



MEMORANDUM

FROM: Morris, Manning & Martin, LLP ("MMM")
TO: CPort Solutions, Incorporated
RE: Legal Review Project
DATE: October 20, 2010

Below please find the results of our review of certain company organizational documents relating to CPort Solutions, Incorporated, a Georgia corporation (the "Company").

Once you have had an opportunity to review this memorandum, please do not hesitate to call either Carl Erhardt (404.504.7608) or Jason Cummings (404.495.3650) to discuss the same. We look forward to discussing this memorandum with you.

1. The Company. As of the date of this memorandum, the Company is active and compliant with the Georgia Secretary of State.

(a) Articles of Incorporation. The Company is a Georgia corporation that filed its Articles of Incorporation (the "Articles") on December 31, 2009. The Company is authorized to issue 5,000,000 "Shares." The Articles appear to have been prepared electronically on the Georgia Secretary of State's website and contain the minimal information required by Georgia statutes. Of note, the Articles contain (i) no provision permitting action to be taken by written consent of a majority of the Company's shareholders and (ii) no indemnification provisions for the Company's officers, directors, employees or agents (either mandatory or optional).

(b) Bylaws. The bylaws appear standard and customary in nature. The bylaws do not permit action by majority written consent of the Company's shareholders (such actions must be by unanimous written consent).

(c) Director Minutes and Consents. The Company provided a copy of a joint unanimous written consent of the board of directors (the "Board") and the shareholders dated April 16, 2010 (the "April Consent"). Among other things, the April Consent approves (i) the issuance of 5,000,000 shares of common stock, no par value per share (the "Common Stock"), to certain individuals (see Section 1(e) of this Memorandum), (ii) the Company's Shareholders' Agreement by and among the Company and the shareholders named therein, dated April 16, 2010 (the "Shareholders Agreement"), (iii) the BTM Subscription Agreement (as defined below), (iv) the bylaws, and (v) the nomination of Lee Hicks, Hartley Blaha and J. Stephen Hufford as members of the Board.

(d) Shareholder Minutes and Consents. The Company provided a copy of only one shareholder consent (See Section 1(c) above).

(e) Subscription Agreements. The Company provided a copy of one subscription agreement: Subscription Agreement dated April 16, 2010, by and between the Company and BTM Ventures, LLC (the "BTM Subscription Agreement"). Pursuant to the BTM Subscription Agreement, BTM Ventures, LLC acquired 500,000 shares of Common Stock. In consideration for such shares, BTM Ventures, LLC paid \$500,000.

(f) Capitalization: The Company provided a copy of its capitalization table. According to the capitalization table, the shareholders of the Company and the number of shares of common stock each such shareholder owns is as follows:

<u>Shareholder Name</u>	<u>Shares Owned</u>	<u>How Acquired</u>
Louie P. Hicks II	2,264,337	Unclear
J. Stephen Hufford	640,823	Unclear
Jackson Houk	225,000	Unclear
Michael Edmeades	429,925	Unclear
Peter M. Muller	213,617	Unclear
Laurence E. Sanders	213,617	Unclear
Charles R. Trippe	42,723	Unclear
David J. Kassens	42,723	Unclear
Randolph W. Salisbury	213,617	Unclear
Raymond M. Johnson	213,617	Unclear
BTM Ventures, LLC	500,000	BTM Subscription Agreement

(g) Shareholders Agreement. The Company provided a copy of its Shareholders' Agreement. Among other terms, the Shareholders Agreement contains standard and customary transfer, right of first refusal, drag-along, tag-along and buy-sell provisions.

(h) Tax Matters. The Company provided no documents regarding whether it originally elected to become a subchapter S corporation for income tax purposes. If made, BTM Ventures, LLC's acquisition of shares likely terminated such election.

(i) Action Items. Based on the review above, below please find action items for your consideration:

(A) Articles.

(I) Amend the Articles to permit shareholder action to be taken by majority written consent, unless the shareholders desire for all actions to be taken by unanimous written consent.

(II) Amend the Articles to add standard and customary indemnification provisions.

(III) Amend the Articles to clarify that the Shares refers to shares of Common Stock.

(IV) Amend the Articles to change the registered agent to an MMM attorney.

(B) Bylaws. Amend the bylaws to permit shareholder action to be taken by majority written consent, unless the shareholders desire for all actions to be taken by unanimous written consent.

(C) Director Minutes and Consents. The Company should provide to MMM copies of any additional director minutes and consents, including those in which the appointment of officers is confirmed. If no such minutes or consents exist or if such minutes or consents are incomplete, "clean up" minutes or consents addressing these matters should be prepared.

(D) Shareholder Minutes and Consents. No additional actions needed, other than to provide to MMM copies of any additional shareholder minutes or consents (if any).

(E) Subscription Agreements. The Company should provide copies of any additional subscription agreements.

(F) Capitalization.

(I) The Company should provide to MMM copies of all stock certificates. The Company should provide confirm whether each of the shareholders, other than BTM Ventures, filed an 83(b) election.

(II) The Company should provide additional information regarding how each shareholder acquired his or her respective shares of Common Stock.

(G) Shareholders Agreement. No further action necessary.

(H) Tax Matters.

(I) The Company should provide a copy of its filed and accepted Form 2553 (subchapter S election form), if applicable.

(II) The Company should provide documentation related to the acquisition of its shares by each shareholder (other than BTM Ventures, LLC, which the Company provided). Note that the timing of each acquisition of shares, and the consideration (if any) paid for such shares and the then fair market value of the shares at such time is important from a tax perspective. For example, if the Company issued to a shareholder 100,000 shares of Common Stock for no payment of

consideration and without any restrictions (such as vesting), and at the time of issuance the Common Stock had a fair market value of \$1.00 per share, then the recipient shareholder would have an ordinary income tax obligation on the \$100,000 "gain" associated with such shares (\$100,000 fair market value less \$0 paid for such shares), without receiving cash to pay the tax obligation. Additionally, please note that the Company would have a withholding and reporting obligation (as would a recipient shareholder, although to enforce such obligation companies usually have recipients agree to this obligation in writing). MMM and the Company should discuss share issuance matters and alternatives to address the same (which may include disclaimers, options and coordination with BTM Ventures, LLC regarding capitalization issues).

2. Advance Collaboration Solutions, LLC:

(a) Overview: Based upon our review of the draft Private Placement Memorandum (the "PPM"), the Company previously operated its business under Advance Collaboration Solutions, LLC ("ACS"). However, based upon our review of the Georgia Secretary of State's website, ACS was a separate legal entity for which a Certificate of Termination was filed on April 6, 2010

(b) Action Items: The Company should provide copies of the following documents in connection with ACS so that we may determine whether any clean-up actions are required:

(A) A copy of ACS' limited liability company agreement in effect immediately prior to its termination.

(B) All equity documents, including subscription agreements, if any.

(C) All transfer agreements (if any), including any transfer agreement relating to the transfer of intellectual property, customer contracts and equity between ACS and the Company.
