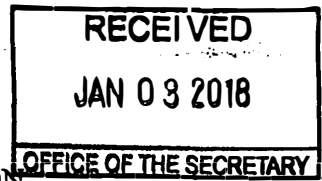


UNITED STATES OF AMERICA
Before the
U.S. SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17387

In the Matter of

DONALD F. LATHEN, JR.,
EDEN ARC CAPITAL MANAGEMENT, LLC,
EDEN ARC CAPITAL ADVISERS, LLC.

AFFIRMATION OF DONALD F. LATHEN IN SUPPORT OF THE
APPLICATION OF EDEN ARC CAPITAL ADVISORS, LLC AND EDEN
ARC CAPITAL MANAGEMENT, LLC FOR RECOVERY OF LEGAL FEES
AND EXPENSES PURSUANT TO THE EQUAL ACCESS TO JUSTICE ACT

DONALD F. LATHEN hereby affirms under the penalty of perjury that the following statements are true and correct:

1. I am a resident of the State of New York.
2. I submit this affirmation in support of the Application of Eden Arc Capital Advisors, LLC and Eden Arc Capital Management, LLC for Recovery of Legal Fees and Expenses Pursuant to the Equal Access to Justice Act, dated December 4, 2017 and as supplemented thereafter.
3. The statements contained in this affirmation are based on my personal knowledge, except as otherwise indicated.

General Background

4. Eden Arc Capital Management, LLC ("EACM") is a limited liability company registered in Delaware. EACM is the Investment Manager of Eden Arc Capital Partners, LP ("EACP" or the "Fund"), a Delaware private investment partnership. Under the SEC's internal EAJA guidelines, I may be considered an "affiliate" of EACM because I am the sole owner and control person of EACM.

5. Eden Arc Capital Advisors, LLC ("EACA") is a limited liability company registered in Delaware. It is the general partner of the Fund. Under the SEC's internal EAJA guidelines, I may be considered an "affiliate" of EACA because I am the sole owner and control person of EACA.

6. If I am considered an affiliate of EACM and/or EACA, I understand that my personal net worth bear on the question of whether or not EACM and/or EACA meet the net worth requirements under the EAJA.

My Net Worth

7. On or about February 7, 2017 (during the course of the administrative hearing herein), I submitted an SEC Form D-A to the Court related to my personal net worth. That Form D-A reflected my net worth at the time of the administrative hearing. A copy of that Form D-A is attached hereto as Exhibit 1.

8. In connection with the filing of that Form D-A, I also filed account statements and other documentation which substantiated the information provided in that Form D-A.

9. My Form D-A and supporting materials were filed under seal with the Court. As far as I am aware, these documents remain under seal.

10. I do not have a net worth statement for August 15, 2016, the date upon which the Division filed the Order Instituting Proceedings herein (the "OIP"). I do not currently possess, nor do I have a means to easily obtain, all of my account statements as of the date of the OIP. I therefore cannot calculate or fully document my net worth as of the date of the OIP.

11. I have reviewed the account statements I possessed or had ready access to that are contemporaneous with OIP. I also have reviewed income and spending from the time of the OIP through the date of the administrative hearing herein. Copies of my bank statements from the date of the OIP is attached as Exhibit 2.

12. Based on my review, I estimate that my net worth at the time of the OIP was approximately [REDACTED] higher than my net worth at the time I submitted the Form D-A during the administrative proceeding herein.

13. Like the Form D-A that I submitted at the time of the administrative hearing herein, I respectfully request that this affirmation and the attached exhibits be sealed, consistent with this Court's decision concerning same in the underlying merits proceeding. In addition, I am not a party to the EAJA proceeding and would prefer that my personal financial information remain private.

Dated: December 22, 2017
New York, NY



Donald F. Lathen