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FILED

MAY 13 2013

RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE

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8 UNITED STATES DISTRICT COURT
9 FOR THE NORTHERN DISTRICT OF CALIFORNIA
10 SAN JOSE DIVISION

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11 SECURITIES AND EXCHANGE)
COMMISSION,)

Case No. CV12-03237-EJD

12 Plaintiff,)

**DEFENDANT'S DECLARATION
ACCOMPANYING REQUEST FOR
SUMMARY JUDGMENT**

13 vs.)

14 SMALL BUSINESS CAPITAL CORP.; MARK)
FEATHERS; INVESTORS PRIME FUND, LLC;)
15 and SBC PORTFOLIO FUND, LLC,)

Judge: Hon. Edward J. Davila

16 Defendants.)
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**Hearing Date: June 28, 2013
Time: 9:00 a.m.
Crtn: 4, Fifth Fl.**

- 1 1. I am a named defendant in the lawsuit SEC v. Small Business Capital Corp., et al.
- 2 2. I founded Small Business Capital Corp. and all of the named defendants in this lawsuit, and
- 3 I managed them through the date of an injunction against the defendants in June of 2012.
- 4 3. To my knowledge and belief, all of the defendants had good standing with all of their
- 5 regulators at time of the injunction.
- 6 4. I declare that the items included with this Motion are authentic and genuine, to the best of
- 7 my belief and knowledge.
- 8 5. To my knowledge and belief, there was no operating agreement update for SPF from the
- 9 prior version of the operating agreement with the December 2009 private placement
- 10 memorandum update.
- 11 6. I believe that all of the exhibits to the Motion for summary judgment are admissible under
- 12 the federal rules evidence
- 13 7. All investors received offering documents before the funds before they invested, and all
- 14 investors could obtain financial statements of the funds.
- 15 8. To my knowledge and belief, Small Business Capital Corp. and Feathers met the definition
- 16 of an "issuer", and not a broker dealer. I have been advised prior by counsel that I do not
- 17 need a broker-dealer license, nor does Small Business Capital corp.
- 18 9. Defendant's Offering Documents were always prepared by outside counsel.
- 19 10. IPF and SPF audited financial statements and federal tax returns were always prepared by
- 20 outside licensed certified public accountants.

21 I, Mark Feathers, have personal knowledge of the matters set forth herein. If called upon I could,
22 and would, competently testify as to these submissions & exhibits attached to this request for
23 summary judgment.

24 Dated: May 13, 2013

Location: Los Altos, California

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26 Mark Feathers

27 *Pro Se* Defendant