



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

B.E. CAPITAL MANAGEMENT)
FUND LP,)
) Petitioner,)
))
) - against -) C.A. No. 12843-VCL
))
FUND.COM INC.,)
))
) Respondent.)

RECEIVER’S MOTION FOR ORDER WAIVING REQUIREMENT THAT HE FILE CLASS A RECORD SHAREHOLDER LIST

Thomas Braziel, as receiver (the “Receiver”) of Fund.com Inc. (“Fund.com”), moves for an order waiving the requirement under Rule 151(3) and Paragraph 10(c) of the order appointing the Receiver, entered November 29, 2016 (the “Order”), that the Receiver file a list of Fund.com’s record Class A shareholders and their last-known address, and respectfully states:

1. Rule 151(3) requires that a receiver for a corporation file a list that includes the name and last-known address of each shareholder within thirty days from the time of his or her appointment. Paragraph 10(c) extended that deadline by thirty days, and limited disclosure requirements to Fund.com’s record shareholders.
2. Fund.com’s SEC filings provide that it issued three classes of shares: Class A, Class B, and preferred. Contemporaneously herewith, the Receiver has filed a list of Fund.com’s Class B and preferred record shareholders and their last-known address based on information in such filings.

3. The company's Class A shares trade publicly under ticker symbol FNDM. The stock transfer agent (Continental Stock Transfer & Trust Co.) for Fund.com advised the Receiver that it holds a list of record Class A shareholders, but that it will not turn over the same unless the Receiver (re-)engages it as stock transfer agent, and the receivership estate does not have sufficient funding at this time to engage Continental, nor does it need to, except to satisfy disclosure obligations under Rule 151(3) and Paragraph 10(c).

WHEREFORE, the Receiver requests that this Court waive the requirement under Rule 151(3) and the Order that the Receiver file a list of Class A record shareholders and their last-known address pursuant to Rule 148.

Dated: January 18, 2017

KLEIN LLC

/s/ Julia B. Klein
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|-------------------------|---|--------------------|
| B.E. CAPITAL MANAGEMENT |) | |
| FUND LP, |) | |
| Petitioner, |) | |
| |) | |
| - against - |) | C.A. No. 12843-VCL |
| |) | |
| FUND.COM INC., |) | |
| |) | |
| Respondent. |) | |

[PROPOSED] ORDER WAIVING REQUIREMENT THAT RECEIVER FILE CLASS A RECORD SHAREHOLDER LIST

WHEREAS, Thomas Braziel, as receiver (the “Receiver”) of Fund.com Inc. has moved for an order waiving the requirement under Rule 151(3) and Paragraph 10(c) of the order appointing the Receiver, entered November 29, 2016 (the “Order”) that he file a list of Class A record shareholders and their last-known address.

NOW THEREFORE, IT IS HEREBY ORDERED:

1. The motion is granted as set forth herein.
2. Pursuant to Rule 148, the requirement under Rule 151(3) and Paragraph 10(c) of the Order that the Receiver file a list of Class A record shareholders of Fund.com Inc. and their last-known address is hereby waived.

Dated: January ____, 2017

Honorable J. Travis Laster