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2/22/13  
MS

**PERSONAL APPEARANCES  
REQUIRED ON THE RETURN DATE**

*The Commercial Division*  
At IAS Part — of the Supreme  
Court of the State of New York,  
held in and for the County of  
Westchester at the Courthouse located  
at 111 Dr. Martin Luther King, Jr. Blvd.,  
White Plains, N.Y. on the 8th day of  
February, 2013

P R E S E N T:

HON. ALAN D. SCHEINKMAN, Justice

<p>BRIARCLIFF SOLUTIONS HOLDINGS, LLC., in its individual capacity, and derivatively on behalf of BRIARCLIFF SOLUTIONS GROUP, LLC, and BRIARCLIFF SOLUTIONS GROUP, LLC</p> <p style="text-align: right;"><i>Plaintiffs,</i></p> <p style="text-align: center;">- against -</p> <p>FIFTH THIRD BANK (CHICAGO), GRANITE CREEK FLEXCAP I, L.P., PHILIP KAIN, MARK RADZIK, DAVID MISSNER, JEFFREY WELLEK, JAMES IVERSEN and ROGER ROSE,</p> <p style="text-align: right;"><i>Defendants.</i></p>
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Index No. 70431/2012

MOTION SEQ. NO. 001

**ORDER TO SHOW CAUSE**

PLEASE TAKE NOTICE that, upon the annexed Affidavit of Paul Lightfoot dated February 7, 2013, and the exhibits attached thereto; the Affirmation of Emergency of Thomas A. Kissane, Esq. made on February 7, 2013; the Memorandum of Law dated February 7, 2013, and the Amended Verified Complaint dated February 7, 2013,

LET Defendants show cause before this Court, at the Commercial Division Part, at the County Courthouse, at 111 Martin Luther King Jr., Blvd., White Plains, NY 10601, on February 22, 2013, at 9:30 a.m., or as soon thereafter as counsel can be heard, why an order should not be entered, pursuant to CPLR 6301, enjoining Defendants Granite Creek

Flexcap I, L.P. ("GCP"), Radzik, Missner, Wellek, James Iversen and Roger Rose, while this action is pending, from taking control of the BSG Board of Directors and/or prohibiting them from taking any action, while purporting to act in the name of or on behalf of BSG, to interfere with the prosecution of this lawsuit against them or the other Defendants.

<sup>ncanin</sup>  
**ORDERED**, that pending the ~~determination~~ of this motion by the Court, Defendants GCF, Radzik, Missner, Wellek, James Iversen and Roger Rose are temporarily restrained from conducting or attending a meeting of the BSG Board of Directors, ~~taking control of the BSG Board of Directors~~, and/or taking any action, while purporting to act in the name of or on behalf of BSG, ~~to interfere with the prosecution of this lawsuit against them or the other Defendants~~

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<sup>^</sup>  
**ORDERED**, that this motion will be argued orally, and it is further

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**ORDERED**, that papers in opposition to this motion, if any, shall be served via e-filing on counsel for Plaintiffs by the close of business on February 21, 2013, and it is further

**ORDERED**, that Plaintiffs' reply papers, if any, shall be served via e-filing on counsel for all parties so that they are received by the close of business on \_\_\_\_\_, 2013, and it is further

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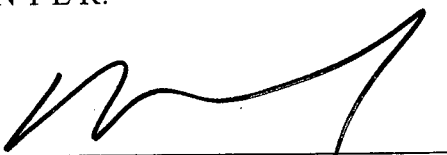
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**ORDERED**, that sufficient cause appearing, service of a copy of the Amended Summons and Amended Verified Complaint, and this order to show cause, with a copy of the papers upon which it was granted, by personal service pursuant to C.P.R. 301+302+308 upon Defendants by February 15, 2013 shall be good and sufficient service thereof.

*all*

*+ 311, 34 applicable*  
*1001*  
BC

ENTER:

  
\_\_\_\_\_  
J.S.C.

**Hon. Alan D. Scheinkman**  
**Supreme Court Justice**

**PERSONAL APPEARANCES  
REQUIRED ON THE RETURN DATE**