

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

DWAYNE EDWARDS; TODD BARKER; SENIOR SOLUTIONS OF SOCIAL CIRCLE, LLC; OXTON PLACE OF DOUGLAS, LLC, d/b/a OXTON REAL ESTATE OF DOUGLAS, LLC; ROME ALF, LLC; SAVANNAH ALF, LLC; WATERFORD PLACE ALF, LLC; MONTGOMERY ALF, LLC; COLUMBUS ALF, LLC; and OPELIKA ALF, LLC,

Defendants,

-and-

OXTON SENIOR LIVING, LLC; MANOR HOUSE SENIOR LIVING, LLC; SUSAN EDWARDS, a/k/a SUSAN ROGERS; SHARON NUNAMAKER, a/k/a SHARON HADDEN; and SDH DESIGN, LLC,

Relief Defendants.

Case No. 2:17-cv-393-ES-SCM

**If you bought bonds listed on the attached Exhibit “A,”
you could get a payment from a Settlement.**

A federal court authorized this notice. This is not a solicitation from a lawyer.

- A Settlement in the amount of \$10,000,000 has been proposed to compensate investors who purchased certain Bonds issued by: Douglas-Coffee County Industrial Authority; Cave Spring Housing Development Corporation; Savannah Economic Development Authority; Gainesville and Hall County Development Authority; The Medical Clinic Board of the City of Montgomery-1976 East; the Development Authority of Columbus, Georgia; and The Medical Clinic Board of the City of Opelika, Alabama.
- The attached Exhibit “A” identifies the Bonds at issue.
- The Settlement¹ resolves Claims made by the Receiver for the entities which were the ultimate beneficiaries of these issuances and for the Bondholders of such entities over whether Carr, Riggs & Ingram, LLC (“CRI”), an accounting firm which performed various professional services for those entities, caused injuries to them and to the Bondholders. The Settlement avoids costs and risks from commencing and continuing a lawsuit, pays money to qualifying investors, and releases and bars claims against CRI and related parties, including its members and employees.
- Court-appointed lawyers for the Receiver will ask the Court for up to \$2,243,065, to be paid out of the \$10,000,000 Settlement, as fees and expenses for investigating the facts, asserting the Claims, negotiating the Settlement, and

¹ Capitalized terms not otherwise defined herein shall have the meaning given them in the Settlement Agreement, a copy of which is available at <http://oxtonseniorlivingreceivership.com/home/third-party-settlement/>.

providing notice of the Settlement.

- The two sides disagree on whether the Receiver could have prevailed at trial and, if he prevailed, on how much money, if any, the Receiver could have recovered.
- Your legal rights are affected whether you act, or don't act. Read this notice carefully.
- The Court in charge of this case still has to decide whether to approve the Settlement. Payments will be made if the Court approves the Settlement and after any appeals are resolved. Please be patient.



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BASIC INFORMATION

1. Why did I get this notice package?

You, someone in your family, or someone for whom you act may have purchased certain Bonds issued by the following entities: Douglas-Coffee County Industrial Authority; Cave Spring Housing Development Corporation; Savannah Economic Development Authority; Gainesville and Hall County Development Authority; The Medical Clinic Board of the City of Montgomery-1976 East; the Development Authority of Columbus, Georgia; and The Medical Clinic Board of the City of Opelika, Alabama. A list of the specific Bond issuances in question is included in Exhibit "A" to this notice.

The Court caused this notice to be sent to you because you have a right to know about a proposed Settlement, and about all of your options, before the Court decides whether to approve the Settlement.

This notice explains the Claims, the Settlement, your legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the case is the United States District Court for the District of New Jersey, and the case is known as *Securities and Exchange Commission v. Dwayne Edwards, et al.*, Case No. 2:17-cv-393-ES-SCM. This case was filed by the United States Securities and Exchange Commission ("SEC"), which is called the plaintiff, against, among others, Dwayne Edwards ("Edwards"), Todd Barker ("Barker"), and several of their companies which benefitted from the issuance of the Bonds, Oxtan Place of Douglas, LLC d/b/a Oxtan Real Estate of Douglas, LLC, Rome ALF, LLC, Savannah ALF, LLC, Gainesville ALF, LLC, Waterford Place ALF, LLC, Montgomery ALF, LLC, Columbus ALF, LLC, and Opelika ALF, LLC (collectively, the "Entities"), all of whom are called defendants. To marshal, preserve and administer the assets of the Entities, the Court appointed Derek Pierce as Receiver.

2. What is this dispute about?

This Settlement is of a dispute raised by the Receiver concerning services provided by CRI and several of its members and employees. The Entities are limited liability companies formed by Barker and Edwards for the purpose of acquiring and operating assisted living and/or memory care facilities. After obtaining conduit municipal bond financing, each Entity acquired and operated such an assisted living and/or memory care facility.

CRI is a public accounting firm. In connection with each of the municipal bond offerings identified in Exhibit "A," and continuing through 2016, each of the Entities engaged CRI, among other things, to examine forecasted financial statements for each offering prepared by the Entity's management and to issue an independent accountant's report with respect to each such forecast. In each such report, CRI opined that management's related forecast was presented in conformity with guidelines for presentation of a forecast established by the American Institute of Certified Public Accountants and that the underlying assumptions provided a reasonable basis for management's forecast. In addition to examining and providing a report with respect to management's forecast, CRI provided other accounting services to each Entity, including audit, compilation and tax services.

During 2016, each of the Entities defaulted on its obligations with respect to the bond offerings resulting in various bankruptcy and receivership proceedings, including, ultimately, the action brought by the SEC. As a result of such defaults, many of the current and former Bondholders sustained damages by reason of their investments in the Bonds.

Generally, the Receiver claimed that CRI and its members and employees breached their obligations to the Entities and the Bondholders with respect to the Financial Forecasts and made false and misleading statements by issuing in the reports "clean opinions" for each such Financial Forecast. In this regard, the Receiver contended, among other things, that CRI: (i) lacked the independence required to perform their responsibilities as independent certified public accountants in examining and preparing reports in connection with the Financial Forecasts; (ii) failed to disclose significant assumptions underlying the Financial Forecasts, without issuing an adverse opinion; and (iii) failed properly to obtain support for and evaluate certain underlying assumptions. The Receiver asserted Claims against CRI sounding in negligence, intentional tort, breach of contract, and breach of fiduciary duty. For its part, CRI vigorously denied any wrongdoing and contended, among other things: (i) that, if the allegations of misconduct by Edwards and Barker were true, the Claims of the Entities were barred by the doctrine of *in pari delicto*; (ii) that any

Claims lacked merit because of the inability of the party allegedly injured to prove reasonable reliance on anything CRI did or said; and (iii) that the conduct and statements of CRI were not the proximate cause of any loss sustained, such loss being caused instead by unforeseeable subsequent events, including, among other things, an ownership break-up between Edwards and Barker, unanticipated regulatory issues and the mismanagement and/or misconduct of other parties.

3. Why is this a receivership?

By order dated January 23, 2017, the Court granted the SEC's motion to appoint a receiver. Under that order, the Receiver is empowered to marshal, preserve, and administer the assets and estates of the Entities. In addition, under authority granted by the Court's order dated March 6, 2018, the Receiver is pursuing the Claims of the Bondholders against CRI assigned to the Receiver by the Indenture Trustees on the Bonds.

4. Why is there a Settlement?

The Court did not decide in favor of the Receiver or CRI. There was no trial. Instead, both sides agreed to a Settlement. That way, they avoid the cost of a trial, and the people affected will have a right to compensation. The Receiver and his attorneys think the Settlement is best for all current and previous Bondholders.

WHO IS IN THE SETTLEMENT



5. How do I know if I am part of the Settlement?

All current and previous Bondholders are entitled to participate in the Settlement. Current Bondholders do not need to do anything to participate in the Settlement. Previous Bondholders must timely and properly submit a valid Claim Form to participate in the Settlement. The Claim Form is due September 27, 2019. The Claim Form can be found at www.oxtonseniorlivingreceivership.com and is also attached to this notice.

THE SETTLEMENT BENEFITS—WHAT YOU GET



6. What does the Settlement provide?

The Settlement provides a recovery to current Bondholders. The Settlement also provides a recovery to previous Bondholders who sustained loss on the Bonds and who timely and properly submit a Claim Form. The only previous Bondholders who or which may receive a distribution under the Distribution Plan are those who or which both: (a) sold at a loss on or before 4:00 p.m. (Eastern), ninety (90) days from the date of the entry of the Scheduling Order, and (b) submit a Claim Form to the Receiver at the address set forth on the Claim Form, so that it is received by the Receiver on or before 4:00 p.m. (Eastern), ninety (90) days from the date of entry of the Scheduling Order. The Claim Form is due by 4:00 p.m. (Eastern) on September 27, 2019. The Claim Form can be found at www.oxtonseniorlivingreceivership.com and is also attached to this notice. In addition, the Settlement provides for the entry of a Bar Order that will prevent the Receiver, the Indenture Trustees, all previous, present and future Bondholders, the Claimants, the Issuers, all Interested Parties, and all non-governmental Persons from prosecuting or pursuing any claims against CRI and related parties, including its members and employees relating to the Bonds.

7. How much will my payment be?

Until the Settlement is fully administered, it is not possible to determine what individual Bondholders will receive. The Settlement Amount will be allocated between the Borrowers as follows:

Settlement Amount:	\$10,000,000
Contingency Fee:	(\$2,000,000)
Dispute Related Expenses:	<u>(\$243,065)</u>
Net Settlement Proceeds:	<u>\$ 7,756,935</u>

	Douglas BOKF	Rome BOKF	Savannah BOKF	Gainesville BOKF	Waterford BOKF	Montgomery UMB	Columbus BOKF	Opelika U.S. Bank	Total
(1) Est. Current Bondholder Loss	\$1,663,882	\$3,917,403	\$4,102,600	\$2,851,125	\$6,095,832	\$5,287,563	\$4,630,220	\$4,730,599	\$33,279,224
(2) % Share	5.0%	11.8%	12.3%	8.6%	18.3%	15.9%	13.9%	14.2%	100%
(3) Borrower's Allocation of Net Settlement Proceeds	\$387,847	\$915,318	\$954,103	\$667,096	\$1,419,519	\$1,233,353	\$1,078,214	\$1,101,485	\$7,756,935

The Settlement then allocates each Borrower's allocation of the Net Settlement Proceeds amongst that Borrower's previous and current Bondholders as follows:

Step-One: Determine Current Bondholders Losses for Each Borrower

Estimated Current Bondholder Loss for each Borrower as listed in row (1) of the above chart.

Step-Two: Determine the Previous Bondholder Loss for Each Borrower

i. $(\text{Price at Which Previous Individual Bondholder Bought Bonds} - \text{Price at Which Previous Bondholder Sold Bonds}) = (x\%)$
 (All Previous Bondholder Losses + All Current Bondholder Losses)

ii. $(x\%) * \text{Net Settlement Proceeds Allocated to Borrower} = \text{Previous Individual Bondholder's Recovery}$

iii. Only previous Bondholders who or which sold at a loss will be qualified to receive a distribution under the Distribution Plan. The only previous Bondholders who or which may receive a distribution under the Distribution Plan are those who or which both: (a) sold on or before 4:00 p.m. (Eastern), ninety (90) days from the date of the entry of the Scheduling Order, and (b) submit a Claim Form to the Receiver at the address set forth on the Claim Form, so that it is received by the Receiver on or before 4:00 p.m. (Eastern), ninety (90) days from the date of entry of the Scheduling Order.

Step-Three: Determine Distribution to Current Bondholders of Each Borrower

Net Settlement Proceeds Allocated to Borrower - Total Previous Bondholders Recovery = Distribution to Indenture Trustee on Account of Current Bondholders' Losses

HOW YOU GET A PAYMENT—SUBMITTING A CLAIM FORM



8. How can I get a payment?

Any previous Bondholder claiming entitlement to a distribution from the Net Settlement Proceeds must submit a Claim Form in the form appended to this notice to the Receiver at the address set forth on the Claim Form, so that it is received by the Receiver on or before 4:00 p.m. (Eastern), ninety (90) days from the date of entry of the Scheduling Order, that is, by 4:00 p.m. (Eastern) on September 27, 2019. Any previous Bondholder's failure to timely and properly submit a Claim Form, duly providing the information and documentation called for by the Claim Form, shall preclude such previous Bondholder from receiving any distribution from the Net Settlement Proceeds. The Receiver will review and verify each submitted Claim Form. The Receiver will then file with the Court a report outlining the Receiver's determination as to whether the Claim Form will be allowed or disallowed (the "*Claims Report*"). Previous Bondholders who have submitted a Claim Form will have the opportunity to object to the Claims Report by filing an objection to the Claims Report within (14) days after the filing of the Claims Report. Objections to the Claims Report will be determined by the Court. If no objection is timely filed to the Claims Report, the Claims Report shall be the final, binding determination on the allowance or disallowance of each Claim Form.

CURRENT BONDHOLDERS ARE EXEMPT FROM THE REQUIREMENT OF SUBMITTING A CLAIM FORM. THE SETTLEMENT PROCEEDS DUE CURRENT BONDHOLDERS WILL BE DISTRIBUTED TO

THE INDENTURE TRUSTEES WHO WILL DISTRIBUTE THE FUNDS TO THE CURRENT BONDHOLDERS.

9. When would I get my payment?

If the Settlement is approved, we do not know when current and previous Bondholders will get their payments. The Court will hold a hearing on September 30, 2019 at 2:00 p.m. (prevailing Eastern time), to decide whether to approve the Settlement. If the Court approves the Settlement after that, there may be appeals. It's always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. Everyone who sends in a Claim Form will be informed of the progress of the Settlement. Please be patient.

10. What am I giving up to get a payment?

You cannot exclude yourself from the Settlement, and that means that you can't sue, continue to sue, or be part of any other lawsuit against CRI, its members or employees about the legal or factual issues in *this* case. It also means that all of the Court's orders will apply to you and legally bind you. This is true whether or not you submit a Claim Form.

11. Can I get out of the Settlement?

No. You cannot exclude yourself from this Settlement. If the Court approves this Settlement, you will be subject to what is called a "Bar Order." That Bar Order will prevent the Receiver, the Indenture Trustees, all previous, present and future Bondholders, the Claimants, the Issuers, all other Interested Parties, and all other non-governmental Persons from prosecuting or pursuing any claims against CRI and related parties, including its members and employees relating to the Bonds. This Bar Order will only be entered if the Court approves the Settlement.

THE LAWYERS



12. Do I have a lawyer in the case?

No. The Receiver is represented by the law firms of Waller Lansden Dortch & Davis, LLP in Nashville, TN, and Whiteford Taylor & Preston, LLP in Baltimore, MD. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. How will the lawyers be paid?

The Receiver's attorneys will ask the Court to approve payment of attorneys' fees and costs of up to \$2,243,065, comprised of a fee award of \$2 million and costs of \$243,065. The fees awarded would pay the Receiver's counsel for investigating the facts, asserting and pursuing the Claims against CRI, negotiating and obtaining approval of the Settlement, and providing the notice called for by the Settlement. The costs awarded would reimburse the Receiver and his attorneys for out-of-pocket costs incurred by them in asserting and pursuing the Claims and the Settlement. The fee amount of \$2 million is based on a contingent fee of 20% agreed upon between the Receiver and his counsel previously approved by the Court. These amounts will be deducted from the Settlement amount of \$10,000,000. CRI has agreed not to oppose these fees and expenses.

OBJECTING TO THE SETTLEMENT



14. How do I tell the Court that I don't like the Settlement?

You can tell the Court that you don't agree with the Settlement or some part of it.

You can object to the Settlement if you don't like any part of it. You can give reasons why you think the Court should not approve it. To object, you must mail your written objection to the Clerk of the United States District Court for the District of New Jersey, United States Courthouse, Martin Luther King Building, 50 Walnut Street, P.O. Box 999, Newark, New Jersey 07101, so that it is received no later than September 20, 2019.

All objections filed with the Court must:

- a. contain the name, address, telephone number, and (if applicable) an email address of the Person filing the objection;
- b. contain the name, address, telephone number, and email address of any attorney representing the Person filing the objection;
- c. be signed by the Person filing the objection, or his or her attorney;
- d. state, in detail, the basis for any objection;
- e. attach any document the Court should consider in ruling on the Settlement, the Bar Order and Judgment, or the Receiver's request for approval of Receiver's attorneys' fees and costs; and
- f. if the Person filing the objection wishes to appear and be heard at the Final Approval Hearing, make a request to do so.

No Person will be permitted to appear and be heard at the final approval hearing without filing a written objection and request to appear and be heard at the final approval hearing. Your written objection must be mailed to all of the following different places:

COURT	RECEIVER'S COUNSEL	CRI'S COUNSEL
Clerk of the Court United States District Court for the District of New Jersey Martin Luther King Building & U.S. Courthouse 50 Walnut Street Room 4015 Newark, NJ 07101	Waller Lansden Dortch & Davis, LLP Blake D. Roth 511 Union Street, Suite 2700 Nashville, Tennessee 37219	Duane Morris LLP Thomas B.K. Ringe 30 S. 17th Street Philadelphia, PA 191903

and

**Whiteford Taylor &
Preston, LLP**
William F. Ryan, Jr.
7 St. Paul Street, 15th
Floor,
Baltimore, MD 21202

INDENTURE TRUSTEES' COUNSEL

Bank of Oklahoma Nora R. O'Neill Frederic Dorwart, Lawyers PLLC Old City Hall 124 East Fourth Street Tulsa, OK 74103-5027	U.S. Bank George M. Taylor III Burr & Forman, LLP 420 North 20th Street Suite 3400 Birmingham, AL 35203	UMB Bank, N.A. Thomas Longino Longino Public Finance LLC 2917 Central Avenue Suite 205 Birmingham, AL 35209
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THE COURT'S FINAL APPROVAL HEARING

15. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Final Approval Hearing at 2:00 p.m. (prevailing Eastern time) on September 30, 2019, at the United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse 50 Walnut Street Room 4015, Newark, NJ 07101, in Courtroom 2B. At the Final Approval Hearing the Court will consider whether the Settlement is fair, reasonable, and adequate. The Court may also decide how much to pay to the Receiver's counsel. If there are objections, the Court will consider them. At or after the Final Approval Hearing, the Court will decide whether to approve the Settlement. We do not know how long the decision will take.

16. Do I have to come to the hearing?

No. The Receiver's counsel will answer questions the Court may have. But, you are welcome to come at your own expense. If you send an objection, you don't have to come to Court to talk about it. As long as your written objection is received on time, the Court will consider it. You may also pay your own lawyer to attend, but it's not necessary.

17. May I speak at the hearing?

You may ask the Court for permission to speak at the fairness hearing. To do so, you must send a letter objecting to the Settlement as provided for in answer to Question 14 above. You must also send a separate letter saying that it is your "Notice of Intention to Appear and be Heard in *SEC v. Edwards*." Be sure to include your name, address, telephone number, and your signature. Your Notice of Intention to Appear and be Heard must be received no later than September 20, 2019, by the Clerk of the Court, the Receiver's Counsel, Defense Counsel, and Counsel to the Indenture Trustees at the addresses in answer to Question 14.

IF YOU DO NOTHING

18. What happens if I do nothing at all?

If you are a current Bondholder and do nothing, you'll get money from this Settlement. If you are a previous Bondholder and do nothing, you'll get *no* money from this Settlement. In either event, if the Court approves the Settlement, your Claims against CRI covered by the Settlement will be barred.

GETTING MORE INFORMATION

19. Are there more details about the Settlement?

Yes. You can read the pleadings relevant to the Settlement that have been filed in the case. You can get a copy of these pleadings by visiting <http://oxtonseniorlivingreceivership.com/home/third-party-settlement/>.

20. How do I get more information?

This notice summarizes the proposed Settlement. More details are in a Settlement Agreement. You can get a copy of the Settlement Agreement and other pleadings related to the Settlement by visiting <http://oxtonseniorlivingreceivership.com/home/third-party-settlement/>.

DATE: June 28, 2019.

EXHIBIT A

ISSUER	CUSIP
OPELIKA ALA MED CLINIC BRD HEALTHCARE FAC REV OPELIKA ALF LLC PROJ (AL)	683507AA5 683507AB3 683507AC1 683507AD9 683507AE7
MONTGOMERY ALA MED CLINIC BRD 1976 EAST REV FIRST MTG-WATERFORD PL ALF LLC (AL)	613061AG5 613061AH3
SAVANNAH GA ECONOMIC DEV AUTH REV FIRST MTG- SAVANNAH ALF LLC (GA)	80483CLN9 80483CLP4
CAVE SPRING HOUSING DEVELOPMENT CORPORATION FIRST MORTGAGE REVENUE BONDS (ROME ALF, LLC PROJECT (GA)	149596CF3 149596CG1
MONTGOMERY ALA MED CLINIC BRD 1976 EAST REV FIRST MTG-MONTGOMERY ALF LLC (AL)	613061AJ9 613061AK6
GAINESVILLE AND HALL CNTY GA DEV AUTH FIRST MTG- GAINESVILLE ALF, LLC (GA)	362754GT4 362754GU1 362754GV9 362754GW7
DOUGLAS-COFFEE CNTY GA INDL AUTH FIRST MTG REV OXTON PL DOUGLAS LLC PROJ-SER (GA)	258873AA6 258873AB4
COLUMBUS GA DEV AUTH REV FIRST MTG-COLUMBUS ALF LLC (GA)	19912HFH7 19912HFJ3 19912HFK0

CLAIM FORM

UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY	PREVIOUS BONDHOLDER CLAIM FORM
<i>Securities and Exchange Commission v. Edwards et al.</i>	Case No. 2:17-cv-393-ES-SCM
Name of Person/Entity Making Claim:	Received
Name and address where notices should be sent: Telephone Number: _____ Email: _____	<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Claim # _____
Name and address where payment should be sent (if different from above): Telephone Number: _____ Email: _____	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim and attach a copy of such claim.
Amount Lost: \$ _____	
Issuance(s) (attach additional pages if additional space is needed): Issuer(s): _____ CUSIP No(s): _____	
Loss Calculation (attach additional pages if additional space is needed): CUSIP No(s): _____ No. of Bonds Purchased: _____ Date(s) Purchased: _____ Purchase Price(s): _____ No. of Bonds Sold: _____ Date(s) Sold: _____ Sale Price(s): _____	
Supporting Documentation. You must attach copies of any documents that support your claim (including the basis for calculating your loss(es)), such as account statements, trade histories, purchase and sale directions/orders, itemized statements of accounts, other contracts, etc. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED. If the documents are not available, please explain: _____	
5. Signature. I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information and reasonable belief. Print Name: _____ Title: _____ Company: _____ <div style="display: flex; justify-content: space-between; width: 100%;"><div style="border-top: 1px solid black; width: 40%;"></div><div style="border-top: 1px solid black; width: 20%;"></div><div style="border-top: 1px solid black; width: 20%;"></div><div style="border-top: 1px solid black; width: 20%;"></div></div> <div style="display: flex; justify-content: space-between; width: 100%;"><div>(Signature)</div><div>(Date)</div></div>	
Mail Claim Form to: Waller Lansden Dortch & Davis, LLP, 511 Union Street, Suite 2700, Nashville, TN 37219, Attn: CRI Settlement	