Sovereign Deed: a house of cards

Addressees and purpose

This investigation is for the benefit of the following in assessing the desireability of Sovereign Deed's offer to establish operations in McKinley Township:

Emmet County board members and planning commission members, c/o the clerk Emmet County controller, civil counsel, and airport manager McKinley Township supervisor Pellston mayor Michigan governor and local legislators US congressman Michigan Economic Development Corporation Northern Lakes Economic Alliance Sovereign Deed

It is preliminary in nature. We invite recipients to call errors to our attention. Cited sources will be provided on request by Ellis Boal, 231/547-2626, ellisboal@voyager.net.

Introduction

Sovereign Deed has caused a lot of excitement in Emmet County recently. The Petoskey News-Review said on May 25:

If Sovereign Deed, the private emergency management firm, selects Pellston Regional Airport as its national response center, it would provide a major economic stimulus to Emmet County and the rest of Northern Michigan.

Quoting Emmet County controller Lyn Johnson, the newspaper said 671 jobs would be created in the region after five years, producing an annual payroll of \$30 million. Sovereign Deed itself would create 40 jobs initially, each paying an

average of \$22/hour, and the number would increase to 332 over five years. The deal would double the taxable value of property in McKinley Township, and produce annual tax revenues of \$.6 million in the first year of a 12-year tax abatement, and \$1.2 million thereafter. The basis of the \$22/hour figure was not explained.

http://www.petoskeynews.com/articles/2007/05/26/news/news02.txt

On May 29, state rep Gary McDowell said the number of jobs would be "at least 40."

http://107.housedems.com/news/article/mcdowell-allen-announce-incentive-toencourage-pellston-development/bill-provides-5-million-property-tax-breakfor-catastrophic-response-center

http://www.senate.michigan.gov/gop/readarticle.asp?id=486&District=37

In a speech to the Kiwanis Club on August 22, Sovereign Deed CEO Barrett Moore said the company proposes to invest \$79 million on 700 acres, and bring 500 full-time jobs within five years.

http://www.petoskeynews.com/articles/2007/08/23/news/news02.txt

In September Sovereign Deed placed an article citing the 500-job figure on its website: "Here's what the investment could look like, through a conservative calculation of the company's plans to employ 332 people, an amount which has more recently been increased to 500"

http://www.sovereigndeed.com/PDF/b2b_09-07.pdf

On August 17, airport manager Kelley Atkins wasn't sure about the 500-job figure: "We're hoping when we get to the three, four or five years and little bit beyond we're talking somewhere between three to five hundred jobs is what we hope." *http://www.tv7-4.com/news/news_story.aspx?id=45389*

According to the News-Review, Moore also told the Kiwanis in August: "Sovereign Deed is currently building a series of response centers across the country. The proposed location would serve as the command and control center, Moore said."

http://www.petoskeynews.com/articles/2007/08/23/news/news02.txt

Conditions imposed by the company include creation of public infrastructure with roads, water storage, additional fencing, and execution of a lease. The county controller estimates the infrastructure improvements at \$10.5 million, paid in part

by state and federal grants and appropriations. http://www.petoskeynews.com/articles/2007/08/23/news/news02.txt

The Northern Lakes Economic Alliance estimates the incentive package at "more than \$12 million." *http://www.petoskey.com/uploads/b2b-july_FINAL.pdf*

The Petoskey Regional Chamber of Commerce estimates an additional 300 indirect jobs in five years, plus trades jobs to build the facility. The Northern Lakes Economic Alliance says the people hired by Sovereign Deed would be comparable to 19,000 new jobs in Detroit. *http://www.sovereigndeed.com/PDF/b2b_09-07.pdf*

In letters provided to the planning commission and to us, heavy regional economic hitters gave the project vigorous written support in late June. They include Cheboygan County, North Central Michigan College, Northern Lakes Economic Alliance, the Northeast and Northwest Michigan Councils of Governments, and the chambers of commerce of Petoskey, Harbor Springs, Cheboygan, Indian River, and East Jordan.

The county acts fast

All dates above and following are in 2007 unless otherwise stated.

Sovereign Deed first approached Emmet County in January. It asked for a nondisclosure agreement for confidential material the county would use to evaluate the potential deal. The agreement gave the company legal remedies in case of a breach. On January 19 board chairman Jim Tamlyn signed it on behalf of the county.

Asked if the county board had authorized Tamlyn's signature in a minuted meeting, on November 27 county lawyer Kathleen Abbott said only that he signed it "relative to his review of the 'Confidential Information Memorandum' dated January 2006...." The answer in other words was "no."

On February 22, Barrett Moore announced to the county board that his firm had

selected Pellston as one of three possible locations for the center. He said a decision would be made after evaluating three prospects, including Emmet County, Racine County Wisconsin, and St. Clair County Illinois. The board authorized Tamlyn to sign a 99-year lease for close to 600 acres on the airport land. http://www.petoskeynews.com/articles/2007/02/23/news/news04.txt http://107.housedems.com/news/article/mcdowell-allen-announce-incentive-toencourage-pellston-development/bill-provides-5-million-property-tax-breakfor-catastrophic-response-center

On March 10 he signed it.

The lease provides only for 80 jobs after 25 years. It says the company must use its "best efforts to create a minimum of forty (40) jobs on the Premises within five years from the date of this Lease," and thereafter consistent with its then existing business plan and needs "an additional 10 jobs for each consecutive five year period through year 25 of this Lease."

The lease says the job creation "shall be commensurate with and reflect the level of federal, state, and local incentives and other assistance, directly or indirectly, provided to Lessee...", whatever that means.

Other conditions require that Sovereign Deed be satisfied that the lease property "has received commitment of satisfactory federal, state, and local incentives and other assistance, directly or indirectly, to warrant lease of the property." Further, the lease is "conditioned upon the execution of an agreement in a form satisfactory to Lessee, in Lessee's sole discretion, with McKinley Township and any other taxing authority with jurisdiction over the premises, regarding the appropriate property tax treatment of Lessee's use and occupancy of the Premises."

In other words, Sovereign Deed can walk away at will.

Asked for all correspondence between the county and Sovereign Deed, on November 7 the county refused 84 pages of lease drafts, citing MCLA 15.243(1) (m). That law exempts from FOIA "communications and notes within a public body or between public bodies of an advisory nature to the extent that they cover other than purely factual materials and are preliminary to a final agency determination of policy or action." Plainly enough, lease drafts exchanged with an outside entity like Sovereign Deed are no longer exempt, if they ever were, once the county made a final determination to sign it.

The March 10 lease, for the first time, identified Emmet County's competitors for the national response center in the attached sheet. One is Scott Air Force Base in St. Clair County (misspelled "St. Claire") Illinois. The other is Kenosha Regional Airport, in Kenosha County Wisconsin, not Racine County as Moore said on February 22.

According to the civil counsel on November 7 and 27, the lease is not fully executed. It is being re-negotiated.

In the spring the DNR lifted reverter clauses on property at the airport. According to the News-Review this occurred in record time, at the county's request. The clauses would have returned ownership of the property to the DNR if it were used for anything but aeronautical use.

http://www.petoskeynews.com/articles/2007/05/26/news/news02.txt

On June 29 the county completed an environmental impact statement showing few environmental concerns. The statement showed the number of jobs as 332 by the fifth year. The number of acres was "approximately 640."

On October 23 the county held a town meeting at Pellston High School, where the public could ask questions about the deal. Moore at first promised he would be there. Instead he sent a company vice-president, Richard Mills. Mills is a former special forces general.

http://www.discoverpetoskey.com/index.php? option=com_content&task=view&id=556

Echoing a statement in a biography of Moore released to us by the MEDC, Mills said at the meeting:

Mr. Moore ... was also one of the co-founders of Triple Canopy, the government contractor that some of you have heard about overseas [in Iraq].... Mr. Moore severed all ties and association in every aspect with that company in 19-, sorry, in 2004. Since that time he has had no assocation with that company or any aspect of it.... It has nothing to do with Sovereign Deed.

A tape of the meeting is available online. http://www.ncpublish.com/DS_20280.mp3 http://www.petoskeynews.com/articles/2007/10/24/news/news01.txt

On November 1 the planning commission approved the company's zoning request on 707 acres, submitted four weeks previously. The center would include a receiving center, two hangars, a warehouse, a crisis action center, and a training center. One of the hangars was 50 feet in height, and required a variance. *http://www.petoskeynews.com/articles/2007/11/02/news/news02.txt*

What is Sovereign Deed?

According to a confidential company overview in August -- which the county released to us -- it is a fear-inspired for-profit business which promises members "a few minutes head start" in the midst of a "terrorist attack, pandemic, hurricane, or earthquake." At the Pellston High School meeting Mills specified the advance timing as "at least 20 minutes."

http://www.ncpublish.com/DS_20280.mp3

The company will offer evacuation, haven, rescue, and professional services. It maintains a proprietary intelligence network of first responders, law enforcement, and military experts. According to Mills at the high school, "it is a country club type membership." Members are already enrolled, and:

The price is \$50,000. Now listen to me, listen..... That's a one-time fee with a \$15,000 annual fee.

http://www.ncpublish.com/DS_20280.mp3

The company will provide disaster response services to the select few who can afford them. Targeted services areas include metropolitan areas of New York, Chicago, and Los Angeles. The response team includes private military special forces.

http://www.petoskeynews.com/articles/2007/08/23/news/news02.txt

The confidential overview says the current members have tested and vetted the company's "solution." Today the company is marketing to their friends and

families:

Our viral marketing efforts are accelerating. ... These introductions, ranging from HNW [high net worth] individuals to family offices to corporate clients, represent meaningful opportunities and confirm the potential impact of a viral (or referral-based) approach to member acquisition as a fundamental component of our approach to the market. To complement these marketing efforts, we have created and developed a complete suite of customer-facing materials....

. . .

Sovereign Deed intends to market its product and services to both high net worth families and selected institutions. Initially, we will target the approximately 2.2 million affluent families in our defined "sweet spot" and "extended target market." The institutional strategy will initially focus on publicly traded companies, large private companies, and selected professional service firms (e.g. law firms, hedge funds and management consultancies).

Jay Crookston, named in the confidential overview as Sovereign Deed's executive vice president for new members, left the company two months ago. Crookston said on his website, "I was asked to build the front end to take the company to market. Due to funding constraints, the plan to build and scale a salesforce was never implemented, and I left after six months." *http://www.linkedin.com/in/jaycrookston*

In a profile of CEO and founder Barrett Moore, the overview says he is a successful entrepreneur who has founded and built seven companies over 30 years, which have created substantial value for shareholders. He has filed for over 400 patents. His prior venture Triple Canopy commercialized the private military market.

The company has dozens of brand names. http://www.findownersearch.com/owner/2677918/ http://www.findownersearch.com/owner/2677917/

The full name of the entity at play in Pellston is Sovereign Deed LLC. Another

company at the same address controlled by Moore is Sovereign Deed Inc. According to the Illinois secretary of state, until March 2006 Sovereign Deed Inc was named Triple Canopy Group Inc. *http://www.ilsos.gov/corporatellc/*

The two Deed companies commingle operations. On June 8, 2006, Sovereign Deed Inc made a formal purchase order with the Gerson Company on Sovereign Deed LLC stationery for a million respirators at 31 cents each. The order says:

Attached please find a very current balance sheet for Sovereign Deed, Inc. fka Triple Canopy Group Inc. The D&B number 20-0206630 and FEIN 36-4125650.

The order and the balance sheet are attached. The balance sheet, for "Sovereign Deed Inc (Formerly Triple Canopy Group Inc)", shows total equity of \$4.7 million. Gerson delivered the respirators, and invoiced for \$676,544.88. No payment came. On February 7 Gerson sued both companies in state court asking for the money or the respirators back. The suit said defendants were "insolvent" under Illinois law because they had "ceased to pay their debts in the ordinary course of business, or could not pay their debts as they became due."

Gerson v Sovereign Deed et al, Lake County Circuit Court Case #07 L 114.

One law firm represented the two Deeds and the other defendants. It removed the suit to federal court on February 15. Thirteen days later that court sent it back to state court. On April 26 Judge John Nordberg fined the Deeds and the other defendants \$4000 for improper removal.

Gerson v Sovereign Deed et al, ND Illinois (Chicago) civil case #1:07-cv-00894.

According to Moore's biography, Triple Canopy Group Inc "collectively" with Triple Canopy Inc positioned itself at the forefront of the \$4.5 billion privatized military contractor market. It says Moore is 43.

According to Michigan Messenger, Triple Canopy Inc sued Moore for fraud and theft of company funds in 2005, in a case that settled out of court. We have not had a chance to review the court records or the settlement.

http://www.michiganmessenger.com/showDiary.do;jsessionid= 9782697CD782E4B3B2CAAA2461525F61?diaryId=340 In October 1998 Moore filed for bankruptcy under chapter 7. In the biography Moore describes the bankruptcy as a "tactical" move. Under penalty of perjury, his petition alleged total liabilities of \$2,749,355 and total assets of \$6,397. *ND Illinois (Chicago), bankruptcy petition # 98-33683*

The petition describes Knight International Holdings, one of Moore's companies, as "insolvent." But according to the biography:

Mr. Moore started a number of other businesses, including Knight International Holdings and Knight International Pty. Ltd. These comprised two separate businesses.... Each was sold upon reaching revenues in the \$50M range.

In February 1999 the court discharged Moore's debts.

According to Michigan Messenger: "In 2000 Moore's computer-based training services company called Trifus agreed to resell the programs of a Utah software firm, Learnframe. In a July 2006 lawsuit the company alleged that Moore recruited former employees to steal software codes and that he defaulted on a \$1.2-million promissory note. In March 2007 a federal judge agreed to Moore's request that the dispute be submitted to arbitration. Court records do not show any activity since then." We have not yet had a chance to investigate the court or arbitration records. *http://www.michiganmessenger.com/showDiary.do?diaryId=377*

In an uncontested 2005 decision, arbitrator Charles K. McCotter Jr. held that Triple Canopy Group Inc (the former name of Sovereign Deed Inc) registered and used a domain name "in bad faith," and used it to refer visitors to a competitor of the rightful owner.

http://www.arb-forum.com/domains/decisions/587525.htm http://www.domainstatute.com/domain-name-disputes/naf3/587525.html

There's A Catch

From the beginning Sovereign Deed has said Emmet County may not get the national response center. Moore told county board members in February that the firm might select locations in Racine County Wisconsin, and St. Clair County

Illinois. http://www.petoskeynews.com/articles/2007/02/23/news/news04.txt

To try to get the company here, local officials want to give it a 12-year \$5 million tax abatement. But there was a legal problem. The Michigan abatement law, commonly known as PA 198, allows counties and townships to grant abatements for industrial facilities. Sovereign Deed's proposal wasn't considered "industrial."

Local legislators Jason Allen and Gary McDowell rushed through a bill. Governor Jennifer Granholm signed it on May 29, to amend the law to include a "strategic response center" in the definition of "industrial property". Because of the Wisconsin and Illinois sites, economic incentives were "crucial," they said:

Sovereign Deed will need to make a considerable investment in the infrastructure wherever it decides to locate its national response center. Offering the company a comprehensive incentive package that includes a PA 198 tax break is crucial for Michigan to compete with sites in Wisconsin and Illinois to attract the response center and the facilities it will include. Economic development officials believe this measure will add over \$5 million to an incentive package previously valued at about \$5 million to \$6 million, and may make the difference in Sovereign Deed's decision of where to locate its national response center.

http://www.legislature.mi.gov/documents/2007-2008/billanalysis/Senate/htm/2007-SFA-0400-E.htm

http://www.senate.michigan.gov/gop/readarticle.asp?id=486&District=37 http://www.petoskey.com/uploads/b2b-july_FINAL.pdf http://107.housedems.com/news/article/mcdowell-allen-announce-incentive-toencourage-pellston-development/bill-provides-5-million-property-tax-breakfor-catastrophic-response-center

Like the lifting of the DNR reverter clauses, the bill went through to the governor in record time. *http://www.petoskeynews.com/articles/2007/05/26/news/news02.txt*

In an interview reported by the News-Review on July 6, Moore discussed the importance of the incentive package:

"We feel very welcome in the state of Michigan," he said, lavishing praise

on Emmet County controller Lyn Johnson and other local officials and state legislators for their efforts to provide incentives for Sovereign Deed to locate in Michigan. "They have done a spectacular job."

http://www.petoskeynews.com/articles/2007/07/07/news/news01.txt

Good News

On August 10 the news came: Moore wrote that after "evaluating various locations" the company chose Pellston for the national response center. Subject to the timely completion of common public infrastructure and execution of a lease, the company would begin building the first facility, the letter said. But it cautioned the entire project would depend on other factors not in the company's control, including general economic conditions, the availability of financing, and other commercial factors.

The letter makes no specific reference to tax breaks. And company vice-president Mills told the Michigan Messenger in October they were not key to the firm's location decision. "Tax abatements are nice ... but there are a thousand reasons we chose Pellston."

http://www.michiganmessenger.com/showDiary.do;jsessionid= 9782697CD782E4B3B2CAAA2461525F61?diaryId=340

Indeed, why would this company care about \$5 million? It has plenty of access to money. According to the News-Review, Moore said Texas billionaire Richard Rainwater is one of the biggest investors. Rainwater ranks 335th on Forbes magazine's list of the world's most wealthy people.

http://www.petoskeynews.com/articles/2007/07/07/news/news01.txt http://www.michiganmessenger.com/showDiary.do?diaryId=340

Competition from Wisconsin and Illinois was a ruse

A statement in the the confidential overview caught our attention. Answering the question "Why Pellston?" it said:

The general criteria for selecting a site for our NRC began with identifying a relatively secluded airport that was capable of supporting large scale cargo aircraft and that would support virtually year round operations. It was in fact to provide us with the critical separation from large metropolitan areas for which we are planning to provide support to members. Additionally, we wanted to ensure we were not restricted by large airport operations or by the road congestion that is always present in and around large metropolitan areas.

A "relatively secluded" airport? "Critical separation" from large metropolitan areas? Moore didn't even know which Wisconsin airport he was talking about on February 22. We wondered whether the Wisconsin and Illinois sites could have filled the bill.

Kenosha Regional Airport is in Kenosha County, on Lake Michigan and the northern Illinois border, on the flightpath between Chicago and Milwaukee. Both cities have metropolitan areas over 1½ million people. Chicago is one of the metropolitan areas Sovereign Deed hopes to service. The airport abuts I-94, and there are two nearby parallel train tracks.

http://en.wikipedia.org/wiki/Milwaukee%E2%80%93Racine%E2%80% 93Waukesha_Metropolitan_Area http://en.wikipedia.org/wiki/Kenosha_County http://en.wikipedia.org/wiki/Kenosha_Regional_Airport

St. Clair County is 25 miles east of St. Louis, across the Mississippi River. It has a population of ¹/₄ million, including East St. Louis. Greater St. Louis has a population of 2.8 million. The air force base has significant military traffic. *http://en.wikipedia.org/wiki/Greater_St._Louis http://en.wikipedia.org/wiki/Scott Air Force Base*

Under the company's "seclusion" criteria, these locations never had a chance. To be doubly sure of this, Tim Boyko, the former supervisor of Hayes Township in Charlevoix County, made calls between November 21 and 28. His report:

This is a report on contacts I have personally made between November 21 and the 28th to determine the "competition", often cited by proponents, between Pellston Regional Michigan, Scott Air Force Base Illinois and Kenosha Regional Wisconsin airports for the privilege of hosting the inaugural "Response Center." All three states offer various tax incentives for economic development.

While it may be impossible to disprove that Sovereign Deed was considering these locations, I thought I should be able to determine with certainty if tax incentive packages and other considerations were being offered by all the competitors.

My first call was to Terry Birch (618.825.2672) the Executive Director of the Economic Development office of St Clair County, Illinois, home of Scott Air Force Base. He had never heard of Sovereign Deed, Barrett Moore, or Richard Mills.

Mid-American airport is the civilian sister airport next to Scott Air Force Base. It is located in the city of Mascoutah. Lisa Reime (618.566.2964 ext. 122) is the Economic Development Coordinator for the city. She never heard of Sovereign Deed, Moore, or Mills.

Finally I called Tim Cantwell (618.566.5240 ext.5244) the CEO of Mid-American Airport, he was not available. His administrative assistant did not recognize the names. She takes all incoming calls, books and keeps the appointment records for the office.

Kenosha Regional Airport is located in Kenosha County Wisconsin. I contacted the county and there is no county wide Economic Development office. I called the adjacent county (Racine) to see if there were any rumors and spoke to Chris Schanz (262.898.7422), Community Development Specialist. He did not recognize the name Sovereign Deed.

I next spoke with Zohrab Khaligian (262.653.2545), also a Community Development Specialist from the city of Kenosha Economic Development office; he also had a negative response.

Lastly I spoke with the Director of the Kenosha Regional Airport, Wayde Buck (262.653.4160). He responded in the negative also.

Additionally, internet searches of local and regional newspapers using the key words, Sovereign Deed, Barrett Moore and Richard Mills were negative,

except for the Pellston story.

Before drawing a final conclusion keep in mind that the absence of evidence is not evidence of absence. While I am very sure that official discussions to offer tax incentives to Sovereign Deed were not taking place in two of the three venues; I welcome an explanation by our elected County and State officials, Barrett Moore and Andy Hayes as to the nature of this competition.

Conclusion

In February Moore told Emmet County board members Sovereign Deed was considering airports in Wisconsin and Illinois for the center. This nonexistent competition was the whole basis for the state's rush to amend Act 198. The amendment is an embarrassment to the legislature and the governor.

And the targets keep moving. There have been different figures for the number of non-construction people the company would hire (40, 80, 332, 500) and in how many years (5, 25). There have been different figures for the amount of acreage would be leased (600, 640, 700, 707). There are different estimates of the size of the economic incentive package (\$10.5 million, \$12 million). None of these differences have been explained.

Moore is a man who stiffed his creditors in a tactical 1998 bankruptcy, and has had several litigations alleging bad faith against him. The county and the township may be legally barred from discriminating against Sovereign Deed because of Moore's bankruptcy. But it is not barred from noticing that he told the bankruptcy court Knight was insolvent, while he told the MEDC it was sold when it reached revenues of \$50 million.

According to the Gerson suit, the two Deed entities (LLC and Inc) share operations, officers, and lawyers, and last year the equity of Inc fell from \$4.7 million to zero. Sovereign Deed Inc is the alter ego of Triple Canopy Group Inc, and according to the biography it stood with its partner Triple Canopy Inc at the front of the fabulously lucrative mercenary market. In other words, the records we see show the four companies are related. But in October Mills told the crowd at the high school that Moore was completely out of Triple Canopy. No wonder he backed out of the meeting.

For its part, the county board chair signed a document in January giving the company legal remedies without county board authorization. And the county refuses to provide copies of lease drafts leading up to the signed March 10 document.

Philosophical and political objections have been raised to the project. Some say the economic incentive package could be better spent for fire-fighters and other local needs. Even though part of the money may come from state and federal grants, they point out the remaining burden would fall on local citizens. The size of the local part is still unknown.

http://www.ncpublish.com/DS_20280.mp3

Others say that the company is an uncontrolled para-military mercenary. Officers and expected staff have military backgrounds. The company airfleet would include modified C-130s, which are troop transport aircraft. These objectors add that in the period January 2005 through April 2007 Triple Canopy fired weapons in 36 incidents in southern Iraq. Of those, it fired first 30 times. Moore admits he was involved with the company for the first nine months of the period. *http://www.petoskeynews.com/articles/2007/05/26/news/news02.txt http://www.michiganmessenger.com/showDiary.do?diaryId=340 http://sovereigndeed.com/bios_moore.html http://oversight.house.gov/documents/20071001121609.pdf*

Other objectors say Sovereign Deed's operations would unconstitutionally assume a governmental function, that of providing disaster relief. http://www.ncpublish.com/DS_20280.mp3

In a December 3 phone conversation with Ellis Boal, controller Lyn Johnson countered that even if the company falls of its own weight, the airport improvements could be a benefit anyway in the event that other airport developers show up. Asked why Sovereign Deed didn't sign the March 10 lease, Johnson said the company's signature would have jeopardized hoped-for state or federal grants.

Setting all the philosophical issues to the side momentarily, we suggest our investigation highlights three threshold matters:

1. Does this company measure up as a reliable partner? We don't think it does.

2. Should the township give away \$5 million in tax breaks? We don't think it should.

3. Has the county handled the Sovereign Deed affair transparently? We don't think it has.

Put these together and we say: we don't need Sovereign Deed.

Carolyn Belknap, 231/439-8354 Ellis Boal, 231/547-2626 Tim Boyko, 231/237-0000 Stephen Brede, 231/348-5499 Joanne and Mike Cromley, 231/238-4786 Sara Gay Dammann, 231/675-5264 Jim DesRocher 989/255-7964 Duffy Gorski, 989/657-6946 Anabel and David Dwyer, 231/436-5654 Karen and Dennis Martin, 231/627-6758 Cindy Mom, 231/347-1673 Chris Nathan, 231/526-0241 Dale and Maureen Scott, 231/526-7220 Phil Woolcott, 231/242-0747

December 4, 2007



Bill Petrus Gerson Co. Middleboro, MA

16/08/2006 14:44 FAX

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CONDITIONAL PURCHASE ORDER

2243774001

SENT VIA FAX

Dear Bill,

Attached please find a very current balance sheet for Sovereign Deed, Inc. fka Triple Canopy Group Inc. The D&B number 20-0206630 and FEIN 36-4125650.

Consider this a purchase order to purchase approximately 1,000,000 (3 containers worth) of your product 2130 N95 Respirator 4 panel masks. The price of these masks will be 31 cents per unit per our discussion.

shipped 1 understand that the product is estimated to be delivered between 9/15/06 and 10/15/06. I further understand that our terms are to be 1/10 net 30 subject to our being given credit terms.

Should any part of this purchase order be inaccurate, please advise and we will discuss before moving forward.

No diplay bours

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Sovereign Deed, Inc (Formerty Triple Canopy Group, Inc.) Balance Sheet Standard As of March 18, 2005

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