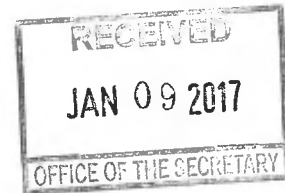


UNITED STATES OF AMERICA
Before the
U.S. SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-17387



In the Matter of

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

Respondents.

AFFIRMATION OF HARLAN PROTASS IN SUPPORT
OF THE EDEN ARC RESPONDENTS' OPPOSITION TO THE
DIVISION OF ENFORCEMENT'S MOTION TO COMPEL

HARLAN PROTASS hereby affirms under the penalty of perjury that the following statements are true and correct, except where otherwise indicated:

1. I am a member of the law firm Clayman & Rosenberg LLP, which has offices at 305 Madison Avenue, New York, NY, 10165. Clayman & Rosenberg LLP represents respondents Donald F. Lathen, Jr., Eden Arc Capital Management, LLC and Eden Arc Capital Advisors, LLC (the "Eden Arc Respondents") in the referenced matter. I am admitted to the practice of law before the courts of the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the United States Court of Appeals for the Second Circuit.

EXHIBIT 1



February 18, 2010

Robert G. Flanders, Jr.
Partner
Hinckley, Allen & Snyder LLP
50 Kennedy Plaza, Suite 1500
Providence, RI 02903-2319

Dear Bob:

Thank you for your interest in providing legal services to EndCare. I am interested in retaining your firm to complete some or all of the following scope of work:

1. Review EndCare's business plan and business processes and recommend changes to mitigate legal and regulatory risks.
2. Examine EndCare's business model within the existing regulatory framework of securities, insurance and general business law. Discuss risks and consequences for any areas of concern and provide a written summary of your findings. Your findings should address, but may not be limited to:
 - Potential for EndCare to be deemed a broker/dealer
 - Potential for EndCare to be deemed an investment advisor
 - Potential for EndCare to be deemed an insurance company
 - Potential for terminally ill patients to be deemed "customers" of EndCare in either a broker dealer, investment advisor or insurance context
3. Review the current and prospective litigation landscape for companies with business plans similar to EndCare and identify potential litigation risks attendant to EndCare's business model. If litigation is deemed to be a significant risk, provide estimates for annual litigation costs and assess risks and costs associated with adverse judgments.
4. Review EndCare's proposed legal structure and recommend changes as appropriate.
5. Review EndCare's marketing materials to patients and investors and recommend changes as appropriate.
6. Review EndCare's form of contract with patients and recommend changes as appropriate. Create form of contract between EndCare and third party investors.

Let's discuss after you have run your conflict check.

Best Regards,

Jay Lathen, President & CEO