

Exhibit 5

Thomas A. Kissane

From: Paul Lightfoot <Paul.Lightfoot@gmail.com>
Sent: Thursday, January 31, 2013 6:38 PM
To: Thomas A. Kissane; Christian Feuer
Subject: Fwd: Notice of Special Meeting of the Board of Directors of Briarcliff Solutions Group LLC called by David N Missner. See notice below
Attachments: 19446031_2.doc; ATT00001.htm

FYI

Begin forwarded message:

From: David Missner <Mizz@rallyllc.com>
Date: January 31, 2013, 6:04:04 PM EST
To: "Paul.Lightfoot@gmail.com" <Paul.Lightfoot@gmail.com>, Mark Radzik <Mark@granitecreek.com>, Jim Iversen <jiversen@jmicapital.com>, "rogercrose@yahoo.com" <rogercrose@yahoo.com>
Cc: "mhl@quarles.com" <mhl@quarles.com>, "Faye B. Feinstein" <Faye.Feinstein@quarles.com>, "rogerrose@gmail.com" <rogerrose@gmail.com>, "awovsaniker@lowenstein.com" <awovsaniker@lowenstein.com>, "awiversen@yahoo.com" <awiversen@yahoo.com>, David Missner <Mizz@rallyllc.com>, "denise.caplan@goldbergkohn.com" <denise.caplan@goldbergkohn.com>
Subject: Fwd: Notice of Special Meeting of the Board of Directors of Briarcliff Solutions Group LLC called by David N Missner. See notice below

Sent from my iPad

Begin forwarded message:

From: Magdalena Szpara <Magdalena@rallyllc.com>
Date: January 31, 2013, 12:33:58 PM MST
To: David Missner <Mizz@rallyllc.com>

BRIARCLIFF

NOTICE OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

TO: ALL DIRECTORS OF BRIARCLIFF SOLUTIONS GROUP, LLC

NOTICE IS HEREBY GIVEN, in accordance with the provisions of Section 5.5 of the Amended and Restated Operating Agreement of Briarcliff Solutions Group, LLC (the "Company"), that a special meeting of the Board of Directors of the Company will be held at the offices of Quarles & Brady LLP, **300 North LaSalle Street, Suit 4000 (40th floor)** at **11:00 a.m. Central Standard Time on Monday, February 11, 2013**. You may appear telephonically by dialing: 1-888-764-8686; Conference ID:5147327. The purpose of the meeting is to consider and vote upon the following matters:

1. A complaint has been filed initiating a lawsuit styled *Briarcliff Solutions Holdings LLC and Briarcliff Solutions Group LLC v. Fifth Third Bank, et. al*, pending in the Supreme Court of New York, Westchester County, Index No. 70431/2012 (the "Complaint"). The Complaint was filed on the Company's behalf without the Company's authorization. The Board will consider retention by the Company of Quarles & Brady LLP to represent the Company in seeking dismissal of the Complaint and/or an amendment to the Complaint to remove the Company as a plaintiff, and to perform any other legal services on the Company's behalf as requested by the Board of Directors.
2. Acknowledgment of additional Liabilities payable to Granite Creek FlexCap I, L.P. ("Granite Creek") under that certain Senior Subordinated Loan and Security Agreement dated December 21, 2007, as amended, as a result of certain advances to be made by Granite Creek on behalf of the Company in order to finance the retention by the Company of Quarles & Brady LLP.
3. The possible filing by the Company of a voluntary bankruptcy petition under the provisions of Chapter 11 of the United States Bankruptcy Code.
4. Such other business as may properly come before the Board of Directors.

Dated February 1, 2013

By: David Missner
Director