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Trustee of the Brad and Cindy Larsen Loving
14 Trust; Jimmy R. Bunch, Jr.; Steven J. Woodward;
Sun Holdings, LLC; and Daniel Todd
15

16 **UNITED STATES DISTRICT COURT**
17 **CENTRAL DISTRICT OF CALIFORNIA, SOUTHERN DIVISION**
18

19 BRADLEY B. LARSEN, as Trustee of
the BRAD AND CINDY LARSEN
20 LOVING TRUST, et al.

21 Plaintiffs,

22 vs.

23 COLDWELL BANKER REAL
ESTATE CORPORATION, a
24 California corporation, doing business
as COLDWELL BANKER
25 COMMERCIAL AFFILIATES, INC.,
et al.

26 Defendants.
27
28

CASE NO. SACV 10-00401 AG
(MLGx)

CLASS ACTION

**DECLARATION OF MICHAEL R.
NEWHOUSE IN SUPPORT OF
PLAINTIFFS' MOTION FOR
CLASS CERTIFICATION**

Date: December 5, 2011
Time: 10:00 a.m.
Crtrm.: 10D

1 I, MICHAEL R. NEWHOUSE, declare as follows:

2 1. I am a Partner at the law firm Newhouse|Seroussi, Attorneys.
3 (“Newhouse|Seroussi”). I am one of the attorneys primarily responsible for
4 representing the named Plaintiffs in this matter. We are co-counsel in this matter
5 with the law firm Spiro Moss LLP. I have personal knowledge of the facts set forth
6 herein, and if called as a witness, I could and would competently testify thereto.

7 2. I submit this Declaration in support of Plaintiffs’ Motion for Class
8 Certification.

9 **FIRM BACKGROUND**

10 3. Newhouse|Seroussi handles a broad range of business litigation and
11 transactions which often focus on commercial real estate development and related
12 investments. In addition, our firm’s attorneys have experience defending and
13 prosecuting class action suits. A complete summary of the firm’s practice areas and
14 listing of its attorneys is available at www.newhouseseroussi.com.

15 **CERTIFICATION REQUISITES**

16 4. As one of the attorneys with primary responsibility for this matter, I am
17 familiar with the claims and defenses asserted herein. To the best of my knowledge,
18 no individual class members have initiated or are currently litigating their individual
19 claims asserted herein.

20 5. In this matter, Class Plaintiffs request the certification of the Class
21 defined as:

22 All persons and entities that paid money to invest in any of the REP
23 Investment Funds (namely, the “INCOME FUND I”; “INCOME
24 FUND II”; “INCOME FUND III”; “UNIT INVESTMENT
25 BUSINESS TRUST I” “UNIT INVESTMENT BUSINESS TRUST
26 II”; “EQUITY FUND”; and/or the “GROWTH FUND”.) Excluded
27 from the Class are the named Defendants, as well as Real Estate
28 Partners, Inc. (aka REP), Coldwell Banker Commercial Real Estate

1 Partners (aka CB/REP), Coldwell Banker Commercial American
2 Spectrum (aka CB/AS), Orange Coast Commercial Inc. (“OCC”), and
3 all of their current and former officers, directors, management
4 employees, successors, and wholly or partly owned subsidiaries or
5 affiliated companies; class counsel and their employees and members;
6 all persons within the third degree of relationship to any of them and
7 any judge who hears or decides any matter in this litigation.

8 Plaintiffs also request certification of any appropriate Sub-Class Plaintiffs may
9 propose in the future or that the Court may deem necessary to manage the litigation
10 of this matter.

11 6. I believe that Class Plaintiffs fully understand and embrace their role as
12 representatives of the Class, including their fiduciary obligation to act at all times in
13 the best interests of the Class.

14 7. Class Plaintiffs have not been promised any compensation for acting as
15 representatives of the Class, other than their proportionate share of any recovery
16 obtained for the benefit of the Class in this action.

17 8. I am unaware of any material factual differences between the status of
18 Class Plaintiffs and the status of any other member of any of the Class.

19 9. I am unaware of any unique legal and/or factual issues that must be
20 litigated on behalf of each of the Class Plaintiffs in this action in order to establish
21 the liability of Defendant.

22 10. To my knowledge, there are no conflicts that exist between Class
23 Plaintiffs in this action and the interests of the other members of the Class which
24 would impair the ability of Class Plaintiffs to serve as the representatives of the
25 Class.

26 11. To my knowledge no individual class member is litigating the claims
27 encompassed in this case on an individual basis.

28

1 12. In this action, my firm has diligently sought to represent the interests of
2 the proposed Class. We have responded to and propounded discovery, though
3 Coldwell has refused, with minor exceptions, to provide meaningful responses to
4 any discovery.¹ We have reviewed thousands of pages of documents obtained from
5 the SEC Action, appeared in Court, and vigorously opposed Defendant's aggressive
6 efforts to absolve itself of liability. I believe Newhouse|Seroussi is more than
7 qualified to represent the interests of the Class as Class Counsel.

8 **EVIDENCE IN SUPPORT OF CLASS CERTIFICATION**

9 13. As the Court is aware, the Securities and Exchange Commission (the
10 "SEC") conducted an investigation into the actions of REP and its principals and
11 affiliated entities which ultimately resulted in the filing of a civil complaint
12 captioned *Securities and Exchange Commission v. Real Estate Partners, Inc. et al.*,
13 CDCA Case No. SACV07-1022 AG (RNBx). In connection with said investigation,
14 the SEC took the depositions of a number of witnesses (including employees of
15 CB/REP, REP and Coldwell Vice President Michael McLean). During their
16 depositions, witnesses were shown documents obtained from REP, CB/REP or from
17 Coldwell which were attached to their deposition testimony as exhibits. Plaintiffs
18 use a number of these exhibits in support of their Motion for Class Certification.
19 For ease of reference, these exhibits are referred to as "SEC Exh. #." All such
20 exhibits and their corresponding deposition transcripts were provided to Defendants
21 by Plaintiffs in connection with Plaintiffs Initial Disclosures and/or Plaintiffs
22 responses to Defendants' First Set of Document Requests.

23 _____
24 ¹ Plaintiffs propounded Document Requests, Requests for Admission and
25 Interrogatories on June 21 and June 23, 2011, respectively. Defendants responded
26 on August 8 and 9, 2011, respectively, with blanket objections to the Interrogatories
27 and Document Requests, and provided a meaningful response to only 3 RFAs, Nos.
28 5, 21 and 22. The parties are currently in the process of meeting and conferring as
required by Local Rule 37-1.

1 14. Attached as Exhibit 1-1 through 1-127 to the Compendium of Evidence
2 in Support of Plaintiffs’ Motion for Class Certification is a true and correct copy of
3 declarations obtained from Class Members (“Class Member Declarations”). The
4 Class Member Declarations were prepared after a systematic interview process was
5 developed to efficiently collect information from Class Members. Each Class
6 Member declarant asked to be represented by Class Counsel at least for purposes of
7 providing testimony in this action and is currently represented by Class Counsel for
8 that purpose. Information collected through the systematized interview process was
9 stored as confidential attorney work product notes. The stored notes were then used
10 to prepare declarations. Class Member Declarations were sent to Class Member
11 Declarants in the last week. Time constraints limited our ability to interview more
12 Class Members or obtain additional Class Member Declarations.

13 15. Attached as Exhibit 2 to the Compendium of Evidence in Support of
14 Plaintiffs’ Motion for Class Certification is a true and correct copy of SEC Exh. 117
15 – Income Fund I Brochure.

16 16. Attached as Exhibit 3 to the Compendium of Evidence in Support of
17 Plaintiffs’ Motion for Class Certification is a true and correct copy of SEC Exh.
18 119 – Income Fund II Brochure.

19 17. Attached as Exhibit 4 to the Compendium of Evidence in Support of
20 Plaintiffs’ Motion for Class Certification is a true and correct copy of SEC Exh.
21 122 – Unit Investment Business Trust I Brochure.

22 18. Attached as Exhibit 5 to the Compendium of Evidence in Support of
23 Plaintiffs’ Motion for Class Certification is a true and correct copy of SEC Exh.
24 124 – Income Fund III Brochure.

25 19. Attached as Exhibit 6 to the Compendium of Evidence in Support of
26 Plaintiffs’ Motion for Class Certification is a true and correct copy of SEC Exh.
27 126 –Unit Investment Business Trust II Brochure.

28

1 20. Attached as Exhibit 7 to the Compendium of Evidence in Support of
2 Plaintiffs' Motion for Class Certification is a true and correct copy of Equity Fund
3 Brochure. The document is labeled DT 00059-72 and was produced by Plaintiff
4 Daniel Todd in discovery.

5 21. Attached as Exhibit 8 to the Compendium of Evidence in Support of
6 Plaintiffs' Motion for Class Certification is a true and correct copy of Equity Fund
7 Before/After Brochure. The document is labeled DT 00045-50 and was produced
8 by Plaintiff Daniel Todd in discovery.

9 22. Attached as Exhibit 9 to the Compendium of Evidence in Support of
10 Plaintiffs' Motion for Class Certification is a true and correct copy of Before/After
11 Brochure (2). The document is labeled SHLLC 00099-102 and was produced by
12 Plaintiff Sun Holdings, LLC in discovery.

13 23. Attached as Exhibit 10 to the Compendium of Evidence in Support of
14 Plaintiffs' Motion for Class Certification is a true and correct copy of Q1 2004
15 Report. The document is labeled SHLLC 00091-94 and was produced by Plaintiff
16 Sun Holdings, LLC in discovery.

17 24. Attached as Exhibit 11 to the Compendium of Evidence in Support of
18 Plaintiffs' Motion for Class Certification is a true and correct copy of Q2 2004
19 Report. The document is labeled SHLLC 00095-98 and was produced by Plaintiff
20 Sun Holdings, LLC in discovery.

21 25. Attached as Exhibit 12 to the Compendium of Evidence in Support of
22 Plaintiffs' Motion for Class Certification is a true and correct copy of SEC Exh. 10 –
23 Sales Script (1).

24 26. Attached as Exhibit 13 to the Compendium of Evidence in Support of
25 Plaintiffs' Motion for Class Certification is a true and correct copy of SEC Exh. 21 –
26 Sales Script (2).

27 27. Attached as Exhibit 14 to the Compendium of Evidence in Support of
28 Plaintiffs' Motion for Class Certification is a true and correct copy of SEC Exh. 23 –

1 Sales Script (3).

2 28. Attached as Exhibit 15 to the Compendium of Evidence in Support of
3 Plaintiffs' Motion for Class Certification is a true and correct copy of SEC Exh. 58 –
4 Sales Script (4).

5 29. Attached as Exhibit 16 to the Compendium of Evidence in Support of
6 Plaintiffs' Motion for Class Certification is a true and correct copy of SEC Exh. 59 –
7 Sales Script (5).

8 30. Attached as Exhibit 17 to the Compendium of Evidence in Support of
9 Plaintiffs' Motion for Class Certification is a true and correct copy of SEC Exh. 60 –
10 Sales Script (6).

11 31. Attached as Exhibit 18 to the Compendium of Evidence in Support of
12 Plaintiffs' Motion for Class Certification is a true and correct copy of SEC Exh. 104
13 – Sales Script (7).

14 32. Attached as Exhibit 19 to the Compendium of Evidence in Support of
15 Plaintiffs' Motion for Class Certification is a true and correct copy of dividend
16 checks paid to various class members and Plaintiffs. These document are labeled:
17 PMG00004602; PMG00004604; PMG00004610; PMG00004678; PMG00004730;
18 PMG00004747; PMG00004834; DT 00010; SW 00106; SW 00117; SW 00119-120;
19 SW 00124; and SW 00131-132 and were produced by Principal Management
20 Group, Inc. (PMG) in the SEC Action and by Plaintiffs Daniel Todd and Stephen J.
21 Woodward, respectively, in discovery.

22 33. Attached as Exhibit 20 to the Compendium of Evidence in Support of
23 Plaintiffs' Motion for Class Certification is a true and correct copy of
24 CBCREP.COM Web Page (1) Press Release entitled "Real Estate Partners Closes
25 \$1,125,000 Sale of Henderson, Nevada Professional Building." The document is
26 labeled DT 00020 and was produced by Plaintiff Daniel Todd in discovery.

27 34. Attached as Exhibit 21 to the Compendium of Evidence in Support of
28 Plaintiffs' Motion for Class Certification is a true and correct copy of

1 CBCREP.COM Web Page (2) Press Release entitled “Real Estate Partners Closes
2 \$1,125,000 Sale of Henderson, Nevada Professional Building.” The document is
3 labeled SHLLC 00083-84 and was produced by Plaintiff Sun Holdings, LLC in
4 discovery.

5 35. Attached as Exhibit 22 to the Compendium of Evidence in Support of
6 Plaintiffs’ Motion for Class Certification is a true and correct copy of Yahoo!
7 Finance Press Release entitled “Coldwell Banker Commercial REP Appoints Greg
8 Garmon Executive Management Services Director” (3). The document is labeled
9 SHLLC 00085-86 and was produced by Plaintiff Sun Holdings, LLC in discovery.

10 36. Attached as Exhibit 23 to the Compendium of Evidence in Support of
11 Plaintiffs’ Motion for Class Certification is a true and correct copy of Mortgage
12 Mag Press Release entitled “Real Estate Partners Enjoys Explosive Growth in 2003
13 With \$200 Million in Acquisition.” The document is labeled SHLLC 00087-88 and
14 was produced by Plaintiff Sun Holdings, LLC in discovery.

15 37. Attached as Exhibit 24 to the Compendium of Evidence in Support of
16 Plaintiffs’ Motion for Class Certification is a true and correct copy of HSBC Equity
17 Investment Article entitled “Favorable financing fuels REP’s growth.” The
18 document is labeled SHLLC 00089-80 and was produced by Plaintiff Sun Holdings,
19 LLC in discovery.

20 38. Attached as Exhibit 25 to the Compendium of Evidence in Support of
21 Plaintiffs’ Motion for Class Certification is a true and correct copy of
22 CBCREP.COM Web Page (3) CBC REP Property Management. The document is
23 labeled RE 00175. It was produced in the SEC Action by Coldwell.

24 39. Attached as Exhibit 26 to the Compendium of Evidence in Support of
25 Plaintiffs’ Motion for Class Certification is a true and correct copy of
26 CBCREP.COM Web Page (4) Featured News and Events. The document is labeled
27 RE 00442. It was produced in the SEC Action by Coldwell.

28

1 40. Attached as Exhibit 27 to the Compendium of Evidence in Support of
2 Plaintiffs' Motion for Class Certification is a true and correct copy of
3 CBCREP.COM Web Page (5) Press Release entitled "Coldwell Banker Commercial
4 REP's Spectacular Growth Necessitates Move to Larger Headquarters." The
5 document is labeled RE 01191-92. It was produced in the SEC Action by Coldwell.

6 41. Attached as Exhibit 28 to the Compendium of Evidence in Support of
7 Plaintiffs' Motion for Class Certification is a true and correct copy of
8 CBCREP.COM Web Page (6) Press Release entitled "Coldwell Banker Commercial
9 REP Brokers Sale Of \$145,000,000 Apartment Portfolio." The document is labeled
10 RE 1200-1201. It was produced in the SEC Action by Coldwell.

11 42. Attached as Exhibit 29 to the Compendium of Evidence in Support of
12 Plaintiffs' Motion for Class Certification is a true and correct copy of
13 CBCREP.COM Web Page (7) Press Release entitled "Coldwell Banker Commercial
14 REP Closes \$2M Investment And Land Deal In Stanton, California." The document
15 is labeled RE 01208-09. It was produced in the SEC Action by Coldwell.

16 43. Attached as Exhibit 30 to the Compendium of Evidence in Support of
17 Plaintiffs' Motion for Class Certification is a true and correct copy of Publicity
18 Piece (1) "Business Watch." The document is labeled RE 00174. It was produced
19 in the SEC Action by Coldwell.

20 44. Attached as Exhibit 31 to the Compendium of Evidence in Support of
21 Plaintiffs' Motion for Class Certification is a true and correct copy of Publicity
22 Piece (2) CBC REP Press Release entitled "Real Estate Partners Closes \$1,125,000
23 Sale of Henderson, Nevada Professional Building." The document is labeled RE
24 00176. It was produced in the SEC Action by Coldwell.

25 45. Attached as Exhibit 32 to the Compendium of Evidence in Support of
26 Plaintiffs' Motion for Class Certification is a true and correct copy of Publicity
27 Piece (3) Press Release entitled "Real Estate Partners Sells New Headquarters
28 Building for Record Price." The document is labeled RE 00292-93. It was

1 produced in the SEC Action by Coldwell.

2 46. Attached as Exhibit 33 to the Compendium of Evidence in Support of
3 Plaintiffs' Motion for Class Certification is a true and correct copy of Publicity
4 Piece (4) Press Release entitled "Coldwell Banker Commercial REP Launches New
5 Retail Investment Division." The document is labeled RE 00436-38. It was
6 produced in the SEC Action by Coldwell.

7 47. Attached as Exhibit 34 to the Compendium of Evidence in Support of
8 Plaintiffs' Motion for Class Certification is a true and correct copy of Publicity
9 Piece (5) Press Release entitled "Coldwell Banker Commercial REP Appoints Greg
10 Garmon Executive Management Services Director." The document is labeled RE
11 00439-441. It was produced in the SEC Action by Coldwell.

12 48. Attached as Exhibit 35 to the Compendium of Evidence in Support of
13 Plaintiffs' Motion for Class Certification is a true and correct copy of a facsimile
14 transmission sent by Mike Tuchman to Sun Holdings LLC, undated. The document
15 is labeled SHLLC 00078 and was produced by Plaintiff Sun Holdings, LLC in
16 discovery.

17 49. Attached as Exhibit 36 to the Compendium of Evidence in Support of
18 Plaintiffs' Motion for Class Certification is a true and correct copy of a facsimile
19 transmission from Rich McGill, dated July 27, 2005, referring Daniel Todd to
20 cbcreb.com. The document is labeled DT 00008 and was produced by Plaintiff
21 Daniel Todd in discovery.

22 50. Attached as Exhibit 37 to the Compendium of Evidence in Support of
23 Plaintiffs' Motion for Class Certification is a true and correct copy of a facsimile
24 transmission cover sheet (1) from Rob Conrad, dated September 2, 2005, to Steve
25 Woodward. The document is labeled SW 00011 and was produced by Plaintiff
26 Stephen J. Woodward in discovery.

27 51. Attached as Exhibit 38 to the Compendium of Evidence in Support of
28 Plaintiffs' Motion for Class Certification is a true and correct copy of a facsimile

1 transmission cover sheet (2) from Rob Conrad, dated July 20, 2005, to Steve
2 Woodward. The document is labeled SW 00026 and was produced by Plaintiff
3 Stephen J. Woodward in discovery.

4 52. Attached as Exhibit 39 to the Compendium of Evidence in Support of
5 Plaintiffs' Motion for Class Certification is a true and correct copy of checks written
6 by REP dba Coldwell Banker Commercial REP to Coldwell Banker Commercial.
7 The document consists of documents labeled RE 00354; RE 00698; RE 00699;
8 RE01182; RE 001861; RE 02185; RE 02186; and RE 02255. It was produced in the
9 SEC Action by Coldwell.

10 53. Attached as Exhibit 40 to the Compendium of Evidence in Support of
11 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
12 excerpts of the SEC Deposition of Delila Auriola, taken August 29, 2006.

13 54. Attached as Exhibit 41 to the Compendium of Evidence in Support of
14 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
15 excerpts of the SEC Deposition of Celeste Collings, taken August 29, 2006.

16 55. Attached as Exhibit 42 to the Compendium of Evidence in Support of
17 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
18 excerpts of the SEC Deposition of Jacob Flieger, taken September 5, 2006.

19 56. Attached as Exhibit 43 to the Compendium of Evidence in Support of
20 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
21 excerpts of the SEC Deposition of Nicole Giuliano, taken September 6, 2006.

22 57. Attached as Exhibit 44 to the Compendium of Evidence in Support of
23 Plaintiffs' Motion for Class Certification is a true and correct copy relevant excerpts
24 of the SEC Deposition of Richard McGill, taken October 17, 2006.

25 58. Attached as Exhibit 45 to the Compendium of Evidence in Support of
26 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
27 excerpts of the SEC Deposition of Jairam Pai, taken February 16, 2007.

28

1 59. Attached as Exhibit 46 to the Compendium of Evidence in Support of
2 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
3 excerpts of the SEC Deposition of Norman Powers, taken November 3, 2006.

4 60. Attached as Exhibit 47 to the Compendium of Evidence in Support of
5 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
6 excerpts of the SEC Deposition of Dan Rayburn, taken September 14, 2006.

7 61. Attached as Exhibit 48 to the Compendium of Evidence in Support of
8 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
9 excerpts of the SEC Deposition of William Sanders, taken October 5, 2006.

10 62. Attached as Exhibit 49 to the Compendium of Evidence in Support of
11 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
12 excerpts of the SEC Deposition of Michael Tuchman, taken September 21, 2006.

13 63. Attached as Exhibit 50 to the Compendium of Evidence in Support of
14 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
15 excerpts of the SEC Deposition of Susan Wilson, taken September 12, 2006.

16 64. Attached as Exhibit 51 to the Compendium of Evidence in Support of
17 Plaintiffs' Motion for Class Certification is a true and correct copy of relevant
18 excerpts of the SEC Deposition of Coldwell Vice President Michael T. McLean,
19 taken on November 30, 2006.

20 65. Attached as Exhibit 52 to the Compendium of Evidence in Support of
21 Plaintiffs' Motion for Class Certification is a true and correct copy of an October 17,
22 2003 facsimile transmission from Greg Brady to Coldwell Vice President Michael
23 (Mike) McLean. Exhibit 52 is labeled RE 00857 – RE 00861. It was produced in
24 the SEC Action by Coldwell.

25 66. Attached as Exhibit 53 to the Compendium of Evidence in Support of
26 Plaintiffs' Motion for Class Certification is a true and correct copy of
27 correspondence, dated September 9, 2004, to CB/REP, from Lynette Cathcart-
28 Gladdis, Coldwell Vice President, Legal. Exhibit 53 is labeled RE 01846 – RE

1 01848. It was produced in the SEC Action by Coldwell.

2 67. Attached as Exhibit 54 to the Compendium of Evidence in Support of
3 Plaintiffs' Motion for Class Certification is a true and correct copy of
4 correspondence, dated October 6, 2004, from OCC's counsel, J. Geoffrey Barry, to
5 Lynette Cathcart-Gladdis. Exhibit 54 is labeled RE 01856 – RE 01861. It was
6 produced in the SEC Action by Coldwell.

7 68. Attached as Exhibit 55 to the Compendium of Evidence in Support of
8 Plaintiffs' Motion for Class Certification is a true and correct copy of
9 correspondence, dated November 23, 2004, to OCC's counsel, J. Geoffrey Barry,
10 from Lynette Cathcart-Gladdis. Exhibit 55 is labeled RE 01359 – RE 01363. It was
11 produced in the SEC Action by Coldwell.

12 69. Attached as Exhibit 56 to the Compendium of Evidence in Support of
13 Plaintiffs' Motion for Class Certification is a true and correct copy of
14 correspondence, dated September 19, 2003, to Dawson Davenport, CB/REP's
15 Commercial Manager, from Coldwell President George E. Slusser. Exhibit 56 is
16 labeled RE 02668 – RE 02669. It was produced in the SEC Action by Coldwell.

17 70. Attached as Exhibit 57 to the Compendium of Evidence in Support of
18 Plaintiffs' Motion for Class Certification is a true and correct copy of
19 correspondence, dated February 4, 2005, from Lynette Cathcart-Gladdis, Coldwell's
20 Vice President, Legal, to the Texas State Securities Board. Exhibit 57 is labeled RE
21 02351. It was produced in the SEC Action by Coldwell.

22 71. Attached as Exhibit 58 to the Compendium of Evidence in Support of
23 Plaintiffs' Motion for Class Certification is a true and correct copy of an internal,
24 Coldwell e-mail from Andrew Napurano to Debbie Iuliano, dated February 3, 2004.
25 Exhibit 58 is labeled RE 00940-00943. It was produced in the SEC Action by
26 Coldwell.

27 72. Attached as Exhibit 59 to the Compendium of Evidence in Support of
28 Plaintiffs' Motion for Class Certification is a true and correct copy of a Coldwell

1 Affiliate Site Report, dated August 27, 2003. Exhibit 58 is labeled RE 00976-
2 00984. It was produced in the SEC Action by Coldwell.

3 73. Attached as Exhibit 60 to the Compendium of Evidence in Support of
4 Plaintiffs' Motion for Class Certification is a true and correct copy of a Ledger of
5 Payments from REP to Coldwell.

6 74. Attached as Exhibit 61 to the Compendium of Evidence in Support of
7 Plaintiffs' Motion for Class Certification is a true and correct copy of an e-mail from
8 Douglas Grimes to Michael McLean, dated August 18, 2004. Exhibit 61 is labeled
9 RE 04166. It was produced in the SEC Action by Coldwell.

10 75. Attached as Exhibit 62 to the Compendium of Evidence in Support of
11 Plaintiffs' Motion for Class Certification is a true and correct copy of excerpts from
12 the SEC Deposition of Dawson Davenport, taken January 30, 2007.

13 76. Attached as Exhibit 63 to the Compendium of Evidence in Support of
14 Plaintiffs' Motion for Class Certification is a true and correct copy of excerpts from
15 *Reponses and Objections to Plaintiff Bradley B. Larsen's First Set of Requests for*
16 *Admission to Coldwell Banker Real Estate Corporation d/b/a Coldwell Banker*
17 *Commercial Affiliates, Inc. and Coldwell Banker Real Estate, LLC*, dated August 8,
18 2011.

19 77. Attached as Exhibit 64 to the Compendium of Evidence in Support of
20 Plaintiffs' Motion for Class Certification is a true and correct copy of excerpts from
21 SEC Exh. 121, Private Placement Memorandum for Unit Investment Business Trust
22 I.

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

25 Executed August 22, 2011, at Los Angeles, California.

26 

27
28 Michael R. Newhouse