

JS 44 (Rev. 12/07)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS
 Ryan Shapiro and Debra Price, Individually, and as Representative of all Others Similarly Situated

DEFENDANTS
 Triton Financial, LLC; Triton Acquisition, LP d/b/a/ Triton Insurance LP; Triton Holdings, LP; (see attached for complete list of Defendants).

(b) County of Residence of First Listed Plaintiff Travis
 (EXCEPT IN U.S. PLAINTIFF CASES)

County of Residence of First Listed Defendant Travis
 (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED

A10CA 028 JN

(c) Attorney's (Firm Name, Address, and Telephone Number)
 William Ikard, Anne Wynne, Cabrach J. Conor, Ikard Wynne LLP, 515 Congress Avenue. #1230, Austin, TX 78701, 512-275-7880; (see attached for additional attorneys)

Attorneys (If Known)
 David P. Whittlesey, Casey Low, Andrews Kurth LLP, 111 Congress Ave., #1700 Austin, TX 78701, 512-320-9201; Spencer Barasch; (see attached for additional attorneys)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff
- 3 Federal Question (U.S. Government Not a Party)
- 2 U.S. Government Defendant
- 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- | | | | | | |
|-----------------------------------------|----------------------------|----------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | PTF | DEF | | PTF | DEF |
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business In This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input checked="" type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence Habeas Corpus: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act	SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g))
			FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes

V. ORIGIN

(Place an "X" in One Box Only)

- 1 Original Proceeding
- 2 Removed from State Court
- 3 Remanded from Appellate Court
- 4 Reinstated or Reopened
- 5 Transferred from another district (specify)
- 6 Multidistrict Litigation
- 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):

28 U.S.C. § 1441(a) and 28 U.S.C. § 1442(a)

Brief description of cause:

Defendants seek removal on basis that Court has original jurisdiction pursuant to 28 U.S.C. §§1441(a) & 1442(a)

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND \$

CHECK YES only if demanded in complaint:

JURY DEMAND: Yes No

VIII. RELATED CASE(S)

IF ANY

(See instructions):

JUDGE James R. Nowlin

DOCKET NUMBER A 09 CA 924 JN

DATE

01/13/2010

SIGNATURE OF ATTORNEY OF RECORD

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

CASE NO. D-1-GN-09-004226

A10CA 028 JN

SUPPLEMENT TO JS 44 CIVIL COVER SHEET,
TO BE USED WHEN FILING A REMOVAL CASE

Additional sheets may be used as necessary. This form **must** be signed by Attorney of Record for Removing Party.

Was Jury Demand Made in State Court? _____ X _____ Yes _____ No

If "yes," by which party and on what date?

Plaintiffs _____
Party

December 14, 2009
Date

STYLE OF ORIGINAL PETITION

Please include all Plaintiffs, Defendants, and Intervenors still remaining in the case. Also, please list the attorney(s) of record for each party named and include the attorney's firm name, mailing address, and phone number (including area code).

PARTY

ATTORNEY(S)

See Attached List

PRELIMINARY INJUNCTION AND/OR TEMPORARY RESTRAINING ORDER
MATTERS

Identify any active orders for preliminary injunction or temporary restraining order as well as any pending motion(s) for preliminary injunction and/or temporary restraining order still remaining in the case.

MOTION

FILER

DATE FILED

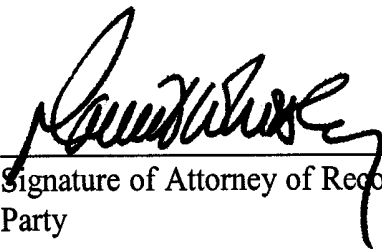
N/A

COUNTERCLAIMS, CROSS-CLAIMS AND/OR THIRD-PARTY CLAIMS

Please list separately each counterclaim, cross-claim, or third-party claim still remaining in the case and designate the nature of each such claim. For each counterclaim, cross-claim, or third-party claim, please including all Plaintiffs, Defendants, and Intervenors still remaining in the case. Also, list the Attorney(s) of Record for each party named and include the attorney's firm name, mailing address, and phone number (including area code).

PARTY	ATTORNEY(S)
N/A	

1/13/10
Date


Signature of Attorney of Record for Removing Party

PLAINTIFFS

Ryan Shapiro and Debra Price, individually and as representatives of all others similarly situated

PLAINTIFFS' ATTORNEYS

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508 West 14th Street
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DEFENDANTS

TRITON FINANCIAL, LLC; TRITON ACQUISITION, LP d/b/a TRITON INSURANCE, LP; TRITON HOLDINGS, LP; TVEST GROUP, LLC, individually and in its capacities as General Partner of TRITON ACQUISITION, LP d/b/a TRITON INSURANCE, LP; KURT BARTON, individually and in his capacities as President and CEO of TVEST GROUP, LLC and Director of TRITON FINANCIAL, LLC, and KURT BARTON d/b/a X, unknown entities owned or controlled by Kurt Barton; TRITON SERVICES, LLC d/b/a TRITON REALTY LLC, individually and in its capacities as General Partner of TRITON ATHLETIC CENTER, LP, and other unknown partnerships controlled by Kurt Barton or Triton Financial and as managing member of TRITON MORTGAGE, LLC; TRITON ATHLETIC CENTER, LP; TRITON AGGREGATED, LP d/b/a TRITON HOLDINGS, LP; TRITON MORTGAGE, LLC; TRITON ACQUISITION, LP; TRITON BRIDGE FUND, LP; TRITON OPPORTUNITY FUND III, LLC; CAPVEST, LLC, individually and in its capacities as General Partner of TRITON BRIDGE FUND, LP; TRITON CAPITAL SERVICES, LLC, individually and in its capacities as General Partner of RUNDBERG LP, RUNDBERG BUSINESS PARK, LP; X d/b/a Triton, unknown entities owned or controlled by Kurt Barton or Triton Financial; TY DETMER; KOY DETMER; CHRIS WEINKE; JEFF BLAKE; JOHN DiMEGLIO; DAVID TUCKFIELD; MICHAEL COUR; BRIAN WHITNEY; CALEB CUNNINGHAM; RICHARD FINLAYSON; WILLIAM (PAT) TEDROW; MIKE BERRY; and FIDELITY BROKERAGE SERVICES LLC

DEFENDANTS' ATTORNEYS

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January 13, 2010

VIA HAND DELIVERY

Mr. William G. Putnicki, Clerk of Court
United States District Court for the
Western District of Texas, Austin Division
200 West 8th St., Room 130
Austin, Texas 78701

A 10CA 028 JN

Re: Cause No. _____; *Ryan Shapiro and Debra Price, individually,
and as representatives of all others similar situated v. Triton Financial, et al.*;
United States District Court, Western District of Texas, Austin Division

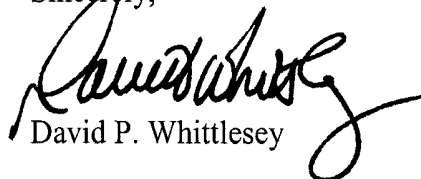
Dear Mr. Putnicki:

Enclosed for filing in the above-referenced matter are the original and two (2) copies of the following documents:

1. Notice of Removal (with exhibits);
2. JS 44 Civil Cover Sheet;
3. Supplement to Civil Cover Sheet; and
4. Firm's check in the amount of \$350.00.

Please file the original and one copy in your customary manner and return a file-stamped copy to the awaiting messenger. Please feel free to call me at (713) 220-4105 if you have any questions. Thank you for your assistance with this filing.

Sincerely,


David P. Whittlesey

DPW/jr

Enclosures

cc: Counsel on attached Service List

SERVICE LIST

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Attorneys for Defendant
Caleb Cunningham

A copy will also be mailed to the other named Defendants as listed in Plaintiffs' Amended Petition at the address given for each Defendant, as set forth below:

Jeff Blake
11510 Champion Drive
Austin, Texas 78750

David Tuckfield
11712 Uplands Ridge Drive
Austin, Texas 78738

Mike Berry
11205 Cezanne Street
Austin, Texas 78726

John DiMeglio
12117 Bee Caves Road, Suite 100
Austin, Texas 78738

William (Pat) Tedrow
102 Cold Water Lane
Lakeway, Texas 78734

Fidelity Brokerage Services LLC
c/o CT Corporation Systems
350 N. St. Paul Street
Dallas, Texas 75201

DUPLICATE

Court Name: TEXAS WESTERN
Division: 1
Receipt Number: 100005011
Cashier ID: tkatzø
Transaction Date: 01/13/2010
Payer Name: ANDREWS KURTH LLP

CIVIL FILING FEE
For: ANDREWS KURTH LLP
Amount: \$350.00

CHECK
Check/Money Order Num: 3304
Amt Tendered: \$350.00

Total Due: \$350.00
Total Tendered: \$350.00
Change Amt: \$0.00

1:10-CV-028 JN; SHAPIRO V. TRITON
FINANCIAL