



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

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

**RECEIVER’S MOTION TO EQUITABLY SUBORDINATE
LOANS AND PREFERRED AND CLASS B SHARES TO
CLASS A SHARES AND FOR ALTERNATIVE RELIEF**

Thomas Braziel, as receiver of Fund.com Inc. (the “Receiver”) moves for an order equitably subordinating in right to payment from the receivership estate loans purportedly extended by Jason Galanis to Fund.com Inc. (the “Company”) and the Company’s Class B and Preferred Shares to the Company’s publicly traded Class A Shares, or alternatively, declaring the loans illegal and the loan instruments void under New York law. The grounds for this motion are more fully set forth in the accompanying memorandum of law and supporting affidavit.

Dated: February 8, 2017

KLEIN LLC

/s/ Julia B. Klein

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