

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name ActiveCare, Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 87-0578125

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1365 West Business Park Drive</u>	
	<u>Orem, UT 84058</u>	
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	<u>Utah</u>	Location of principal assets, if different from principal place of business
	County	
		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.activecare.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor ActiveCare, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor 4G Biometrics, LLC Relationship _____ Affiliate _____

District Delaware When _____ Case number, if known _____

Debtor **ActiveCare, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **ActiveCare, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/15/2018
MM / DD / YYYY

X /s/ Mark J. Rosenblum
Signature of authorized representative of debtor

Title **Chief Executive Officer**

Mark J. Rosenblum
Printed name

18. Signature of attorney

X /s/ Christopher A. Ward
Signature of attorney for debtor

Date 07/15/2018
MM / DD / YYYY

Christopher A. Ward
Printed name

Polsinelli PC
Firm name

222 Delaware Avenue
Suite 1101
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone **(302) 252-0920** Email address **cward@polsinelli.com**

3877 DE
Bar number and State

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Delaware**

In re ActiveCare, Inc. Debtor(s) Case No. _____ Chapter 11

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-53570.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2018.

a. Total assets		\$	<u>2,623,458.00</u>					
b. Total debts (including debts listed in 2.c., below)		\$	<u>41,787,746.00</u>					
c. Debt securities held by more than 500 holders:				Approximate number of holders:				
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock			<u>0</u>					<u>0</u>
e. Number of shares common stock			<u>239,100</u>					<u>300</u>

Comments, if any:

3. Brief description of Debtor's business:

The business is a real-time health analytics and monitoring company for individuals with diabetes. The company has created a "CareCenter" where trained specialists directly engage members while monitoring their condition.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Cede & Co, Tyumen Holdings LLC, James Dalton, Advance Technology Investors, Bluestone Advisors LLC, and ADP Management Corporation

Fill in this information to identify the case:

Debtor name ActiveCare, Inc.
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Brett Murdoch 12039 N. Chamberly Ct. Highland, UT 84003	Brett Murdoch T: 801-735-9808 brettmurdoch@gmail.com	Notes	Disputed			\$5,269,260.25
2	Robert Welgos 9 Ridge Road Wharton, NJ 07885	Robert Welgos T: 973-625-1928 goose150924@optimum.net	Notes				\$238,844.63
3	Hillair Capital Management LLC 345 Lorton Avenue, Suite 303 Burlingame, CA 94010	Sean M. T: 415-420-6600 seanm@hillaircapital.com	Notes				\$2,593,166.34
4	Alpha Capital Anstalt Pradafant 7, LI-9490 Vaduz, Liechtenstein C4 99999	T: 212-586-8224 akluger@lhfin.com	Notes				\$2,301,753.08
5	JMJ Financial 501 W. Broadway, Suite 2000 Miami, FL 33139	T: 619-508-9916 jwkbiz@yahoo.com	Notes				\$1,963,157.00
6	Jack Temple 2964 Rockwood Drive Lenoir, NC 28645	Jack Temple T: 828-758-2218	Trade				\$185,157.65
7	Tanner, LLC 36 S. State Street, Suite 600 Salt Lake City, UT 84111	Scott Robinson T: 801-532-7444 srobinson@tannerc.com	Trade				\$84,240.94
8	Advance Technology Investors 154 Rock Hill Road Spring Valley, NY 10977	Steven Weidman T: 646-732-4047 steven.weidman@mlp.com	Notes				\$554,643.87

Debtor **ActiveCare, Inc.**
Name

Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Dillon Hill 200 Business Park Drive, Suite 306 Armonk, NY 10504	T: 914-219-5733 bgrossman@dillonhillcapital.com	Notes				\$1,067,774.37
10	Jeff Greene 135 Stanley Farm Road Kernersville, NC 27284	Jeff Greene T: 828-757-0006 jeff@krgutility.com	Notes				\$820,614.38
11	Brio Capital Master Fund Ltd. 100 Merrick Road, Suite 401W Rockville Centre, NY 11570	Shaye Hirsch T: 516-536-0500 shaye@briocapital.com	Notes				\$727,867.17
12	Gary Gelbfish 2502 Avenue I Brooklyn, NY 11210	Gary Gelbfish T: 917-613-6162 gary@drgelbfish.com	Notes				\$122,190.38
13	Osher Capital Partners LLC 5 Sans Berry Lane Spring Valley, NY 10977	Ari Kluger T: 212-586-8224 akluger@lhfin.com	Notes				\$623,776.35
14	Lucosky Brookman LLP 45 Rockefeller Plaza, Suite 2000 New York, NY 10111	Joseph Lucosky T: 732-395-4402 jlucosky@lucbro.com	Trade				\$509,210.75
15	SG Ventures (RMR) 13533 South Bridle Gate Lane Draper, UT 84020	T: 801-842-3394 roscoeventures@gmail.com	Notes				\$420,417.27
16	Robert Floyd 222-B Harper Avenue NW Lenoir, NC 28645	Robert Floyd T: 828-758-1959 bobfloydjr@floydgroup.com	Trade				\$116,072.00
17	Delcromo, Inc. PO Box 4924 Eureka, OR 95502	T: 707-496-3415 caddydlr@yahoo.com	Trade				\$102,543.12
18	Scott Jensen 3178 West Beuhler Circle Bluffdale, UT 84065		Trade				\$90,000.00
19	Marc Nuccitelli 80 Rodeo Drive Syosset, NY 11791	Marc Nuccitelli T: 917-225-9430 mn@dillonhillcapital.com	Notes				\$152,539.20
20	Peter Sherman 4409 Mickleton Road Charlotte, NC 28226	Peter Sherman T: 980-938-5313 psherm01@gmail.com	Notes				\$152,539.20

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ACTIVECARE, INC.,¹

Debtors.

Chapter 11

Case No. 18-____ (____)

(Joint Administration Pending)

LIST OF EQUITY SECURITY HOLDERS

<u>ACCOUNT</u>	<u>COMMON SHARES</u>	<u>PERCENT</u>
CEDE & CO (FAST ACCOUNT) PO BOX 20, BOWLING GREEN STATION NEW YORK NY 10004-1408	47,927	20.0%
TYUMEN HOLDINGS LLC 539 BLACKHAWK LN ALPINE UT 84004	25,849	10.8%
JAMES DALTON PO BOX 3621 PARK CITY UT 84060	17,274	7.2%
ADVANCE TECHNOLOGY INVESTORS 154 ROCK HILL ROAD SPRING VALLEY NY 10977	13,157	5.5%
BLUESTONE ADVISORS LLC 539 BLACKHAWK LN ALPINE UT 84004	12,589	5.3%
ADP MANAGEMENT CORPORATION 1401 NORTH 1075 WEST SUITE 240 FARMINGTON UT 84025	11,871	5.0%
BRETT MURDOCH 1002 NORTH 1750 WEST PLEASANT GROVE UT 84062	9,914	4.1%
JEFF GREENE 135 STANLEY FARM ROAD KERNERSVILLE NC 27284	7,800	3.3%

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are ActiveCare, Inc. (8125) and 4G Biometrics, LLC (5678). The Debtors' mailing address is 1365 West Business Park Drive, Suite 100, Orem, Utah 84058.

ALPHA CAPITAL ANSTALT PRADAFANT 7 LI-9490 VADUZ LIECHTENSTEIN C4 99999	7,652	3.2%
KENNETH JAY HERSH 13 LEGENDS LANE COLUMBUS NJ 08022	7,000	2.9%
MEYERS INVESTEMENTS FAMILY LP 315 E 86TH ST APT 17GE, C/O BRUCE MERERS NEW YORK, NY 10028	6,109	2.6%
MARTIN GREENE 2886 WILDWOOD STREET HUDSON NC 28638	6,044	2.5%
DILLON HILL CAPITAL 200 BUSINESS PARK DR STE 306 ARMONK NY 10504	3,948	1.7%
GEORGE E DESHON 715 N KALAHEO AVE KAILUA HI 96734	2,850	1.2%
PELCO INC 4569 CYPRESS LAKE DRIVE LAKE CHARLES LA 70611	2,850	1.2%
REGINALD SNYDER 863 WOODLEAF PARK DR MABLETON, GA 30126	2,850	1.2%
DARRELL MEADOR 2205 AUSTIN WATERS CARROLLTON TX 75010	2,806	1.2%
ARTHUR P BOLLON RHONDA PORTERFIELD JTWROS 13227 CEDAR LANE DALLAS TX 75234	2,422	1.0%
GEORGE ELLIS DESHON JR TRUST 715 N KALAHEO AVENUE KAILUA HI 96735	2,280	1.0%
LIFE CENTER ORTHOPEDICS RETIREMENT 3015 E MT JORDAN ROAD SANDY UT 84092	2,250	0.9%
MARC BRATSMAN 2687 N 1070 WEST PLEASANT GROVE, UT 84062	2,196	0.9%

R C C VENTURES 11 BROADWAY SUITE 500 NEW YORK NY 10004	2,084	0.9%
SCHWARTZ GROUP LLC 5134 OCEANVIEW AVENUE BROOKLYN NY 11224	2,000	0.8%
WYNNMAN S HILL LLC 539 BLACKHAWK LN ALPINE UT 84004	1,959	0.8%
COR CLEARING LLC 1200 LANDMARK CENTER SUITE 800 OMAHA NE 68102-1916	1,677	0.7%
CECIL MCGLOTHLEN SALLY MCGLOTHLEN JT WRO 2835 OTIS COURT WHEAT RIDGE CO 80214	1,596	0.7%
JAMES E SIMPSON 860 FM 2392 DIMMIT TX 70277	1,425	0.6%
WEI ZENG 22425 SE 31ST PLACE SAMMAMISH WA 98075	1,425	0.6%
MARK AND NANCY PETERSON FOUNDATION 539 BLACKHAWK LN ALPINE UT 84004	1,317	0.6%
KENITH LEWIS 22150 TWYCKINGHAM WAY SOUTHFIELD MI 48034	1,270	0.5%
JOHN V AKSAK CAROL S AKSAK JT WROS 7 CRANE ROAD LLOYN HARBOR 11743	1,250	0.5%
NICHOLAS J PRIMPAS 27 LONGMEADOW DRIVE ROWLEY MA 01969	1,140	0.5%
THOMAS S HEEFNER 22 EAST FAIRVIEW AVENUE MERCERSBURG PA 17236	1,140	0.5%

EDMUND TENNENHAUS 32 SHAULSON APARTMENT 12 JERUSALEM ISRAEL HARNOF	935	0.4%
CECINA LIMITED CHANNEL HOUSE GREEN STREET ST HELIER JERSEY JE2 4UH	817	0.3%
JONATHAN LOHR 161 WESTERN HIGHWAY SAN IGNACIO BELIZE	750	0.3%
KEYSTONE PARTNERS LLC 539 BLACKHAWK LN ALPINE UT 84004	738	0.3%
GARY GELBFISH 2502 AVENUE I BROOKLYN, NY 11210-2830	729	0.3%
BRYAN DALTON 1035 STATION LOOP ROAD PARK CITY UT 84098	685	0.3%
MICHAEL ACTON 11338 PALISADE RIM DRIVE SOUTH JORDAN UT 84095-2227	629	0.3%
PETER DERRICK 113 EAST GLOVER LANE FARMINGTON UT 84025-2148	615	0.3%
PRESTON GARDNER 324 EAST 600 SOUTH CENTERVILLE UT 84014	609	0.3%
RIMROCK CAPITAL LLC 539 BLACKHAWK LANE ALPINE UT 84004	591	0.2%
PETER SHERMAN 4409 MICKLETON ROAD CHARLOTTE NC 28226	564	0.2%
WESTMINSTER CAPITAL 9665 WILSHIRE BLVD SUITE M-10 BEVERLY HILLS CA 90212	559	0.2%

RANDALL GARDNER 511 REMINGTON COURT COLLEYVILLE TX 76034	547	0.2%
ROBERT J WELGOS 9 RIDGE ROAD WHARTON NJ 07885-2827	540	0.2%
MAGNOLIA PARTNERS LLC 1588 PETAL POINT KENNESAW GA 30152	534	0.2%
JOSEPH ABRAMCZYK 327 SOUTH GRANDVIEW AVENUE MONSEY NY 10952	505	0.2%
PURIZER CORPORATION 1401 NORTH 1075 WEST SUITE 240 FARMINGTON, UT 84025-2745	505	0.2%
RRSM PARTNERS 154 ROCK HILL ROAD SPRING VALLEY NY 10977	505	0.2%
ROBERTA DIAMONDSTIEN 854 A ARDMORE ROAD MONROE TOWNSHIP NJ 08831	500	0.2%
BELA AUSCH 52 WASHINGTON AVE BROOKLYN NY 11205	493	0.2%
PAUL GUILFOYLE 155 EAST 55TH STREET SUITE 302A NEW YORK NY 10022	474	0.2%
SCHWARTZ GROUP LLC 5134 OCEANVIEW AVENUE BROOKLYN, NY 11224-1116	425	0.2%
MARC NUCCITELLI 80 RODEO DRIVE SYOSSET NY 11791	424	0.2%
E J TEMPLE JR PO BOX 4186 HICKORY NC 28603-4186	401	0.2%
FALAH BFH ALHAJRAF 182-21 150TH AVENUE KWI 1127 SPRINGFIELD GARDENS NY 11413	400	0.2%

JACK TEMPLE JR 700 12TH AVE NW HICKORY NC 28601	367	0.2%
CARL BARLAGE 2992 MILLER ROAD RUSSIA OH 45363	350	0.1%
JONATHAN OLSON 2955 CRESTVIEW DR SALT LAKE CITY UT 84108	343	0.1%
MOREY LEVOVITZ 2905 SOLAMERE DR PARK CITY UT 84060	334	0.1%
SCOTT KIMCHE 2053 SIDEWINDER DR PARK CITY UT 84060	334	0.1%
WILLIAM K MARTIN JR 2615 DUCK HOOK DRIVE PARK CITY, UT 84060-6883	278	0.1%
ABDULAZIZ AL ROUMI YARMOUK BLOCK 1 STREET 3 HOUSE 3 KUWAIT 72501	267	0.1%
ABDULAZIZ ALJARALLAH 182-21 150TH AVENUE KWI 1127 SPRINGFIELD GARDENS NY 11413	267	0.1%
ABDULAZIZ ALKHUBAIZI 182-21 150TH AVENUE KWI 1127 SPRINGFIELD GARDENS NY 11413	267	0.1%
KSN PARTNERS LLC 4640 WEST 9900 NORTH CEDAR HILLS UT 84062	267	0.1%
EARL HURST 1286 ALICE LANE FARMINGTON UT 84025	266	0.1%
LIBERTY ALLIANCE CAPITAL 834 BLUE RIDGE LANE ALPINE UT 84004	251	0.1%
KENNETH GREENE 135 STANLEY FARM ROAD KERNERSVILLE NC 27284	244	0.1%

ROBERT O FLOYD 222-B HARPER AVENUE NW LENOIR NC 28645	231	0.1%
FAWZIYAH N 182-21 150TH AVENUE KWI 1127 SPRINGFIELD GARDENS NY 11413	223	0.1%
VELOCITY INVESTMENTS LLC 1094 SIRMINGO WAY RIVERTON UT 84065	221	0.1%
ROBERT NORMAN GALLUP 13278 S ASHWOOD GLEN WAY DRAPER UT 84020	216	0.1%
WILLIAM JOHNSON 1496 MOUNTAIN CIRCLE LENOIR NC 28646	209	0.1%
CHRIS GRINGOLD 344 W 49TH ST NEW YORK NY 10019	200	0.1%
TDD MANAGEMENT LLC 61 WILLET STREET BUILDING S PASSAIC, NJ 07055-1971	200	0.1%
SANDOR SCHWARTZ 5134 OCEANVIEW AVENUE BROOKLYN NY 11224	175	0.1%
BRENNAN NICOLE GARDNER 511 REMINGTON COURT COLLEYVILLE TX 76034	150	0.1%
ERIN DELL MAXWELL 5000 HALLAND AVENUE #7 DALLAS TX 75209	150	0.1%
FOUZI AL FOUZAN HOUSE #75 STREET #1 BLOCK #4 YARMOUK KUWAIT	150	0.1%
JIMMY MURPHY 3375 N FM51 WEATHERFORD TX 76085	150	0.1%

JORDAN WHITNEY GARDNER 511 REMINGTON COURT COLLEYVILLE TX 76034	150	0.1%
ABDULLAH ALMAWASH AL ALMAWASH CEBECI CAD NO 22 AKATLAR MAH ETILER 34335 BESIKTAS ISTANBUL TURKEY	134	0.1%
RAEDAAH AL ROOMI ALNUZHA BLOCK NO 1 MOHAMANONED ALHOMAIDHI STREET LANE NO 13 HOUSE NO 13 KUWAIT CITY 72901 KUWAIT	134	0.1%
IRVING LANGER 5134 OCEANVIEW AVENUE SEA GATE NY 11224	121	0.1%
AMERICAN PENSION SERVICES C/O DAN ANDERSON IRA 13977 4168 WEST 12600 SOUTH 3RD FLOOR RIVERTON UT 84065	119	0.0%
ARLINE JOSEPHBERG 41 MILTON COURT PORT CHESTER NY 10573	117	0.0%
JACK TAIT 934 MOYLE CIRCLE ALPINE UT 84004	115	0.0%
ALMORLI ADVISORS INC 380 LEXINGTON AVENUE SUITE 1723 NEW YORK NY 10168	110	0.0%
TAMI MACKENZIE 11802 SUNRISE VIEW DRIVE DRAPER UT 84020	110	0.0%
ANA CLAUDIA MEDEIROS 9000 NE 2ND AVE MIAMI FL 33138	107	0.0%
SHAWN ALLEN ROSS 13533 S BRIDLE GATE LANE DRAPER UT 84020	102	0.0%

RUSSELLENE J ANGEL 4826 COUNTRY WOODS LANE GREENSBORO NC 27410	87	0.0%
SABEEKA AL ASOUSI 182-21 150TH AVENUE KWI 1127 SPRINGFIELD GARDENS NY 11413	83	0.0%
WADE TORP 1588 PETAL POINT KENNESAW GA 30152	70	0.0%
MICHAEL DERRICK 36 EAST 1020 NORTH FARMINGTON UT 84025	67	0.0%
DAN ANDERSON 4168 WEST 12600 SOUTH RIVERTON NC 84065	60	0.0%
HESSAH AL SOUSII 182-21 150TH AVENUE KWI 1127 SPRINGFIELD GARDENS NY 11413	57	0.0%
LENNY YOUNCE 212 WILKESBORO BLVD SE SUITE C LENOIR NC 28645	50	0.0%
BRECKENRIDGE ASSOCIATES, INC 445 CENTRAL AVENUE STE 366 CEDARHURST NY 11516-2016	45	0.0%
SHERM CUNNINGHAM 10 BELSITE COURT KLEINBURG ONTARIO CANADA L0J IC0	40	0.0%
HASHEM AL AQEEL 2920 BOUGAINVILLEA STREET SARASOTA FL 34239	36	0.0%
OSHER CAPITAL PARTNERS LLC 5 SANS BERRY LANE SPRING VALLEY NY 10977	36	0.0%
FERAS AL KANDARI 182-21 150TH AVENUE KWI 1127 SPRINGFIELD GARDENS NY 11413	35	0.0%

AST EXCHANGE AGENT #08972 VOLU-SOL INC 6201 15TH AVENUE BROOKLYN NY 11219	32	0.0%
LAURIE MURPHY 507 GRANSHIRE DRIVE CRANBERRY TOWNSHIP PA 16066	31	0.0%
MATTHEW & JANINE HANNIBAL 401 HIGHLAND AVE SWLENOIR NC 28645	30	0.0%
RAMONA ADAMS 1101 HIGHLAND AVENUE METAIRIE LA 70001	29	0.0%
MELISSA MCBURNEY 11 RUBY MOUNTAIN DRIVE REDSTONE CO 81623	24	0.0%
W REED JENSEN REVOCABLE TRUST 4348 BUTTERNUT ROAD SALT LAKE CITY UT 84124	22	0.0%
LIONHEART LP 3545 LAKE STREET SUITE #201 WILMETTE, IL 60091-1058	21	0.0%
CHRIS HEWITT 3103 BARTON POINT DR AUSTIN TX 78733	20	0.0%
SREENIVAS GADE 51 E 128TH ST APT 5B NEW YORK NY 10035-1292	20	0.0%
SPLENDIDO HOLDINGS LLC 43 ALEXANDER AVENUE NUTLEY, NJ 07110-1401	17	0.0%
MIKE CLAYVIELLIE 485 NORTH 1200 WEST SALT LAKE CITY UT 84116-2652	16	0.0%
JACK J JOHNSON 6400 PACE FRONTAGE RD B PARK CITY UT 84098-6205	15	0.0%
KADIMA PANAMENA INC/ CLASS A ATTN: BERNARDO ROMANOWSKY BEN MAIMON #40 APT 4 JERUSALEM ISRAEL 92261	14	0.0%

WELLINGTON SHIELDS HOLDINGS LLC 140 BROADWAY NEW YORK NY 10005	14	0.0%
JOEL D HALL 1137 ROBIN WAY FARMINGTON UT 84025	13	0.0%
CHRISTINE KILPACK 1365 WEST BUSINESS PARK DRIVE SUITE 100 OREM UT 84058	11	0.0%
LING GREGORY 2275 EAST CHERRY LANE LAYTON, UT 84040-7727	11	0.0%
ALFRED LEWIS 890 WINTER STREET SUITE 208 WALTHAM MA 02451	10	0.0%
CHRISTINA DOMEREGO 18 HENOHEA PLACE KAHULUI, HI 96732-2541	10	0.0%
CYNTHIA PALMER 700 MAIN STREET SUITE 100 ALAMOSA CO 81101	10	0.0%
JAMES O MASON 1616 MIRABELLA WAY KAYSVILLE UT 84037	10	0.0%
KATTS LLC 491 N BLUFF ST STE 206 ST GEORGE UT 84770-7385	10	0.0%
RXBENEFITS INC 3500 BLUE LAKE DRIVE SUITE 200 BIRMINGHAM AL 35243	10	0.0%
WILLIAM H NELSON 3021 EAST SHAKESPEARE PLACE SALT LAKE CITY UT 84108	10	0.0%
CATALYST:SF 475 SANSOME STREET SUITE 730 SAN FRANCISCO, CA 94111-3100	8	0.0%

BANYAN INVESTMENT COMPANY 539 BLACKHAWK LN ALPINE UT 84004	6	0.0%
ERIC ROBINSON ROTH 401(K) 551 EAST INDIAN SPRINGS ROAD BOUNTIFUL UT 84010	4	0.0%
NICHOLAS WILLIAM COULSON 135 WILLIAM STREET APT 7B NEW YORK NY 10005	4	0.0%
WESTMINSTER CAPITAL INC 9665 WILSHIRE BOULEVARD SUITE M-10 BEVERLY HILLS CA 90212	4	0.0%
ANDREW S BALL 215 NORTH 1280 EAST SPANISH FORK UT 84660	3	0.0%
DAVID A LEE 1126 SOUTH 1650 EAST SPRINGVILLE UT 84663	3	0.0%
DAVID G DERRICK 36 E 1020 NORTH FARMINGTON, UT 84025-3705	3	0.0%
DAVID POTTRUCK REV TRUST 201 SPEAR STREET SUITE 1150 SAN FRANCISCO, CA 94105-1662	3	0.0%
DIRECTOR OF FINANCE STATE OF HI UNCL PROPERTY BRANCH BOX 150 HONOLULU, HI 96810-0150	2	0.0%
JOHN BARBER 10008 SEVILLE DRIVE FORT WORTH, TX 76179-4089	2	0.0%
MIKE CLAYVIELLIE 485 NORTH 1200 WEST SALT LAKE CITY, UT 84116-2652	2	0.0%
MIKE ROBINSON 8708 TRACE RIDGE PKWY FT. WORTH TX 76244	2	0.0%

SCOTT MCGUANE 2705 SIR LANCELOT BLVD LEWISVILLE, TX 75056-5770	2	0.0%
ADRIAN L EDWARDS TR UA 01/01/73 ADRIAN L EDWARDS EMPLOYEE RETIREMENT PLAN & TRUST 4932 SPUR RIDGE RD LAS CRUCES, NM 88011-9342	1	0.0%
ADRIAN L EDWARDS 4932 SPUR RIDGE RD LAS CRUCES, NM 88011-9342	1	0.0%
AKIKO FUJISAWA YUHARA TR UA 01/17/92 AKIKO F YUHARA TRUST 1111 KOPKE ST HONOLULU, HI 96819-3442	1	0.0%
ALEJANDRO (ALEX) GUZMAN 675 NORTH 340 W OREM, UT 84057-8827	1	0.0%
ALEKSANDR KOMAROV 7311 THRUSH HILL DRIVE WEST JORDAN, UT 84081-4109	1	0.0%
ALYSSE VEA 946 SOUTH DENVER STREET SALT LAKE CITY, UT 84111-4318	1	0.0%
ANDREW ZAYACH 4847 SOUTH 2120 EAST HOLLADAY, UT 84117-5365	1	0.0%
ANTHONY HURTY 2191 LAKELINE CIRCLE SALT LAKE CITY, UT 84109-1423	1	0.0%
ARTHUR MCIVOR & TERRI MCIVOR JT TEN 4219 ARBORWOOD LN TAMPA, FL 33618-7539	1	0.0%
ASHLEY CHILDERS 919 GLOS DRIVE OXFORD, OH 45056-2025	1	0.0%
BECCA PENROD 285 NORTH 100 WEST SPRINGVILLE, UT 84663-1313	1	0.0%

BELA AUSCH 31 KEAP STREET BROOKLYN, NY 11211-7519	1	0.0%
BENJAMIN ELDER 673 WEST 1200 SOUTH #7 OREM, UT 84058-3301	1	0.0%
BENJAMIN KLEIN PO BOX 355 MANCOS, CO 81328-0355	1	0.0%
BETTY BARTON C/O LINTEL CORP 196 N FOREST AVENUE HARTWELL, GA 30643-1589	1	0.0%
BRAEDEN KILPACK 2961 SOUTH 8750 WEST MAGNA UT 84044	1	0.0%
BRENDA HAUGHT & DAVID HAUGHT JT TEN 635 TOWNSHIP RD 247 TORONTO, OH 43964-7858	1	0.0%
BRETT HOLCOMBE 14319 SW 17TH ST DAVIE FL 33325	1	0.0%
BRIAN CHILDERS 8 CONGRESSIONAL WAY HUNTINGTON WV 25705-2110	1	0.0%
CALLIE R BOLEY 241 CLEM STREET HUNTINGTON, WV 25705-1221	1	0.0%
CAROLE TATRO 3353 BAY HEIGHTS DR GREEN BAY WI 54311	1	0.0%
CHANDLER DURRANT 375 PALAMINO WAY GRANTSVILLE UT 84029	1	0.0%
CHARLES HOSTENSKE & JENNFIER HOSTENSKE 7735 REDMAN LN REYNOLDSBURG, OH 43068-8121	1	0.0%
CHARLIE DUMONT 2997 TROWBRIDGE HAMTRAMCK, MI 48212-3256	1	0.0%

CHELSEA KILPACK 4125 SOUTH 430 EAST #108 SALT LAKE CITY, UT 84107-1750	1	0.0%
CHERYL V REICIN 2004 TRUST 9102 PITTAWATTANII DR SKOKIE, IL 60076-1912	1	0.0%
CHRISTOPHER MARTINSON 2295 S 200 E APT 11 SALT LAKE CITY UT 84115	1	0.0%
CLAUDIA CORRAL 850 WEST 400 SOUTH #4 PROVO, UT 84601-4123	1	0.0%
DALE & TRACY OLSON 1505 BELMONT STAKES AVENUE INDIAN TRAIL, NC 28079-5736	1	0.0%
DANIEL T FRANCESKI 30 GLENN CIRCLE ERDENHEIM, PA 19038-8106	1	0.0%
DAVID SCOTT MARTIN 1790 CEDAR DRIVE LENOIR, NC 28645-9144	1	0.0%
DEVIN OVERLY 3145 SOUTH 700 EAST SALT LAKE CITY, UT 84106-1657	1	0.0%
DEVIN PARRY 5990 S 4675 W HOOPER UT 84315-9568	1	0.0%
EARL CARMAN & PATRICIA CARMAN JTWROS 85-07 91ST ST WOODHAVEN, NY 11421-1405	1	0.0%
EMANUEL CRYSTAL BOX 23309 JACKSON, MS 39225-3309	1	0.0%
EMILEE HIATT 520 SOUTH 1300 EAST PLEASANT GROVE UT 84062	1	0.0%
EMILIE MARTINSON 2877 GLENMARE STREET SALT LAKE CITY UT 84106	1	0.0%

EMMY LOU BRANDT 132 MIDLAND AVENUE #4 BASALT, CO 81621-8354	1	0.0%
FEIVEL GOTTLIEB P/ADM FEIVEL GOTTLIEB DFND BNFT PENSION PLAN 01/01/84 519 CHAUNCEY LANE LAWRENCE, NY 11559-2807	1	0.0%
FRANK J JAZAB CUST MICHAEL JAZAB UNDER THE MA UNIF TRAN MIN ACT 126 BELMONT AVE W SPRINGFIELD, MA 01089-1976	1	0.0%
FRED LANGLEY 2621 FIRST TN PLAZA KNOXVILLE TN 37929	1	0.0%
FREDDY EINSTEIN 391 RIVERBEND DR ADVANCE, NC 27006-8523	1	0.0%
GABRIELA (BELEN) SALSE 371 EAST 450 NORTH OREM, UT 84057-4157	1	0.0%
GARY G PHILLIPS A/C 245-33341 180 BOGIE MILL RD RICHMOND, KY 40475-9750	1	0.0%
GARY L BENGTON 5950 COUNTY RD 50 CARVER, MN 55315-9512	1	0.0%
GENE GOTTSCHALK E HWY 40 BOX 688 HAYS KS 67601-0688	1	0.0%
GILBERT R STENHOLM JR 407 KENMARE DRIVE BURR RIDGE, IL 60527-6977	1	0.0%
GREGORY MARTIN 1720 NORTH 728 WEST #116 PROVO UT 84604	1	0.0%

HAROLD SIDNEY ADLER 20 BOGARDUS PLACE APT4F NEW YORK NY 10040-2369	1	0.0%
HENRY M PUROW IRA DELAWARE CHARTER GUARANTEE & TRUST CUST BOX 8963 WILMINGTON, DE 19899-8963	1	0.0%
IMMUCELL CORP ATT MICHAEL BRIGHAM 56 EVERGREEN DR PORTLAND, ME 04103-1066	1	0.0%
ISRAEL A TESTILER 817 PARK AVE ELIZABETH, NJ 07208-1331	1	0.0%
J EDWARD BARTH 6020 RIVIERA DRIVE OKLAHOMA CITY OK 73112	1	0.0%
JACOB OTTESON 5095 WEST 2100 SOUTH SALT LAKE CITY, UT 84120-1229	1	0.0%
JAMES & BEVERLY CARTER 70 ANDREA LANE TOWNSHIP OF WASHINGTON, NJ 07676-5102	1	0.0%
JAMES & DORIS MOONEY 1639 BROADWAY ALAMEDA, CA 94501-3053	1	0.0%
JAMES MALCOLM CHAPMAN 550 FAIRWAY DR STE 102 DEERFIELD BEACH, FL 33441-1821	1	0.0%
JANE BROWN & RICHARD BROWN JT TEN 588 N LAKE RD EAST BERLIN PA 17316	1	0.0%
JANET K LONG TRUSTEE OF THE JANET LONG TRUST DATED SEPT 8 2008 8307 MAPLEWOOD DR LENEXA, KS 66215-2843	1	0.0%
JARED HARVEY 380 SOUTH 200 WEST PROVO, UT 84601-4467	1	0.0%

JARED QUILTER 951 NORTH 350 EAST OREM, UT 84057-3328	1	0.0%
JAY M BAILEY 9856 E CAROLINA PLACE UNIT F DENVER, CO 80247-7340	1	0.0%
JEANNE Z GOLD TRUSTEE OF THE JEANNE Z GOLD TRUST U/A DTD 2/3/1988 TRUST #1' 4363 SHELTON DR LA MESA CA 91941-7804	1	0.0%
JEFF STOTT 244 WEST SUNSET ALPINE, UT 84004-1506	1	0.0%
JENNIFER KILE 922 W FARNHAM DRIVE NORTH SALT LAKE UTAH 84054	1	0.0%
JERRY K GREEN BOX 721 OILTON OK 74052	1	0.0%
JESSE GREGORY 2275 EAST CHERRY LANE LAYTON, UT 84040-7727	1	0.0%
JESSIE ALBERS 101 NIDAY DRIVE BARBOURSVILLE, WV 25504-9785	1	0.0%
JOAN M HALE TR JAMES A MCLEAN 2001 REV TRUST 55 KENILWORTH RD WELLESLEY, MA 02482-7415	1	0.0%
JOE SPENCER 754 EAST 1200 NORTH PLEASANT GROVE, UT 84062-1953	1	0.0%
JOHN GORMAN 2215 YORK RD SUITE 203 OAK BROOK, IL 60523-4002	1	0.0%
JOHN HORSTKOETTER IRA C/O ANDREW GARRETT 380 LEXINGTON SUITE 2135 NEW YORK, NY 10168-2192	1	0.0%

JOHN J MCMENAMIN 5 GUERNSEY LN E BRUNSWICK, NJ 08816-3506	1	0.0%
JOHN R RICE & MARY D RICE JT TEN 2307 18TH ST BROOKINGS SD 57006	1	0.0%
JULIAN FALK 4195 IMPERIAL ISLE DRIVE WELLINGTON FL 33449	1	0.0%
JULIE CHILDERS 8 CONGRESSIONAL WAY HUNTINGTON WV 25705-2110	1	0.0%
KADE PETERSON 112 NORTH 350 WEST #117 AMERICAN FORK, UT 84003-1481	1	0.0%
KATELYN FINK 952 WEST 965 NORTH #213 OREM, UT 84057-4156	1	0.0%
KELLI MURPHY 1494 WEST OLIVE STREET TAYLORSVILLE, UT 84123-1351	1	0.0%
KELSEY ORGILL 610 EAST 600 NORTH #A220 PROVO, UT 84606-5705	1	0.0%
KENITH LEWIS 22150 TWYCKINGHAM WAY SOUTHFIELD, MI 48034-4709	1	0.0%
KENTON (TROY) BAILEY 2820 WEST 680 NORTH PROVO UT 84601	1	0.0%
KIRK HUDDLESTON 7505 LAWFORD RD KNOXVILLE, TN 37919-8179	1	0.0%
KYLE ALLAIRE 1518 EAST 11840 SOUTH SANDY UT 84092	1	0.0%
LARRY WARNER & REBECCA WARNER 633 PALM VIEW DRIVE NAPLES FL 34110	1	0.0%

LAURA ESHELMAN 2210 STRATFORD LN COLORADO SPGS, CO 80909-1634	1	0.0%
LAURIE MURPHY 507 GRANDSHIRE DRIVE CRANBERRY TOWNSHIP, PA 16066-6929	1	0.0%
LAWRENCE E DEAN MARIE W DEAN JT TEN 10720 MIDDLEBORO DRIVE DAMASCUS, MD 20872-2248	1	0.0%
LILY B WANG & CHING-SHIUN HUANG JT TEN 32 DEER PATH HILLSBOROUGH NJ 08844-3346	1	0.0%
LINCOLN PEHRSON 1523 SOUTH 430 WEST OREM, UT 84058-7371	1	0.0%
LINDA A HITE 2605 SPRING HILL LANE ENOLA PA 17025-1258	1	0.0%
LINDA P TANG 4027 KELVINGTON CT SAN JOSE CA 95121	1	0.0%
LINDSAY A DAVENPORT & JONATHAN R LEACH TR 220 NEPORT CENTER DR #11643 NEWPORT BEACH CA 92660	1	0.0%
LROY GROOMS BOX 944 ADAIRSVILLE, GA 30103-0944	1	0.0%
LUCAS JOHN KLEIN PO BOX 355 MANCOS, CO 81328-0355	1	0.0%
MARCUS FLORES 1221 SOUTH 620 WEST OREM, UT 84058-3324	1	0.0%
MARIE FELICIO & ANTHONY FELICIO 30 MALDON ST MALVERNE, NY 11565-1515	1	0.0%
MARK S GOLDSTEIN 4800 HAMPDEN LANE 7TH FLOOR BETHESDA, MD 20814-2930	1	0.0%

MARY FLUHARTY 401 VIA CARISMA BAKERSFIELD, CA 93309-2238	1	0.0%
MATTHEW PETTIT 375 E FENTON AVE SALT LAKE CITY, UT 84115-4611	1	0.0%
MAX SPIEGEL 1567 EAST 27 TH STREET BROOKLYN NY 11229	1	0.0%
MIGUEL GUZMAN 673 WEST 1200 SOUTH #7 OREM, UT 84058-3301	1	0.0%
MILAN TYBUREC 88 BELMONT PL STATEN ISLAND NY 10301-1711	1	0.0%
MITCHELL CLARINE 1444 WEST 540 NORTH PLEASANT GROVE, UT 84062-4058	1	0.0%
NATALIE G MARGOLIS 4922 GATEWAY GARDENS DR BOYNTON BEACH FL 33436-1423	1	0.0%
NATHAN CHILDERS 919 GLOS DRIVE OXFORD, OH 45056-2025	1	0.0%
NICHOLAS CHRISTENSEN 2490 EAST KENTUCKY AVENUE SALT LAKE CITY, UT 84117-5413	1	0.0%
PATRICK BEUS 10622 SAHALEE CEDAR HILLS, UT 84062-8508	1	0.0%
PAUL G GUIDDY BOX 2025 WEIRTON, WV 26062-1225	1	0.0%
PAUL H SCHMIDT 10 HILLVIEW TER WATERFORD, NY 12188-1810	1	0.0%
PEGGY JEAN BRIGGS 6159 EAST RIVERDALE STREET MESA, AZ 85215-3505	1	0.0%
PETER FORMAN 8073 SOUTH WILLOW STREAM DR SANDY, UT 84093-6411	1	0.0%

PETROVEN INC 5930 W PARKER RD SUITE 800 PLANO, TX 75093-6420	1	0.0%
RAYMOND WOROB C/O CHILDERS PROPERTIES 64 LINVALE ROAD RINGOES NJ 08551	1	0.0%
RICHARD STERLING 94 MAPLE AVE BLASDELL, NY 14219-1651	1	0.0%
RIENEKE ANT尼奥 4130 SOUTH 2200 WEST TAYLORSVILLE, UT 84129-5324	1	0.0%
RIVKA TYBERG 1401 OCEAN AVENUE 12A BROOKLYN, NY 11230-3912	1	0.0%
ROBERT B SMITH 9187 W CROSS DR 7-104 LITTLETON, CO 80123-2297	1	0.0%
ROBERT MYERS 4960 SW 28TH TER FT LAUDERDALE, FL 33312-5806	1	0.0%
ROGER CONNORS & VIRGINIA CONNORS JT TEN 764 WILLARD ST NORTH BELLMORE NY 11710-1224	1	0.0%
RONALD & CARLA GILCREST PO BOX 1307 ALAMOSA, CO 81101-1307	1	0.0%
RONALD S GLASSNER 5731 38TH AVE MOLINE IL 61265-8131	1	0.0%
RONALD SHEAR 1112 PARK AVE #6A NEW YORK NY 10128	1	0.0%
RONALD W BUSH 908N NICKLAUS DR NEWPORT NEWS, VA 23602-8893	1	0.0%

RUDOLPH B LUOMA & MARLENE E LUOMA JT TEN 5752 ROSE RD HERMANTOWN, MN 55811-1213	1	0.0%
RUTH ROGHAAR 1634 E 6520 SO SALT LAKE CITY, UT 84121-2555	1	0.0%
RUTHE SOKOLOWSKI EXEC ESTATE OF HARRY T SCHAEFFER 6012 S ANDES CIRCLE AURORA, CO 80016-3836	1	0.0%
SALVATORE ZANGHI SR 3602 RETSOF RD RETSOF NY 14539	1	0.0%
SAM LIPSHITZ 3942 ENFIELD AVE SKOKIE IL 60076	1	0.0%
SAMUEL TAYLOR 290 BRANDYWINE DR COLORADO SPGS, CO 80906-7666	1	0.0%
STACY ALBERS 101 NIDAY DRIVE BARBOURSVILLE, WV 25504-9785	1	0.0%
STEPHEN R ZAMEN PO BOX 27846 AUSTIN, TX 78755-7846	1	0.0%
STEVEN BEREZ IRA C/O ANDREW GARRETT INC 380 LEXINGTON AVE SUITE 2135 NEW YORK, NY 10168-2192	1	0.0%
SUSAN KLEIN PO BOX 355 MANCOS, CO 81328-0355	1	0.0%
SUSANTI K CHOWDHURY & KRISTIN CHOWDHURY JT TEN 100 DRIFTWOOD LN LARGO, FL 33770-2601	1	0.0%
TARRA EVANS 1005 GREEN PINE BLVD F2 WEST PALM BEACH, FL 33409-7014	1	0.0%

TAYLER MYERS 352 SOUTH 150 WEST OREM, UT 84058-3017	1	0.0%
TERRI KINNEY 12646 S LEGACY SPRINGS DRIVE #108 RIVERTON UT 84096	1	0.0%
TERRY BLYTHE 42269 SING ROAD MACOMB, OK 74852-6215	1	0.0%
THOMAS LEINENWEBER SP ADM CO ANTHONY RAKOS EST 1601 N BOND ST STE 206 NAPERVILLE IL 60563	1	0.0%
THOMAS R HUBER & HELEN P HUBER JT TEN 727 BALFOUR PLACE MELVILLE NY 11747-5254	1	0.0%
THOMAS SMITH SHARON SMITH JTWRS 2196 SIERRA VENTURA DR LOS ALTOS, CA 94024-7107	1	0.0%
VADIM KOMAROV 7311 THRUSH HILL DRIVE WEST JORDAN, UT 84081-4109	1	0.0%
WALTER H KLEINER 1725 89TH NE CLYDE HILL, WA 98004-3213	1	0.0%
WAYNE WOOD & ROBIN WOOD 1137 SUNLIGHT DR CHESAPEAKE, VA 23322-7121	1	0.0%
WENDI REES 537 12TH AVENUE SALT LAKE CITY, UT 84103-3210	1	0.0%
WILLIAM & JOSEPHINE ALIFERAKIS 15 BANK ST CRANSTON, RI 02920-6424	1	0.0%
WILLIAM G ZOLLER JR 3016 CEDAR CREST DR LENOIR NC 28645-9137	1	0.0%
WILLIAM MCCLAMROCH 2636 HOUSER RD KNOXVILLE TN 37919	1	0.0%

WILMA GRESTON CUST MICHELLE GRESTON UNDER THE NY UNIF GIFT MIN ACT 936 THE PKWY MAMARONECK, NY 10543-4231	1	0.0%
WILMA GRESTON 936 THE PKWY MAMARONECK, NY 10543-4231	1	0.0%
WYOMING STATE TREASURER UNCLAIMED PROPERTY DIVISION CAPITOL BUILDING 200 WEST 24TH STREET 3RD FL CHEYENNE WY 82002	1	0.0%
TOTAL OUTSTANDING SHARES	239,100	100%

Fill in this information to identify the case:

Debtor name ActiveCare, Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/15/2018

X /s/ Mark J. Rosenblum
Signature of individual signing on behalf of debtor

Mark J. Rosenblum
Printed name

Chief Executive Officer
Position or relationship to debtor

**United States Bankruptcy Court
District of Delaware**

In re ActiveCare, Inc.

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for ActiveCare, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Cede & Co
PO Box 20
Bowling Green Station
New York, NY 10004-1408

Tyumen Holdings LLC
539 Blackhawk Lane
Alpine, UT 84004

None [*Check if applicable*]

07/15/2018

Date

/s/ Christopher A. Ward

Christopher A. Ward

Signature of Attorney or Litigant

Counsel for **ActiveCare, Inc.**

Polsinelli PC

222 Delaware Avenue

Suite 1101

Wilmington, DE 19801

(302) 252-0920 Fax:(302) 252-0921

cward@polsinelli.com

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
ACTIVECARE, INC.**

Dated: July 3, 2018

The undersigned, being all directors (each a “**Director**” and collectively, the “**Directors**”) of the board of directors (the “**Board of Directors**”) of ActiveCare, Inc. (“ActiveCare” or the “**Company**”) hereby consent to the following actions and adopt the following resolutions as of the date hereof:

WHEREAS, the Company has reviewed and considered the financial and operational condition of the Company’s business on the date hereof, including the historical performance of ActiveCare, the assets of ActiveCare, the current and long-term liabilities of ActiveCare, and the market for ActiveCare products and services; and

WHEREAS, the Company has received, reviewed, and considered the recommendations of the Board of Directors and ActiveCare’s legal, financial, and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), as well as other non-bankruptcy alternatives; and

WHEREAS, on June 18, 2018 the Board of Directors resolved among other things that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company (the “**June 18th Resolutions**”) seeking an order for relief under the provisions of chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”); and

WHEREAS, since the June 18th Resolutions and to supplement such June 18th Resolutions, the Company’s Board of Directors, management and advisors have determined that the best and most economical path for the Company to file a Chapter 11 Case is to create a lean structure and team to accomplish the Chapter 11 Case.

NOW, THEREFORE, IT IS:

RESOLVED FURTHER, that the Chief Executive Officer, and such other officers as may be designated by the Chief Executive Officer (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Polsinelli PC as counsel to represent and assist the Company in carrying out its

duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Polsinelli PC;

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to Locke Lord LLP as Special Corporate Counsel to represent and assist the Company in carrying out its duties under asset purchase agreement, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain the services of Locke Lord LLP.

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered for, in the name of and on behalf of the Company to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that all of the acts and transactions taken by the Authorized Officers or Board of Directors, in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified; and

RESOLVED FURTHER, that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

IN WITNESS WHEREOF, the undersigned, being all Directors of the Board of Directors of ActiveCare, Inc., have executed this written consent as of the date first written above.

/s/ Isaac Onn

Isaac Onn

/s/ Jeffrey Peterson

Jeffrey Peterson

/s/ Mark Rosenblum

Mark Rosenblum