing and plan of reorganization is in the best long-term interest of SCO and its subsidiaries, as well as its customers, shareholders, creditors and employees.

“Not only will this deal position us to emerge from Chapter 11, but it also marks an exciting future for our business,” said Jeff Hunsaker, President and Chief Operating Officer of SCO Operations. “This significant financial backing is positive news for SCO’s customers, partners and resellers who continue to request upgrades and rely upon SCO’s UNIX services to drive their business forward.”

SNCP has developed a business plan for SCO that includes unveiling new product lines aimed at global customers. This reorganization plan will also enable the company to see SCO’s legal claims through to their full conclusion.

“We saw a tremendous investment opportunity in SCO and its vast range of products and services, including many new innovations ready or soon to be ready to be released into the marketplace,” said Stephen Norris, managing partner for SNCP. “We expect to quickly develop these opportunities, and to stand behind SCO’s existing base of customers and partners.”

About SCO

The SCO Group (Pink Sheets: SCOXQ.PK) is a leading provider of UNIX software technology and mobile services. SCO offers UnixWare for enterprise applications and SCO OpenServer for small to medium businesses. SCO’s innovative and reliable solutions help customers grow their businesses everyday. SCO owns the core UNIX operating system, originally developed by AT&T/Bell Labs and is the exclusive licensor to UNIX-based system software providers. The Me Inc., product line focuses on creating mobile platforms, services and solutions for businesses and enhances the productivity of mobile workers.

Headquartered in Lindon, Utah, SCO has a worldwide network of resellers and developers. SCO Global Services provides reliable localized support and services to partners and customers. For more information on SCO products and services, visit www.sco.com.

SCO and the associated logos are trademarks or registered trademarks of The SCO Group, Inc. in the U.S. and other countries.

About Stephen Norris Partners

Stephen Norris & Co. Capital Partners, L.P. is a private equity investment partnership formed to (i) “co-invest” alongside well established and successful private equity and leveraged buyout firms, (ii) take advantage of the business experience and relationships of its Investment Committee, including Steve Norris’ long-standing relationships and substantial private equity experience.

Mr. Norris co-founded The Carlyle Group, a private equity and LBO firm in Washington, D.C, where he served as a founder and managing director until 1995. During his tenure in the investment business, Mr. Norris has made, directed or participated in over 125 leveraged buyouts, venture capital and real estate equity investments totaling more than \$6.0 billion, and yielding an average annual internal rate of return (IRR) of over 38%. Mr. Norris structured and negotiated investments over \$1.0 billion on behalf of a prominent Middle Eastern investor in Citicorp, Euro Disney, and the Four Seasons Hotel Company. These investments have returned well over \$10 billion. In 1990, Mr. Norris was appointed by former President George H.W. Bush and confirmed by the U.S. Senate as one of the five members of the \$68 billion Federal Retirement Thrift Investment Board. During his tenure, Mr. Norris successfully advocated for the right of Federal employees to allocate a greater portion of their savings to public equities.

Mr. Norris’ partner, Mark Robbins has extensive experience in structured finance and private equity as co-founder and managing partner of Peninsula Advisors. Mr. Robbins has managed and originated over \$1.2 billion in private placements. Mr. Robbins has developed and engineered structured investments, business valuation models and diversified financial products in excess of \$10 billion. Mr. Robbins has served as Investment Director and lead negotiator with several leading financial institutions.

Forward Looking Statements

The statements contained in this press release regarding (i) the transactions contemplated in the memorandum of understanding and the Company's plan of reorganization, and (ii) the contemplated benefits of the Company's plan of reorganization for customers, partners, shareholders, employees, others, (iii) the Company's business plan regarding new products and services and the pursuit of its legal claims (iv) the expectations of SNCP with respect to the Company and its prospects (v) bankruptcy court processes and approvals respecting the company's plan of reorganization, and (vi) other statements that are not historical facts are forward-looking statements and are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to risks and uncertainties. We wish to advise readers that a number of important factors could cause actual results to differ materially from historical results or those anticipated in such forward-looking statements. These factors include, but are not limited to developments with respect to the negotiation of definitive agreements with SNCP, confirmation of a plan of reorganization, the outcomes and developments in our Chapter 11 case, court rulings in the bankruptcy proceedings, the impact of the bankruptcy proceedings or other pending litigation, developments in our litigation, our cash balances and available cash, continued competitive pressure on the Company's operating system products, which could impact the Company's results of operations, adverse developments in and increased or unforeseen legal costs related to the Company's litigation, the inability to devote sufficient resources to the development and marketing of the Company's products, including the Me Inc. mobile services and development platform, and the possibility that customers and companies with whom the Company has formed partnerships will decide to terminate or reduce their relationships with the company. These and other factors that could cause actual results to differ materially from those anticipated are discussed in more detail in the Company's periodic and current filings with the Securities and Exchange Commission, including the Company's Form 10-K for the fiscal year ended October 31, 2007, and future filings with the SEC. These forward-looking statements speak only as of the date on which such statements are made, and the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date.

Exhibit E

Norris Affidavit

David W. Tufts (8736)
 Erik A. Olson (8479)
 Jason R. Hull (11202)
DURHAM JONES & PINEGAR
 111 East Broadway, Suite 900
 P.O. Box 4050
 Salt Lake City, Utah 84110-4050
 Telephone: (801) 415-3000
 Facsimile: (801) 415-3500

Attorneys for Defendants

**IN THE UNITED STATES DISTRICT COURT
 DISTRICT OF UTAH, CENTRAL DIVISION**

<p>GMG CAPITAL INVESTMENTS, LLC, a Delaware limited liability company,</p> <p style="text-align: center;">Plaintiff,</p> <p>v.</p> <p>MARK ROBBINS, an individual; ED DAVIES, an individual; STEPHEN NORRIS, an individual; and PENINSULA ADVISORS, LLC, a Delaware limited liability company,</p> <p style="text-align: center;">Defendants.</p>	<p style="text-align: center;">AFFIDAVIT OF STEPHEN NORRIS IN SUPPORT OF DEFENDANTS' MOTION TO DISMISS</p> <p style="text-align: center;">Civil No. 2:06 CV 876 TC</p> <p style="text-align: center;">Judge Tena Campbell</p>
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

STATE OF FLORIDA)
 :SS
 COUNTY OF PALM BEACH)

Stephen Norris, having been duly sworn, hereby deposes and states:

1. I am an adult residing in West Palm Beach, Florida. I make this affidavit based on my own personal knowledge and, if called as a witness, would testify thereto.

- 2. I have never transacted business within the State of Utah.
- 3. I do not own or lease property located within the State of Utah.
- 4. I have never advertised or solicited business within the State of Utah.
- 5. I have never paid taxes in the State of Utah.

6. Prior to the commencement of this action, I have only visited Utah on two occasions. My first visit to Utah was wholly for personal recreational purposes. My second visit to Utah, in the summer of 2005, was for a meeting pertaining to All Optic Corporation, a business entity based in the State of California on whose board I sat. The meeting, together with my involvement as a director of All Optic Corporation, is wholly unrelated to any claims being raised in the instant suit.

7. In late 2005 in New York, GMG and I formed Stephen Norris & Co. Capital Partners, L.P. (the "Partnership"). Since its inception, the Partnership has conducted limited or no business operations, including any co-investment transactions.

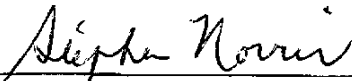
8. All discussions and negotiations pertaining to the Partnership occurred in New York, and did not include any relationship with Utah. Moreover, all documents forming the Partnership were drafted by GMG's counsel either in New York or Pennsylvania.

9. One of GMG's attempts to raise working capital included contacting Mark Robbins ("Robbins") and Ed Davies ("Davies"). In early spring 2006, Joe Gfoeller from GMG introduced me to Robbins in New York. I met with Robbins on one other occasion in New York in Spring of 2006. The only other meeting I had with Robbins relating to GMG occurred in Dubai. The first time I met Davies occurred in Dubai. This was my only meeting with Davies relating to GMG.

10. In late spring 2006, I met with Robbins in Las Vegas, Nevada to discuss potential business opportunities. These discussions led to the formation of Peninsula Advisors, LLC ("Peninsula"), which was organized and later formed under Delaware law.

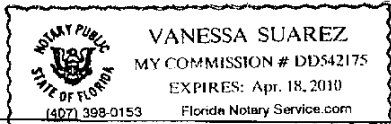
11. I have never had any meetings with anyone in Utah relating to GMG, the formation or any other business matter of the Partnership, or the formation of Peninsula.

DATED this 4th day of January, 2007.



Stephen Norris

SUBSCRIBED AND SWORN TO before me this 4th day of January, 2007.



Notary Public