

INSTRUCTIONS FOR CLAIM FORMS FOR
**SMALL BUSINESS CAPITAL CORP., INVESTORS PRIME FUND, LLC,
SBC PORTFOLIO FUND, LLC, AND SBC SENIOR COMMERCIAL MORTGAGE FUND, LLC**
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION
CASE NO. CV 12-03237 EJD

Thomas Seaman, the Court-appointed Receiver for Small Business Capital Corp. and its affiliates listed above, has determined that there may be assets to distribute to investors and creditors. The Court has not yet made a final determination as to the merits of Complaint filed by the SEC. However, in order to be prepared to make a distribution to investors and creditors, if and when the Court directs him to, the Receiver is moving forward to establish a database of all claims entitled to a distribution. Therefore, all investors and creditors are required to submit their claims in accordance with the procedures below, which were approved by Order of the Court entered January 18, 2013.

1. WHO MUST FILE A CLAIM FORM? You must file a Claim Form if you believe that you are owed any money by the following **SMALL BUSINESS CAPITAL CORP., INVESTORS PRIME FUND, LLC, SBC PORTFOLIO FUND, LLC, SBC SENIOR COMMERCIAL MORTGAGE FUND, LLC, OR SMALL BUSINESS CAPITAL, LLC** (“Receivership Entities”) or if you assert a claim against any other person or entity arising out of or based upon (a) any investment with, through, or in any of the Receivership Entities; (b) any interest in any of the Receivership Entities or any of their assets, (c) any claim against any of the Receivership Entities or any entity under their control based on primary, secondary, direct, indirect, secured, unsecured or contingent liabilities; or (d) any claim of any sort against any of the Receivership Entities or any entity under their control, whether such claim is based upon contract, tort, contribution, indemnity, reimbursement, subrogation or other legal or equitable theory. Claim Forms must be filed by Claimants who are creditors and/or investors of the above-listed Defendants and their affiliates and subsidiaries. **Note that a failure to submit an original signed Claim Form (and supporting documentation from creditors) may result in the denial of your claim.**

2. CONSENT TO JURISDICTION OF THE COURT AND THE CONSEQUENCES THEREOF. If you submit a Claim Form in this case, you are consenting to the jurisdiction of the United States District Court for the Northern District of California (the “District Court”) for all purposes and agree to be bound by its decisions, including, among other things, a determination as to the validity and amount of your claim against the Receivership Entities.

3. WHERE MUST THE COMPLETED CLAIM FORM BE SENT? The original completed Claim Form (along with all supporting documentation if you are a creditor) must be mailed to:
Thomas Seaman, Receiver, Small Business Capital Corp. 3 Park Plaza, Suite 550, Irvine, California 92614.
Claim Forms MAY NOT be submitted via electronic mail or facsimile.

4. WHEN IS THE DEADLINE TO FILE THIS CLAIM FORM? This Claim Form must be received by the Receiver on or before **May 10, 2013 at 5:00 PM Pacific Standard Time. If your Claim Form is not received on or before the deadline you may lose your right to receive any distribution from the Receiver or the Receivership Entities and your claim may be forever barred.**

5. SUPPORTING DOCUMENTS. Investors who do not dispute the claim information provided by the Receiver do **not** need to attach documentation to their claim form. Creditors, and investors who dispute the claim information provided by the Receiver, must attach to the Claim Form copies of all documents that establish that the Receivership Entities owe the debts or amounts claimed. If supporting documents are not available, you must attach an explanation of why they are not available. **Failure to provide such documents may result in the denial of your claim.**

6. ADDITIONAL INFORMATION. Note that additional information regarding filing the Claim Form, along with additional forms, can be obtained at <http://sbcapitalreceiver.com/> or you may write to the Receiver at the following address: 3 Park Plaza, Suite 550, Irvine, California 92614. However, you are encouraged to use the attached Claim Form, which has an individualized bar code on it, as opposed to the general form found on the website. The Receiver and his staff **CANNOT advise you on how to fill out the Claim Form.**

8. CHANGE OF CONTACT INFORMATION: Should the contact information provided on your Claim Form change, you must direct the Receiver to update your contact information by sending an email through the “email us” link on the Receiver’s website (<http://sbcapitalreceiver.com/>) or by sending a letter to the Receiver at : 3 Park Plaza, Suite 550, Irvine, California 92614. Failure to update your contact information may prevent you from obtaining any distribution from the Receivership Entities.

9. TAXES. The Receiver cannot provide tax advice. You are encouraged to seek independent advice in regard to filing your Claim form.