

Roche Robert W.
Form SC 13D/A
July 18, 2011

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 4)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)
ACORN INTERNATIONAL, INC.
(Name of issuer)
Ordinary Shares*
American Depositary Shares
(Title of class of securities)
004854105**
(CUSIP number)
Theresa Roche
Roche Family Office
9746 S. Roberts Road
Palos Hills, IL 60465
708-430-9337

(Name, address and telephone number of person authorized to receive notices and communications)

July 18, 2011

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies of this statement are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

* Not for trading, but only in connection with the registration of American Depositary Shares each representing three ordinary shares.

** This CUSIP applies to the American Depositary Shares.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above persons (entities only).

1

Robert W. Roche

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 13,900,959

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 13,900,959

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,900,959¹

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

15.56%²

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

1) Includes (i) 12,053,094 ordinary shares and 333,815 American Depositary Shares, each of which represents 3 ordinary shares (ADSs), held by Acorn Composite Corporation, of which Mr. Roche is the sole owner; and (ii) 282,140 ADSs held by The Robert Roche 2009 Declaration of Trust, of which Mr. Roche is trustee.

2) Based on 89,311,634 total outstanding ordinary shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in its Annual Report on Form 20-F filed with the SEC on April 27, 2011 (the 20-F)

NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above persons (entities only).

1

Acorn Composite Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Nevada

SOLE VOTING POWER

7

NUMBER OF 13,054,539

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY

8

0

SOLE DISPOSITIVE POWER

EACH
REPORTING

9

PERSON 13,054,539

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,054,539³

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.62%⁴

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

3) Includes 12,053,094 ordinary shares and 333,815 ADSs held by Acorn Composite Corporation.

4) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
The Robert Roche 2009 Declaration of Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5 ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Illinois

SOLE VOTING POWER

7

NUMBER OF 846,420

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 846,420

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

846,420⁵

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.95%⁶

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

5) Includes 282,140 ADSs held by The Robert Roche 2009 Declaration of Trust.

6) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only).

The Grand Crossing Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5 ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Illinois

SOLE VOTING POWER

7

NUMBER OF 1,846,291

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 1,846,291

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,846,291⁷

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.07%⁸

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

7) Includes 1,846,291 ordinary shares held by The Grand Crossing Trust.

8) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above persons (entities only).

1

The Felicitas Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Illinois

SOLE VOTING POWER

7

NUMBER OF 1,675,833

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 0

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 1,675,833

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,675,833⁹

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.88%¹⁰

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

9) Includes 558,611 ADSs held by The Felicitas Trust.

10) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

I.R.S. Identification Nos. of above persons (entities only).

1

The Moore Bay Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Alaska

SOLE VOTING POWER

7

NUMBER OF 1,751,760

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 1,751,760

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,751,760¹¹

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

1.96%¹²

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

11) Includes 583,920 ADSs held by The Moore Bay Trust.

12) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
Edward J. Roche, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5 ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States of America

SOLE VOTING POWER

7

NUMBER OF 1,792,685

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

3,522,124

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 1,792,685

WITH SHARED DISPOSITIVE POWER

10

3,522,124

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,314,809₁₃

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.95%₁₄

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

13) Includes (i) 1,250 ordinary shares and 13,225 ADSs held directly by Mr. Edward J. Roche, Jr.; (ii) 583,920 ADSs held by The Moore Bay Trust, for which Mr. Roche is a trustee and exercises sole dispositive and voting power; (iii) 1,846,291 ordinary shares held by The Grand Crossing Trust, for which Mr. Roche is a co-trustee and exercises shared dispositive and voting power; and (iv) 558,611 ADSs held by The Felicitas Trust, for which Mr. Roche is a co-trustee and exercises shared dispositive and voting power.

14) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).
Joseph Cachey, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5 ☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States of America

SOLE VOTING POWER

7

NUMBER OF 15,500

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

3,522,124

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON 15,500

WITH SHARED DISPOSITIVE POWER

10

3,522,124

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,537,624₁₅

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

3.96%₁₆

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

15) Includes (i) 500 ordinary shares and 5,000 ADSs held directly by Mr. Joseph Cachey, Jr.; (ii) 1,846,291 ordinary shares held by The Grand Crossing Trust, for which Mr. Cachey is a co-trustee and exercises shared dispositive and voting power; and (iii) 558,611 ADSs held by The Felicitas Trust, for which Mr. Cachey is a co-trustee and exercises shared dispositive and voting power.

16) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

Ritsuko Hattori-Roche

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Japan

SOLE VOTING POWER

7

NUMBER OF 17,540,000

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

2,460,000

SOLE DISPOSITIVE POWER

EACH
REPORTING 9

PERSON WITH 17,540,000

SHARED DISPOSITIVE POWER

10

2,460,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

20,000,000¹⁷

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

22.39%¹⁸

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

17) Includes (i) 129,770 ordinary shares and 6,623,410 ADSs held directly by Bireme Limited, of which MS. Hattori-Roche owns 87.7%.

18) Based on 89,311,634 total outstanding shares of the Issuer as of March 31, 2011, as disclosed by the Issuer in the 20-F.

EXPLANATORY NOTE

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (Amendment No. 4). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein. Robert W. Roche and the other parties described below determined that they may be deemed a group pursuant to Securities Exchange Act Rule 13d-5(b)(1). The Reporting Persons expressly disclaim status as a group for purposes of the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On June 3, 2011, Bireme Limited (Bireme), Mr. Don Dongjie Yang, Mr. Robert Roche and Ms. Ritsuko Hattori-Roche commenced a tender offer to purchase ordinary shares, par value US\$0.01 per ordinary share (the Shares), and American Depositary Shares (the ADSs), each representing 3 Shares, of Acorn International, Inc., a Cayman Islands company (Acorn or the Issuer) in an aggregate amount not to exceed 20,000,000 Shares (taking into account both Shares that are tendered and Shares underlying ADSs that are tendered) for \$2.00 per Share, which represents \$6.00 per ADS, in cash without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 3, 2011 (the Offer to Purchase) and in the related Letter of Transmittal to Tender Shares (the Share Letter of Transmittal) or the Letter of Transmittal to Tender ADSs (the ADS Letter of Transmittal, collectively with the Share Letter of Transmittal, the Letters of Transmittal), as applicable. Such offer, as amended or supplemented from time to time, is referred to as the Offer.

The Offer expired at 5:00 p.m., New York City time, on July 1, 2011. A total of 28,233,934 Shares of Acorn, including Shares represented by 9,350,245 ADSs, were properly tendered and not withdrawn. Since the Offer was oversubscribed, the number of Shares that the Bireme purchased from each of the tendering stockholders was prorated by a factor of 70.83677%. The price paid per Share was \$2.00 (equivalent to \$6.00 per ADS).

The Schedule TO, dated June 3, 2011, as amended, filed by Bireme, is listed as Exhibit (a) hereto and incorporated herein by reference.

Subject to applicable legal requirements, the Reporting Persons may purchase additional securities of the Issuer from time to time in open market transactions or private transactions, depending on their evaluation of the Issuer's business, prospects and financial condition, the market for the Issuer's securities, other developments concerning the Issuer, the reaction of the Issuer to the Reporting Persons' ownership of the Issuer's securities, other opportunities available to the Reporting Persons, and general economic, money market and stock market conditions. In addition, depending upon the factors referred to above, the Reporting Persons may dispose of all or a portion of their securities of the Issuer at any time. The Reporting Persons reserve the right to increase or decrease their holdings on such terms and at such times as each may decide.

Other than described in this Item 4, the Reporting Persons do not have any other plans or proposals which would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer, except that the Reporting Persons may, depending upon prevailing market prices or conditions, decide to increase or decrease their position in the Issuer through open market or privately negotiated transactions with third parties;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of the board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;

- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
- (j) Any action similar to any of those actions enumerated above.

Item 5. Interest in Securities of Issuer

Item 5(a) and Item 5(b) are hereby amended and restated to read as follows:

(a)-(b) The following information with respect to the ownership of the Shares (including Shares represented by ADSs) by the Reporting Persons is provided as of July 13, 2011:

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Robert W. Roche	13,900,959	15.56%	13,900,959	0	13,900,959	0
Acorn Composite Corporation	13,054,539	14.62%	13,054,539	0	13,054,539	0
The Robert Roche 2009 Declaration of Trust	846,420	0.95%	846,420	0	846,420	0
Grand Crossing Trust	1,846,291	2.07%	1,846,291	0	1,846,291	0
The Felicitas Trust	1,675,833	1.88%	1,675,833	0	1,675,833	0
Moore Bay Trust	1,751,760	1.96%	1,751,760	0	1,751,760	0
Edward J. Roche, Jr.	5,314,809	5.95%	1,792,685	3,522,124	1,792,685	3,522,124
Joseph Cachey, Jr.	3,537,624	3.96%	15,500	3,522,124	15,500	3,522,124
Ritsuko Hattori-Roche	20,000,000	22.39%	17,540,000	2,460,000	17,540,000	2,460,000

The Reporting Persons disclaim any membership in a group for purposes of this Schedule 13D.

Item 5(c) is hereby amended and restated to read as follows:

(c) During the past 60 days, the Reporting Persons have not entered into any transaction in the Shares (including Shares represented by ADSs).

Item 7. Material to be Filed as an Exhibit

(a) Schedule TO dated June 3, 2011, filed by Bireme Limited, Don Dongjie Yang, Robert Roche and Ritsuko Hattori-Roche (filed by the foregoing with the Securities and Exchange Commission on June 3, 2011 and incorporated herein by reference.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 18, 2011

Robert W. Roche

/s/ Robert W. Roche

Edward J. Roche, Jr.

/s/ Edward J. Roche Jr.

Acorn Composite Corporation

By: /s/ Robert W. Roche
Name: Robert W. Roche
Title: Director

Joseph Cachey, Jr.

/s/ Joseph Cachey, Jr.

The Robert Roche 2009 Declaration of Trust

By: /s/ Robert W. Roche
Name: Robert W. Roche
Title: Trustee

The Moore Bay Trust

By: /s/ Edward J. Roche, Jr.
Name: Edward J. Roche, Jr.
Title: Trustee

The Grand Crossing Trust

By: /s/ Edward J. Roche, Jr.
Name: Edward J. Roche, Jr.
Title: Trustee

The Felicitas Trust

By: /s/ Edward J. Roche, Jr.
Name: Edward J. Roche, Jr.
Title: Trustee

By: /s/ Joseph Cachey, Jr.
Name: Joseph Cachey, Jr.
Title: Trustee

By: /s/ Joseph Cachey, Jr.
Name: Joseph Cachey, Jr.
Title: Trustee

Ritsuko Hattori-Roche

/s/ Ritsuko Hattori-Roche