

2. It is my understanding that Plaintiff State of Colorado, ex rel. John W. Suthers, Attorney General, (the “Plaintiff”) is seeking to have Waverton appointed as custodian for Colorado Humane Society & S.P.C.A., Inc. (the “Defendant”). I have performed a reasonable level of due diligence on the defendant, on its operations, and on the public record, and based upon the due diligence performed and on my professional experience, I believe that: (a) the defendant in this action is a company doing business primarily in the State of Colorado; (b) given the circumstances of the defendant, it is a suitable candidate for a custodianship in state court in Colorado; and (c) Waverton is fully qualified to serve as a custodian for the defendant.

3. I am not affiliated in any way with the Plaintiff or the Defendant in this action.

4. I have held discussions with the Plaintiff and representatives of the Defendant on the following subjects: (a) Waverton’s role as custodian; (b) how Waverton will administer the custodianship; (c) how much Waverton will charge for its services; (d) how much Waverton will pay for services to appropriate and approved third-parties hired to provide services to the Custodianship Estate; and (e) who Waverton will hire to perform necessary services to administer the Custodianship Estate. Both the Plaintiff and the Defendant have indicated their preference that the Custodianship Estate be operated with the objective that the Defendant survive the Custodianship Estate.

5. I have not agreed, either directly or indirectly, or entered into a contract, arrangement, or understanding with the Plaintiff or any agent or assignee thereof, about: (a) Waverton’s role as custodian; (b) how Waverton will administer the custodianship; (c) how much Waverton will charge for its services; (d) how much Waverton will pay for services to appropriate and

approved third-parties hired to provide services to the Custodianship Estate; or (e) who Waverton will hire to perform necessary services to administer the Custodianship Estate.

6. I have not agreed, either directly or indirectly, or entered into a contract, arrangement, or understanding with the Defendant or any agent or assignee thereof, about: (a) Waverton's role as custodian; (b) how Waverton will administer the custodianship; (c) how much Waverton will charge for its services; (d) how much Waverton will pay for services to appropriate and approved third-parties hired to provide services to the Custodianship Estate; or (e) who Waverton will hire to perform necessary services to administer the Custodianship Estate.

7. I have confirmed with the Plaintiff and the Defendant Waverton's availability to act as a custodian in this matter. I have been informed that Plaintiff and Defendant consent, and have no objection to Waverton's appointment as Custodian.

8. Should Waverton be appointed the custodian for the Defendant, Waverton agrees that it is exclusively the agent of the appointing Court and not an agent of any party to the litigation, and as such: (a) Waverton will remain neutral; (b) Waverton will act for the benefit of all who may have an interest in the property of the Custodianship Estate; and (3) Waverton will hold the assets of the custodianship for the Court and not for the Plaintiff or any other party.

I declare under penalty of perjury under the laws of the State of Colorado that the forgoing is true and correct and that this Declaration was executed this 11th day of December, 2008, at Denver, Colorado.

Richard A. Block
Managing Member
Waverton Group, LLC

VERIFICATION

STATE OF COLORADO)
) SS.
COUNTY OF DENVER)

I, Richard A. Block, being duly sworn upon oath, solemnly affirm as follows: (a) I am the Managing Member of Waverton Group, LLC; (b) Waverton Group, LLC is a candidate for the custodianship of the Defendant in the above-styled civil action; (c) I have reviewed the foregoing Verified Declaration of Richard A. Block; and (d) the information contained therein is true to the best of my knowledge and belief.

Richard A. Block
Waverton Group, LLC
Managing Member

STATE OF COLORADO)
) SS.
COUNTY OF DENVER)

Subscribed and sworn to before me by Richard A. Block as the Manager and Member of Waverton Group, LLC, on the 11th day of December, 2008.

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

Subscribed and sworn to before me by Richard A. Block as the Managing Member of Waverton Group, LLC, a Colorado limited liability company, on the 11th day of December, 2008.

Witness my hand and official seal.

My commission expires: _____

(Seal)

Notary Public