

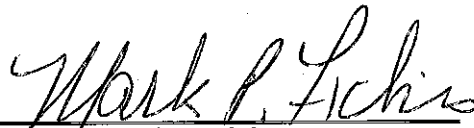


1 I, Mark P. Fickes, declare:

2 1. I am admitted to practice before this Court and am counsel of record for Defendant  
3 Mark Feathers. I make this declaration based on personal knowledge. If called as a witness, I  
4 could, and would, testify competently to the facts stated herein.

5 2. Attached as **Exhibit 3** is a true and correct copy of the ledger reflecting Mr.  
6 Feathers's stock purchases and sales prepared by Mae Saechao, SB Capital's Controller.

7 I declare under penalty of perjury under the laws of the United States that the foregoing is  
8 true and correct, executed this 17<sup>th</sup> day of August, 2012.

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11 Mark P. Fickes

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# **EXHIBIT 3**

**SB Capital**

Type	Date	Num	Name	Memo	Split	Amount	Balance
<b>3200 - Common Stock - No Par</b>							
General Journal	09/30/2006	2	3201 - Feathers, Mark	Beginning balance	1010 - Bank of Alameda - Operating 0889	296,900.00	0.00
General Journal	10/31/2006	22		VOID:	-SPLIT-	0.00	296,900.00
General Journal	02/14/2007	CP-Cline CS		Record M. Feathers purchase of 5,937 SHS of Cline CS	3202 - Cline	296,850.00	593,750.00
General Journal	03/01/2007	CP-Stachows		Record M. Feathers purchase of 500 Shares @ \$50 each of Swachoskt's	3209 - Stachowski, Barbara	50,000.00	643,750.00
Bill	03/05/2007		Mark Feathers	Corporate stock re-purchase - 2,000 shares @ \$50/share	2000 - Accounts Payable - Trade	-100,000.00	543,750.00
General Journal	04/16/2007	CP-C/S Stac		Record purchase by M Feathers of 250 SHS @ \$50 for each Stachowski	3209 - Stachowski, Barbara	25,000.00	568,750.00
General Journal	04/24/2007	CP-C/S Cant		Record M. Feathers purchase of 500 SHS @ \$50 Canty C/S	3204 - Canty	25,000.00	593,750.00
General Journal	04/27/2007	157	Mark & Natalie Feathers, shareholder	Record M. Feathers purchase of 500 shares at \$50 each	1010 - Bank of Alameda - Operating 0889	50,000.00	643,750.00
General Journal	05/07/2007	CP-CS movement	<i>see bank date</i>	M. Feathers purchase of 3,000 SHS @ \$50	3204 - Canty	150,000.00	793,750.00
General Journal	05/07/2007	CP-CS movement	<i>see bank date</i>	M. Feathers purchase of 3,000 SHS @ \$70	3204 - Canty	35,000.00	828,750.00
General Journal	05/08/2007	159	Mark & Natalie Feathers, shareholder	Mark & Natalie Feathers, shareholder Purchase 500 shares.	1010 - Bank of Alameda - Operating 0889	25,000.00	853,750.00
General Journal	06/11/2007	CP-C/S Cant		Feathers purchase 500 SHS @ \$50 from Canty	3204 - Canty	25,000.00	878,750.00
Check	10/01/2007	2351	Mark Feathers	stock buyback SBCC @ \$47/share - recorded fr 3300 APIC 3/28/10	1010 - Bank of Alameda - Operating 0889	-47,000.00	831,750.00
General Journal	10/01/2007	CP-MF to TS		MF sale of 1,000 SHS to company @ \$47	-SPLIT-	-3,000.00	828,750.00
General Journal	12/10/2007	CP-MF-Canty		MF purchase of 250 C/S fr Canty @ \$50 per share cost	3204 - Canty	12,500.00	841,250.00
Check	04/01/2009	1138	Mark & Natalie Feathers, shareholder	Mark & Natalie Feathers, shareholder stock re-purchase by SBCC. 1,000 shares at \$50/share	1049 - Wells Fargo - Operating 4778	-25,000.00	816,250.00
Check	04/01/2009	1138	Mark & Natalie Feathers, shareholder	Mark & Natalie Feathers, shareholder stock re-purchase by SBCC. 1,000 shares at \$50/share	1049 - Wells Fargo - Operating 4778	-25,000.00	791,250.00
Check	04/17/2009	W/D	Mark Feathers	Cashiers check 21407388 Co purchase of M Feathers C/Stock	1049 - Wells Fargo - Operating 4778	-50,000.00	741,250.00
Total 3201 - Feathers, Mark							

Type	Date	Num	Name	Memo	Split	Amount	Balance
<b>3100 - Common Stock - No Par</b>							
General Journal	09/30/2009		Operating Bal	Operating Bal - former 3201	1001 - Bank of Alameda - 0889 - Operat	741,250.00	0.00
Check	01/05/2010	1072	Mark Feathers	Stock repurchase of SBCC @ \$47 per share	1003 - Heritage - 3604 - Operating	-47,000.00	694,250.00
General Journal	01/05/2010	TS purch MF		TS purch of 1,000 SHS of \$50 stock fr MF @ \$47	-SPLIT-	-3,000.00	691,250.00
Check	11/30/2010	2493	Mark Feathers	Purchase of 65 shs @ \$1.00 Small Business Cap Corp Stock	1003 - Heritage - 3604 - Operating	-65.00	691,185.00
General Journal	11/30/2010	C/S purch		TS purch of 65 SHS of \$50 stock fr MF	-SPLIT-	-3,185.00	688,000.00
Total 3101 - C/S - Mark Feathers							

Year End	# of SHS	Cost per SH	Cost Basis
12/31/2006	5,938	\$	\$ 296,900.00
12/31/2007	16,125	\$	\$ 806,250.00
	500	\$	\$ 35,000.00
	16,625	\$	\$ 841,250.00
12/31/2008	16,125	\$	\$ 806,250.00
	500	\$	\$ 35,000.00
	16,625	\$	\$ 841,250.00
12/31/2009	14,125	\$	\$ 706,250.00
	500	\$	\$ 35,000.00
	14,625	\$	\$ 741,250.00
12/31/2010	13,060	\$	\$ 653,000.00
	500	\$	\$ 35,000.00
	13,560	\$	\$ 688,000.00

*Do not have copies of checks*

688,000.00