

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA
CASE NO. 20-CV-81205-RAR**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

COMPLETE BUSINESS SOLUTIONS
GROUP, INC. d/b/a PAR FUNDING, et al.,

Defendants.

_____ /

**RECEIVER RYAN K. STUMPHAUZER’S MOTION FOR AN ORDER
REQUIRING LISA McELHONE AND JOSEPH COLE BARLETA
TO SHOW CAUSE WHY THEY SHOULD NOT BE HELD IN CONTEMPT**

On July 27, 2020, this Court determined that the Securities and Exchange Commission had made “a sufficient and proper showing in support of” its request for the appointment of a “Receiver with *full and exclusive power*, duty, and authority to: administer and manage the . . . assets . . . and any other property” of the Receivership Entities. Order Appointing Receiver (ECF No. 36, the “Order”) at 1-2 (emphasis added).¹ The Order vested the Receiver with the “*full and exclusive power, duty, and authority*” to “take custody, control, and *possession*” of all Receivership property; to “administer and manage” such property, including through the use of third-party vendors; and to “marshal and safeguard all of the assets of the Receivership Entities.” *Id.* at 2 (emphasis added).

Thereafter, on August 12, 2020, the Court entered an Amended Order Appointing Receiver, whereby the Court took “*exclusive jurisdiction and possession* of the assets, of whatever kind and wherever situated, of [Par Funding]” and appointed Ryan K. Stumphauzer, Esq. as

¹ The Court signed the Order on July 27, 2020, which became effective when the Court granted the Temporary Restraining Order on July 28, 2020. *See* Order Granting TRO (ECF No. 42, “TRO Order”).

Receiver (“Receiver”) of the Receivership Entities.² Amended Order Appointing Receiver (ECF No. 141, the “Amended Order”) at ¶¶ 1-2 (emphasis added). The Court made clear in the Amended Order that the Receiver was authorized to exercise *exclusive possession* and control over all Receivership property, including “electronically stored information;” prohibited Defendants and their agents from taking any action that would “interfere with the Receivership’s efforts to take control, possession, or management of any Receivership property;” and required Defendants to return all Receivership property to the Receiver “forthwith.” Amended Order ¶¶ 8, 15-16, 18, 29.A (emphasis added).

Despite this Court’s clear Orders to vest **exclusive possession** and control of Receivership property with the Receiver, Defendants Lisa McElhone and Joseph Cole Barleta (“Defendants”) and their former employees at Par Funding continued to access and/or download *hundreds of thousands of files* via Par Funding’s cloud-based server account after the establishment of the Receivership. They further violated those orders and interfered with the Receivership by failing to return Receivership property immediately. And they filed a baseless “Motion to Clarify” the Amended Order as part of a further strategy to delay compliance, only later to ask the Court to deny it as moot, ostensibly because they had requested the materials through discovery, but in reality because the Receiver filed a response to that motion with objective forensic proof that the

² The “Receivership Entities” are Complete Business Solutions Group, Inc. d/b/a Par Funding; Full Spectrum Processing, Inc.; ABetterFinancialPlan.com LLC d/b/a A Better Financial Plan; ABFP Management Company, LLC f/k/a Pillar Life Settlement Management Company, LLC; ABFP Income Fund, LLC; ABFP Income Fund 2, L.P.; United Fidelis Group Corp.; Fidelis Financial Planning LLC; Retirement Evolution Group, LLC; RE Income Fund LLC; RE Income Fund 2 LLC; ABFP Income Fund 3, LLC; ABFP Income Fund 4, LLC; ABFP Income Fund 6, LLC; ABFP Income Fund Parallel LLC; ABFP Income Fund 2 Parallel; ABFP Income Fund 3 Parallel; ABFP Income Fund 4 Parallel; and ABFP Income Fund 6 Parallel; ABFP Multi-Strategy Investment Fund LP; ABFP Multi-Strategy Fund 2 LP; and MK Corporate Debt Investment Company LLC.

Defendants violated this court's Orders, repeatedly, and then exacerbated the situation by offering unsubstantiated explanations to the Court to excuse their misconduct. As a result of such conduct, the Receiver has expended significant time and resources to respond to Defendants' obstruction and to determine the scope of the breach, to identify the Par Funding employees responsible for the breach, and to disprove the Defendants' purported justifications regarding their breach.

Through this Motion, the Receiver respectfully requests that the Court issue an Order to Show Cause to Defendants McElhone and Cole as to why they should not be held in contempt for their roles in causing the Orders to be violated. Ultimately, the Receiver will seek compensatory damages for fees and costs sustained in responding to the violations and a coercive daily fine until Defendants ultimately comply.

LEGAL STANDARD

"[C]ourts have inherent power to enforce compliance with their lawful orders through civil contempt." *Spallone v. United States*, 493 U.S. 265, 276 (1990). A party may initiate contempt proceedings by filing a motion requesting the court to issue an order to show cause why a party should not be held in civil contempt. *Newman v. State of Alabama*, 683 F.2d 1312, 1318 (11th Cir. 1982). "If the court finds that the conduct *as alleged* would violate the prior order, it enters an order requiring the defendant to show cause why [the party] should not be held in contempt and conducts a hearing on the matter." *Mercer v. Mitchell*, 908 F.2d 763, 768 (11th Cir. 1990) (emphasis added); *Wyatt ex rel. Rawlings v. Rogers*, 92 F.3d 1074, 1078 (11th Cir.1996) (stating that the moving party need only *allege* facts, which if true, would support a contempt finding).

In a civil contempt proceeding, the petitioning party bears the burden of establishing by clear and convincing evidence (1) that the allegedly violated order was lawful and unambiguous; (2) the contempt defendants had notice of the order; and (3) the contempt defendants violated the order. *F.T.C. v. Levin*, 618 F.3d 1221, 1232, 1235 (11th Cir. 2010). "The focus of the court's

inquiry in civil contempt proceedings is not on the subjective beliefs or intent of the alleged contemnors in complying with the order, but whether in fact their conduct complied with the order at issue.” *Howard Johnson Co. v. Khimani*, 892 F.2d 1512, 1516 (11th Cir. 1990).

After the moving party makes this prima facie showing, ‘the burden of production shifts to the alleged contemnor to show a ‘present inability to comply that goes beyond a mere assertion of inability.’” *PlayNation Play Systems, Inc. v. Vexx Corporation*, 939 F.3d 1205, 1212 (11th Cir. 2019) (citing *Khimani*, 892 F.2d at 1516). The moving party bears the ultimate burden of demonstrating that the contempt defendants had the ability to comply with the order. *Levin*, 618 F.3d at 1332.

District courts have broad discretion in fashioning civil contempt sanctions. *Khimani*, 892 F.2d at 1519 (citation omitted). If the court determines that a party is in contempt, the court has the option to impose sanctions for contumacious conduct, including the imposition of a “coercive daily fine, a compensatory fine, attorney's fees and expenses to the Receiver, and coercive incarceration.” *Citronelle-Mobile Gathering, Inc. v. Watkins*, 943 F.2d 1297, 1304 (11th Cir. 1991).

ARGUMENT

There is sufficient evidence that the conduct, as alleged, constitutes a violation of the Order and the Amended Order. For the reasons set forth below, the Court should enter an order for Defendants to show cause why they should not be held in contempt.

I. The Orders Are Valid and Lawfully Issued.

First, there can be no dispute that the Order and the Amended Order are valid and lawfully issued. *See* Section 22(a) of the Securities Act of 1933, 15 U.S.C. § 77v(a) (providing jurisdiction

over suits in equity); Section 27 of the Securities Exchange Act of 1934, 15 U.S.C. § 78aa (same); 28 U.S.C. § 3103 (setting forth the power of the Court to appoint a receiver in equity).

The “appointment of a receiver is a well-established equitable remedy available to the SEC in its civil enforcement proceedings for injunctive relief,” and “the appointment of a temporary receiver is often a necessary ancillary form of relief in a SEC civil enforcement action for injunctive relief.” *SEC v. First Financial Grp. of Texas*, 645 F.2d 429, 438 (5th Cir. 1981).

II. The Relevant Language in the Order and the Amended Order is Clear and Unambiguous.

Second, the applicable language in each of the relevant orders is clear and unambiguous.

The Order made clear that Receivership Property consists of all “records, documents, and materials,” including “the Receivership Entity’s information technology, data, documents, storage systems, and documents.” Order ¶¶ 1-2. That definition plainly encompasses the data accessed, downloaded, and retained by Defendants and their agents.

Through the Order, the Court acknowledged that the SEC had made a sufficient and proper showing in support of the appointment of a Receiver with “full and exclusive power” over the assets of Par Funding. *Id.* at 1-2. The Court then appointed the Receiver as its representative to act with the “full and exclusive power, duty, and authority” to “take custody, control, and possession” of all Receivership Property. Order at 1. The plain meaning of the relevant terms used in the Order demonstrate that the Receiver has sole possession of Receivership property. “Possession” is defined as “the exercise of dominion over property,” or the “right under which one may exercise control over something *to the exclusion of all others*...” *Possession*, Black’s Law Dictionary (11th ed. 2019) (emphasis added). The term “exclusive” means, in relevant part, “Limited to a particular person, group, entity, or thing...Whole; undivided.” *Exclusive*, Black’s Law Dictionary (11th ed. 2009). Given that the Court granted “full and *exclusive*” powers over

Receivership property to the Receiver, no one other than the Receiver or his agents could *possess* it for any purpose.

The Order stated further that “the Receivership Entities and all persons receiving notice of this Order,” including Defendants, shall not “hinder or interfere with the Receiver’s efforts to take control or possession of the Receivership Entities’ property interests identified above, or hinder his efforts to preserve them.” Order ¶ 9. The term “interference” includes as a meaning “[a]n obstruction or hindrance.” *Interference*, Black’s Law Dictionary (11th ed. 2019). “Hinder” means “to slow or make difficult; to hamper; to hold back; to impede, delay or prevent.” *Id.* The Order thus emphasizes the exclusivity principle by proscribing any conduct that makes it difficult for the Receiver to exercise full and exclusive possession to safeguard Receivership Property.³ No further language prohibiting access to the Receiver’s property was necessary to achieve this purpose.

The Amended Order reinforced the Court’s “exclusive jurisdiction and possession of the assets” of the Receivership Entities, continued and expanded the appointment of the Receiver, and empowered the Receiver to “take custody, control and possession of all Receivership Property and records relevant thereto from the Receivership Entities.” Amended Order ¶¶ 1, 2, 7. The Amended Order made clear that the Court, exercising its equitable powers, was “tak[ing] *exclusive jurisdiction and possession* of the assets, of whatever kind and wherever situated, of” Par Funding.

³ On August 15, 2020, this Court granted the Receiver’s Emergency Motion to Enjoin Access to Par Funding’s G-Suite cloud-based account. *See* ECF No. 159, the “Emergency Order.” The Emergency Order stressed the Order’s “Prohibition Against Interference” in granting a broader injunction over electronic data housed in a cloud-based server that commingled Receivership property with data relating to non-Receivership entities. Emergency Order ¶¶ 2-3

The Emergency Order also required that “[a]ny employees of CBSG or Full Spectrum who accessed, downloaded, or modified any electronic files from the G Suite account shall preserve all such documents within their personal possession and provide copies of those documents to the Receiver’s counsel within two (2) business days, and thereafter destroy and not retain any copies within their possession.” *Id.* ¶ 4 (emphasis added).

Id. ¶ 1. The Court further explained that the “personal property of the Receivership Entities” included all of the “books” and “records” of those entities, including “electronically stored information.” *Id.* ¶¶ 8, 15, 16, 18. In each of those paragraphs, the Court underscored that Defendants, their agents, and their employees must immediately “preserve and turn over” all property, books, and records – including relevant electronically stored information – to the Receiver. *Id.*

As with the Order, the Amended Order emphasized that Defendants and other persons with notice of the Order and Amended Order could not “[i]nterfere with the Receiver’s efforts to take control, *possession*, or management of any Receivership Property.” *Id.* ¶ 29.A. Viewed collectively, the Amended Order thus prohibits any efforts to hinder the Receiver’s ability to safeguard Receivership Property, including through the failure to “turn over” all books and records and electronically stored information to the Receiver “forthwith.”

III. There is Sufficient Evidence that the Contempt Defendants Violated or Caused the Violation of the Order and the Amended Order.⁴

Finally, there is sufficient evidence that Defendants violated the Order and the Amended Order relating to the Receiver’s full and exclusive possession of Receivership Property, which caused the Receiver to expend significant resources to investigate and safeguard Receivership Property.

Defendants violated the Court Orders in at least three discrete ways, including by: (1) using Par Funding employees to access and download Receivership Property; (2) setting up a separate cloud-based server and copying Par Funding documents to that server, about which they failed to

⁴ The Receiver incorporates herein the Emergency Motion to Enjoin Access (ECF No. 155, the “Emergency Motion”) and the Response to the Defendant’s Motion to Clarify (ECF No. 260, the “Response”), which more fully set forth the facts relating to Defendants’ violations of the Order and the Amended Order.

notify the Receiver or return forthwith; and (3) copying the entire Par Funding and Full Spectrum QuickBooks accounting database to a separate server under the Defendants' control. As to all three violations, Defendants failed to inform the Receiver that they were in possession of Receivership Property or to return such property forthwith.

A. Par Funding Employees Accessed and Downloaded Receivership Property.

First, several days after the Order was entered, Par Funding employees began accessing and downloading thousands of files belonging to the Receivership Entities that were hosted on a cloud-based Google "G-Suite."⁵ At the time, Defendant McElhone was the Chief Executive Officer of Par Funding and Defendant Cole was its Chief Financial Officer.

The volume of such downloads was completely inconsistent with the pattern of prior employee access and use of the data hosted in the Par Funding G-Suite.⁶ For example, between February 21, 2020, and July 23, 2020 (a period of 152 days prior to the establishment of the Receivership), Par Funding employee Aida Lau downloaded approximately 4,429 *total* documents from the G- Suite, or an average of approximately 29.1 downloads per day. Yet, the volume of Lau's downloads increased exponentially after the Court established the Receivership. Between July 29 and August 5, 2020, Lau downloaded **139,964** documents from the G-Suite. Most of those downloads occurred on July 31 and August 3. On July 31, Lau initiated a bulk download of 56,437 documents; on August 3, Lau downloaded an additional 83,174 documents. It is clear from the filenames for many of these the documents that they refer to specific Par Funding merchants and investors, and numerous filenames refer to Receivership Entities, including over 1,700 files that

⁵ The Par Funding G- Suite also hosts data for several non-Receivership entities. *See* ECF No. 155, Ex. 1.

⁶ As the Receiver previously explained, there were no mass downloads attributable to "an automatic synchronization tool;" rather, Lau intentionally downloaded the data. *See* ECF No. 260 at 8 n.5.

overtly reference “CBSG” or “Par Funding” in the path or filename. *See* Exhibits 1 and 2. All of these files were downloaded after Lau’s interview with the Receiver on July 29.

Lau used those documents to prepare two Declarations that Defendants submitted to the Court on August 7 and 14, respectively. *See* ECF No. 260 at 8 & n.5; ECF No. 106-1; ECF No. 148-3). Defendants’ use of the latter Declaration to oppose the SEC’s request for a preliminary injunction demonstrates their awareness of Lau’s activities and her use of Receivership property on their behalf.

Unauthorized access of Receivership Property was not limited to Lau. At least ten other Par Funding employees also downloaded Receivership property from the Par Funding database—including Defendant McElhone’s sister, Jamie McElhone, and Defendant Joseph LaForte’s brother, Jimmy LaForte. There is further evidence that one employee also edited Receivership property on Defendants’ behalf in violation of the TRO,⁷ including a spreadsheet titled “Leads-Consolidated Data Sheet,” as follows:

Item Id	Event Description	User	Date	Event Name	Item Id	Item Ty	Owner	Prior Vi	Vi
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 12, 2020, 12:12:25 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 12, 2020, 12:09:23 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 12, 2020, 12:06:23 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 12, 2020, 12:03:21 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 12, 2020, 11:57:53 AM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 12, 2020, 11:54:52 AM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 12, 2020, 11:51:49 AM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Script	Joseph Williams downloaded an item	jwilliams@parfunding.com	Aug 12, 2020, 10:10:17 AM EDT	Download	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 1:48:23 PM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 1:24:07 PM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 12:50:10 PM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 12:47:05 PM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 10:08:53 AM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 10:05:50 AM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 10:02:45 AM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 9:59:42 AM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 9:56:38 AM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 9:53:34 AM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Script	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 11, 2020, 9:50:26 AM EDT	Edit	1oebyAT4; Google Dc	jwilliams@parfundit	Pr		
Leads	Joseph Williams downloaded an item	jwilliams@parfunding.com	Aug 11, 2020, 9:32:46 AM EDT	Download	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 10, 2020, 5:10:24 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 10, 2020, 5:07:23 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 10, 2020, 5:04:22 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 10, 2020, 5:01:21 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		
Leads	Joseph Williams edited an item	jwilliams@parfunding.com	Aug 10, 2020, 4:58:20 PM EDT	Edit	1Wb04m3 Google Sh	jwilliams@parfundit	Pr		

⁷ The TRO restrained and enjoined “all Defendants and the Relief Defendant, their directors, servants, [and] **employees**” from “directly or indirectly, destroying, mutilating, concealing, **altering**, disposing of, or otherwise rendering illegible in any manner, any of the books, records, documents...accounts,...files and other property of or pertaining to any and all Defendants...wherever located and in whatever form, electronic or otherwise, until further Order of this Court.” *See* TRO Order at 18 (emphasis added).

See ECF No. 260-3 (screenshot of relevant information).

Accessing property in the exclusive possession of the Receivership, which was housed on a cloud-based server, was a clear violation of the Order in that it interfered with the Receiver's ability to safeguard Receivership Property. Defendants' failure to turn over, deliver, or return these documents "forthwith" was an additional violation of the Amended Order, which has led the Receiver to expend substantial resources to fulfill his mandate to safeguard Receivership Property.

The Receiver's concern regarding the Defendants' ongoing possession of Par Funding data, especially in the absence of safeguards or protective orders governing the use of the data, is not merely academic. Indeed, the Receiver is aware of multiple instances where people posing as Par Funding employees made in-person visits to merchants to demand cash payments, or sent emails seeking to solicit and collect payment, purportedly on behalf of the Receiver. As a result of these and other concerns, the Receiver is unwilling to make any of the records of the Receivership Entities available, except through a formal and controlled discovery process, including pursuant to a protective order. In addition, the Receiver is reluctant to make any records available to the Defendants until such time that they have returned to the Receiver all copies of records belonging to the Receivership Entities and confirmed that they no longer are in violation of the Orders by maintaining copies of these records.

B. Defendants Copied Receivership Property onto a Separate Cloud-Based Server.

Second, the day after the Order became effective, on July 29, Defendants organized a new company, "Knew Logic;" created new company email accounts for former Par Funding employees under this new company name; and set up a separate Google cloud server for Knew Logic. ECF No. 260, Ex. 7 at 5 ("The Google server was created by Mr. Cole on or about July 29, 2020 at the request of then-counsel for the company"); Exhibit 3 at 9 ("As you were advised in August, 2020,

prior to the Receivership, Mr. Cole copied a set of the Quick books prior to July 27, 2020 at the direction of Par Funding’s prior counsel.”).⁸

Cole proceeded to make a copy of core operational documents for Par Funding and Full Spectrum and uploaded these “3,168 files belonging to Par Funding and Full Spectrum, at a total size of 1.5 gigabytes, to that Google Drive account.” Response at 11. In addition, he then copied and uploaded approximately 33,679 accounting files belonging to Par Funding and Full Spectrum to that account, copies of which were included in a separate folder on the new, Knew Logic Google Drive. *See* ECF No. 260, Ex. 10. On two occasions, August 18 and 25, respectively, Aida Lau accessed the accounting information on the “Knew Logic” database and modified documents titled “Bank Activity Log – 01” and “Bank Activity Log – 02.” *Id.* at 13.

Such files were clearly Receivership property, over which the Court vested the Receiver with “full and exclusive” control at the time the Defendants accessed and copied them, given that they constitute “records, documents, and materials” of the Receivership Entities. Order ¶ 1.

In addition to the clear interference with the Receiver’s exclusive possession of Receivership Property, neither Cole nor McElhone returned such property to the Receiver “forthwith.” Amended Order ¶ 8; *see id.* ¶¶ 15-16, 18. In fact, the Receiver did not learn that Cole retained such information until August 28, 2020 – over one month after the Court’s initial entry of the Order. This separate violation occurred during a period of significant investigation and litigation to ascertain and safeguard the electronically-stored data that Defendants and their agents had accessed and retained.

⁸ Contrary to the email from counsel attached as Exhibit 3, the Receiver had been appointed prior to July 29, 2020. The Court signed the Order on July 27, 2020, which became effective when the Court granted the Temporary Restraining Order on July 28, 2020. *See* TRO Order.

Moreover, Defendants may not rely upon an advice of counsel defense to avoid civil contempt. “Reliance upon advice of counsel may be considered in mitigation of the sanction but does not constitute a defense to contempt of court.” *S.E.C. v. First Financial Grp. of Texas, Inc.*, 659 F.2d 660 , 670 (5th Cir. 1981); *see S.E.C. v. McNamee*, 481 F.3d 451, 455-56 (7th Cir. 2007) (“Reliance on advice of counsel is not a defense” in civil contempt proceedings); *In re Walters*, 868 F.2d 665, 668–69 (4th Cir. 1989) (“Advice of counsel may be a defense in a criminal contempt proceeding because it negates the element of willfulness...[b]ut, since lack of willfulness is not a defense in a proceeding for civil contempt ..., its negation is not a defense to the action.”). Thus, the advice or instruction of Par Funding’s former outside counsel in the creation of the Knew Logic Google Suite and the accessing, downloading, and copying of Receivership Property to that cloud-based server is immaterial.

C. Defendants Downloaded Receivership Accounting Records to a Separate Server.

Third, Cole also downloaded and copied a separate tranche of Receivership Property, the entirety of the QuickBooks database of Par Funding and Full Spectrum, to a separate server. Cole created an account at Summit Hosting, a cloud-based hosting software for QuickBooks. He then uploaded the entire QuickBooks database to this server with the companies’ complete accounting records through July 27, 2020. *See Exhibit 3.*

Upon learning that Cole had unfettered access to the entire QuickBooks database for Par Funding and Full Spectrum, the Receiver demanded that Defendants immediately return the files to the Receiver. The Receiver later agreed that he would produce a copy of this information to Defendants, but insisted that this production must occur through a controlled and organized process, including pursuant to a Protective Order, to ensure that Defendants would not use this data for any unauthorized purposes. The Receiver also made clear that he would not agree to

produce a copy of this QuickBooks database to the Defendants until Mr. Cole returned the copy he previously downloaded.

As with the conduct outlined in Sections III.A and B, *supra*, Cole's unauthorized interference with the Receiver's exclusive possession and control over the books and records of the Receivership Entities violated the Order. Defendants' failure to inform the Receiver about the separate database,⁹ and their failure to return a copy of it to the Receiver, further violated the Order and Amended Order.

IV. Defendants' Filing of a Baseless Motion to Clarify and Continued Efforts to Delay Have Needlessly Expended Receivership Assets.

Finally, Defendants' filing of a baseless Motion to Amend and Clarify the Receivership Order (ECF No. 220, the "Motion to Clarify"), while not a separate violation of the Order or Amended Order, exemplifies their obstructive efforts to interfere with the Receiver's right to exclusive possession of Receivership Property.

After the Receiver approached Defendants about these data breaches, Defendants preemptively filed the Motion to Clarify, which sought to validate their repeated breaches of the Order and the Amended Order, and their continued failure to return Receivership property to the Receiver. In that motion, Defendants argued that the Receiver had not presented any evidence of their unauthorized access and, regardless of these alleged breaches, they needed copies of company documents to defend this litigation. *See* Motion to Clarify, ¶ 2.

Then, after the Receiver expended significant resources in responding to this frivolous Motion to Clarify (ECF No. 260, the "Response"),¹⁰ Defendants seemingly recognized that the

⁹ The Receiver initially learned about the QuickBooks database from his interviews of other Par Funding employees. *Id.*

¹⁰ The Receiver's ESI/forensic vendor spent extensive hours determining the scope of the intrusion, identifying all of the Par Funding employees involved in the misconduct, disproving that the files

evidence of their unauthorized access was overwhelming. As a result, they declined to reply on the merits and, instead, asked the Court to declare their initial request as moot, given that they had since served the Receiver with a formal request for production. *See* ECF No. 299 (the “Reply”), ¶ 2. Defendants’ prevarication resulted in their continued violation of this Court’s Orders without subjecting themselves to an inevitable adverse ruling on their Motion to Clarify.

That pattern of delay continues unabated to the present. As recently as last Friday (December 4, 2020), defense counsel indicated that Defendants were continuing to refuse to provide the Receiver with a copy of the QuickBooks database that has been improperly hosted on Summit Hosting. *See* Ex. C at 2-4. Although the parties are now in discussions about a potential resolution of that particular issue, Defendants’ sustained efforts to refuse compliance and reframe their contumacious conduct as a simple discovery dispute are unacceptable, given Defendants’ unrelenting violations of the Orders.

CONCLUSION

For the foregoing reasons, the Receiver respectfully requests that the Court issue an Order to Show Cause to Defendants Cole and McElhone as to why they should not be held in civil contempt.

Given Defendants’ behavior, the Receiver will seek compensatory damages relating to his efforts to gain full possession of and safeguard Receivership property, which include attorneys’ fees and investigative costs. *See Velez*, 939 F.3d at 1215 (upholding award of attorneys’ fees to prevailing party in a contempt proceeding because “this Court has long held that no willful or intentional violation of a court order is required for attorneys’ fees to be granted as a contempt

were ‘auto-downloaded,’ ascertaining which files had been altered or changed, and identifying the employees’ access of this data from a common location through IP tracing and other forensic techniques.

sanction”); *Watkins*, 943 F.2d at 1304 (noting that the Receiver may seek “attorney’s fees and expenses”); *Tom James Co. v. Morgan*, 141 F. App’x 894, 900 (11th Cir. 2005) (stating that the district court has the “inherent power” to award reimbursement for investigative expenses). Indeed, it is Defendants Cole and McElhone—and not the investors—who should bear the expense of the fees and costs resulting from their violations of the Court’s Orders.

The Receiver will also request that the Court impose a coercive daily fine until Defendants comply with the Order and the Amended Order. *Watkins*, 943 F.2d at 1304 (noting availability of imposing a coercive daily fine for contumacious conduct).

CERTIFICATION REGARDING PRE-FILING CONFERENCE

Pursuant to Local Rule 7.1(a)(3), undersigned counsel for the Receiver certifies that he has conferred with counsel for Ms. McElhone and Mr. Cole regarding the relief sought in this motion in a good faith effort to resolve the issues raised in this motion. Counsel for Ms. McElhone and for Mr. Cole oppose the requested relief.

Dated: December 11, 2020

Respectfully Submitted,

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on December 11, 2020, I electronically filed the foregoing document with the clerk of the Court using CM/ECF. I also certify that the foregoing document is being served this day on counsel of record via transmission of Notices of Electronic Filing generated by CM/ECF.

/s/ Timothy A. Kolaya
TIMOTHY A. KOLAYA

Exhibit “1”

Item name	Event Description	Date	Event Name	Item Type
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CBSG Right Networks Users - 071718.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 6:44:19 PM EDT	Download	Microsoft Excel
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CBSG Prefund Interest 191212 b.csv	aida@parfunding.com downloaded an item	Aug 3, 2020, 6:44:19 PM EDT	Download	Unknown
CBSG Prefund Interest 121119.csv	aida@parfunding.com downloaded an item	Aug 3, 2020, 6:44:19 PM EDT	Download	Unknown
CBSG Prefund Commission PM 122619.csv	aida@parfunding.com downloaded an item	Aug 3, 2020, 6:44:19 PM EDT	Download	Unknown
CBSG Prefund Interest resend and commission 191227.csv	aida@parfunding.com downloaded an item	Aug 3, 2020, 6:44:19 PM EDT	Download	Unknown
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CBSG Prefund Commission and Conso PM 121619.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 6:44:19 PM EDT	Download	Microsoft Excel
CBSG Prefund - 123119.csv	aida@parfunding.com downloaded an item	Aug 3, 2020, 6:44:19 PM EDT	Download	Unknown
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CBSG - Beneficial Operating 7990 - 1407 Statement.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
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CBSG Zero Balance Letter with Settlement Discount - Law Off	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG Daily Payments 050216.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Zero Balance Letter - [REDACTED]	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG - LL Intercompany 0513.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG PM UPLOAD 200428.csv	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Unknown
CBSG Projection.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG - Progressive Rehab 061014.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG - Beneficial Operating 7990 - 1405 Statement.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG Daily Payments 011217.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG P&L Cash Basis - 2015.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG Deposit Log 090517.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
[REDACTED] Payoff Letter 112516 CBSG	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Master Loan Debit Transactions.xls	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG Zero Balance Letter - [REDACTED] 040317 -1.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSGroup_Lost_files.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG1 - [REDACTED] Before Reload 081016.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG Zero Balance Letter - [REDACTED] 10311	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Deposit Log 091117.xlsb	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Unknown
CBSG161128A.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Daily Payments 061316.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG Zero Balance Letter - [REDACTED] 031017.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG - Progressive Rehab 070715.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF

CBSG - Beneficial Operating 8006 - 1306 Statement.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG - TD Bank Operating 9790 - 1412 Statement.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG LIST.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG161031A.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Prefund Commision AM 200127.csv	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Unknown
CBSG Daily Payments 071216.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG161025A.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
[REDACTED] - CBSG.xlsx	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Microsoft Excel
CBSG190318001 Richmond.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG (8).zip	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	Unknown
CBSG181221A.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Zero Balance Letter - [REDACTED] 020218.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Payroll 120415.pdf	aida@parfunding.com downloaded an item	Jul 31, 2020, 1:14:59 PM EDT	Download	PDF
CBSG Account	aida@parfunding.com viewed an item	May 17, 2020, 2:54:57 PM EDT	View	Google Sheets
CBSG Funded	aida@parfunding.com viewed an item	Apr 20, 2020, 12:37:33 PM EDT	View	Google Sheets

Exhibit “2”

Item name	Event Description	Date	Event Name	Item Type
Par Funding DEBT SHEET [REDACTED].docx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Word
[REDACTED] - debt sheet for par funding.docx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Word
Par Funding 2016.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Excel
Par Funding Excel Test V2.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Excel
Par Funding (2).pdf	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	PDF
WIRE INSTRUCTIONS PAR FUNDING.docx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Word
[REDACTED] - PAR FUNDING APP.pdf	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	PDF
FSP PAR Funding Employee Benefits Guide.pdf	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	PDF
Par Funding MCA Consolidation Request Form.pdf	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	PDF
Par Funding Portal.docx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Word
Par Funding-debt sheet.pdf	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	PDF
Par Funding Excel Test.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Excel
Par Funding (1).pdf	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	PDF
Par Funding Welcome Letter.docx	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	Microsoft Word
Par Funding Logo Transparent.png	aida@parfunding.com downloaded an item	Aug 3, 2020, 5:22:35 PM EDT	Download	PNG image
REQUEST TO CHANGE CLEAR PRIMARY CONTACT-Par Funding.docx	aida@parfunding.com downloaded an item	Aug 3, 2020, 4:31:47 PM EDT	Download	Microsoft Word
DEBT SHEET_Par Funding [REDACTED].docx	aida@parfunding.com downloaded an item	Aug 3, 2020, 4:31:47 PM EDT	Download	Microsoft Word
Par Funding 040116.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 4:31:47 PM EDT	Download	Microsoft Excel
PAR Funding Employment Agreement Signed 9-30-2016.pdf	aida@parfunding.com downloaded an item	Aug 3, 2020, 4:31:47 PM EDT	Download	PDF
Par Funding 2016 040816.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 10:07:45 AM EDT	Download	Microsoft Excel
Par Funding 2016 032516.xlsx	aida@parfunding.com downloaded an item	Aug 3, 2020, 10:07:45 AM EDT	Download	Microsoft Excel
Par Funding Welcome Letter [REDACTED].docx	aida@parfunding.com downloaded an item	Jul 31, 2020, 3:09:26 PM EDT	Download	Microsoft Word
Par Funding.pdf	aida@parfunding.com downloaded an item	Feb 25, 2020, 5:21:02 PM EST	Download	PDF
Par Funding Logo White.jpg	aida@parfunding.com downloaded an item		Download	JPEG image

Exhibit “3”

From: [Timothy Kolaya](#)
To: [Alan Futerfas](#); [gja@pietragallo.com](#)
Cc: [Bettina Schein](#); [Ellen Resnick](#); [Richard Brueckner](#); [Alejandro O. Soto](#)
Subject: RE: Lisa McElhone Document Demand Meet and Confer Follow-up.
Date: Monday, December 7, 2020 7:15:00 PM

Alan:

The record is quite clear on these issues, and the Receiver is extremely comfortable with the actions he has taken thus far to protect and safeguard information belonging to the Receivership Entities. It is also clear that the delay regarding these discovery issues has not been on the part of the Receiver. From the time you reached out to us on this issue (more than 30 days after we served responses and objections), we immediately responded and have been trying to reach a reasonable agreement since that time.

In any event, Gaetan and I had a discussion on Friday with Alex Soto, during which we spoke about a few issues, including production of the QuickBooks database. I understand that Alex was going to speak with your team about this, but you have understandably been focused on other issues, including mediation. We'd be happy to have a follow up discussion with Alex to see if we can resolve this.

Regards,

Tim



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From: Alan Futerfas <asfuterfas@futerfaslaw.com>
Sent: Friday, December 4, 2020 1:59 PM
To: Timothy Kolaya <tkolaya@sfslaw.com>; gja@pietragallo.com
Cc: Bettina Schein <bschein@bettinascheinlaw.com>; Ellen Resnick <ebresnick@futerfaslaw.com>; Richard Brueckner <rbrueckner@futerfaslaw.com>; Alejandro O. Soto <asoto@ffslawfirm.com>; Alan Futerfas <asfuterfas@futerfaslaw.com>
Subject: Re: Lisa McElhone Document Demand Meet and Confer Follow-up.

Tim:

To frame and clarify the issues for the Magistrate:

One, we reject your request that Mr. Cole take any action as a condition to all Defendants receiving the documents to which they are entitled under the FRCP and the Magistrate's Local Rules. Your office is not a party in this case but is, bizarrely, far more adversarial than even the SEC – which brought the case. Your office has delayed and obstructed the defense's access to important financial data for months.

Speaking of just Mr. Cole's laptop alone, on August 19, 2020, counsel for Mr. Cole and the Receiver agreed that Mr. Cole would deliver his personal laptop to the office of the Receiver's computer expert for him to examine the computer and make a copy of the work-related files. As per an email of August 19, 2020 at 1:33 pm, memorializing their agreement, Ms. Schein emailed your co-counsel Douglas Rosenblum that:

“Our agreement is as follows: The independent computer expert will take an image of the data on Mr. Cole's personal computer. He will copy and retain only business files. The expert will not look at or retain Mr. Cole's personal files, nor will the expert look at or retain emails. Please provide me with a copy of the data that the independent computer expert has retained from my client's personal computer.”

Thereafter, defense counsel, including Ms. Schein and Dan Fridman, repeatedly requested Mr. Cole's computer and the data on it which all Defendants needed to prepare their defense. Dan Fridman specifically advised of our retention of forensic accountants on August 22 – three- and one-half months ago – in connection with yet another request for the data on Mr. Cole's computer promised by the Receiver. Indeed, on August 26, 2020 – three months ago – Mr. Rosenblum emailed Ms. Schein and acknowledged that the Receiver had already copied the data on Mr. Cole's computer's drive, stating, “As we discussed and you agreed, our expert made an exact copy of Mr. Cole's computer.”

Numerous email communications and telephone calls from Mr. Fridman and Ms. Schein made clear that the defense needs these files which were copied by the Receiver, from Mr. Cole's computer “as a first priority” to prepare the defense. On August 22, August 24, August 25, August 26, October 12, October 15 and into November, counsel requested the copied information from Mr. Cole's computer. Your office has delayed and obstructed the defense access to this simple, readily available data at every turn, including to today.

Accordingly, we reject any request to limit all Defendants' access to data you already agreed to provide and which all defendants need to defend this case. All Defendants are entitled to this data under the law, notwithstanding your made-up issues regarding Joe Cole. As I stated yesterday in my email, the idea that the all Defendants cannot review materials which they know best and have worked with for years, and which they have a right to utilize for their defense, and which they will provide to their expert accountants - the very data which you and the SEC regularly use and make public in reports and filings - is not only baseless but also denies them due process and violates the Rules. It makes no sense to deny Defendants access to this data when you and your team regularly publish this data, including private personal financial information about the Defendants and, indeed, the investors, to the world.

As I also noted in my email of yesterday, just recently the Receiver published exhibits which contained obvious copies of the QuickBooks files. So, your argument appears to be that when the Receiver chooses to use these very materials, you can publish them, but our clients, who are parties to the litigation, cannot see them unless and until you decide to publish highly selective slices of this data to the world. This is illogical.

Lastly, we will agree to a standard SDFL Protective Order which is readily available and will not cause your office to incur additional unnecessary legal fees. The delay is over. Provide these documents and the standard protective order by the close of business on Monday. Should your office insist on more or further delay document production, we will so advise the Magistrate and set forth your litany of unfounded delays and your failure to comply with our document requests and the Magistrate's Rules.

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From: Timothy Kolaya <tkolaya@sflaw.com>

Date: Thursday, December 3, 2020 at 6:42 AM

To: Alan Futerfas <asfuterfas@futerfaslaw.com>, "Gaetan J. Alfano" <gja@pietragallo.com>

Cc: Bettina Schein <bschein@bettinascheinlaw.com>, Ellen Resnick <ebresnick@futerfaslaw.com>, Richard Brueckner <rbrueckner@futerfaslaw.com>

Subject: RE: Lisa McElhone Document Demand Meet and Confer Follow-up.

Alan –

To be clear, my filing of other documents with the Court has no impact on responding to your requests regarding these documents. The person who has been gathering this information for the Receiver had a death in the family and has been dealing with that over the past several days, including attending a funeral this week. I am certain that any slight delay in our responding to you on these issues is more than justified, under the circumstances.

Again, you received our responses and objections to the request for production on October 22. We stated in those responses and objections that we would not agree to produce many of the documents you were requesting, but we were willing to meet and confer to discuss the various categories of documents you were requesting. Rather than take us up on our offer to meet and confer, you simply sat on the objections for more than a month, which constitutes a waiver of the ability to bring a discovery despite to the attention of the Magistrate Judge, absent a showing of good cause. We are not aware of any good cause for your delay and are confident that the Receiver's recent efforts to respond to your request from last week has been more than reasonable.

We are still attempting to confirm and verify some of the answers below, but in the interest of moving this process along, here is the Receiver's position on the various document requests. This is subject to change, subject to final confirmation of the availability of certain categories of documents.

1. Request for QuickBooks Database Files (Requests 1, 6-13)

- It is the Receiver's position that Mr. Cole's actions in copying the entire QuickBooks database sometime between July 24 and July 27, 2020, and subsequent retention and hosting of those files on "Summit Hosting" after the Court appointed the Receiver, is a violation of the operative Receivership Order. Notwithstanding this position, the Receiver agrees to produce to the Defendants a static copy of the QuickBooks database for Par Funding and Full Spectrum as of July 28, 2020. This information will be produced subject to the entry of a protective order that will restrict access to these files to attorneys and retained experts only. The Receiver will provide you with a draft protective order for your consideration. As a condition of producing this information, the Receiver demands that Mr. Cole: (a) provide the Receiver with a complete copy of all QuickBooks files hosted on Summit Hosting, including a log

reflecting all access to this database since the time it was initially hosted with Summit Hosting; and (b) delete and purge the copy of the QuickBooks database that is currently being hosted on Summit Hosting.

2. Request for Bank Statements (Requests 1, 6-13)

- You asked that the Receiver produce bank statements for “all relevant Par entities.” We are not sure which entities are you referring to in this request. In any event, the Receiver agrees to produce bank statements for Par Funding and Full Spectrum Processing from July 2015 through July 2020. These documents will be Bates stamped and produced subject to the entry of a protective order.

3. Client Consolidation Schedules, Deposit Logs, and Bank Activity Reports (Requests 2, 3, 4)

- We believe that we have been able to locate these documents, but are trying to confirm that we have the correct documents for the “Client Consolidation Schedules” and “Bank Activity Reports” you are requesting. Subject to this final confirmation, the Receiver agrees to Bates stamp and produce these documents subject to the entry of a protective order that restricts access to these documents to attorneys and retained experts only.

4. Syndication Agreements (Request 5)

- The Receiver agrees to Bates stamp and produce these documents subject to the entry of a protective order that restricts access to these documents to attorneys and retained experts only.

5. Client Payment Logs (Request 7)

- The Receiver has been attempting to locate these documents. Please provide additional detail about what these documents contain, and where specifically they are saved. Assuming we can locate these files, the Receiver agrees to Bates stamp and produce these documents subject to the entry of a protective order that restricts access to these documents to attorneys and retained experts only.

6. Documents Reflecting Use of Investor Funds (Requests 8, 9)

- The Receiver agrees to produce the QuickBooks database (see No. 1); bank statements (see No. 2); Investor Agreements, Investor Log Reports, and Investor Notes (see No. 9); and tax returns (See No. 10).

7. Accounting for and inventory of funds provided to Merchants (Request 10)

- The Receiver agrees to produce the QuickBooks database (see No. 1) and bank statements (see No. 2). The Receiver does not, however, agree to provide the Defendants with login access to or a copy of data contained on the ConvergeHub platform. As you noted, this information is duplicative of what is contained on the QuickBooks database and, therefore, production of this additional data is not necessary and not proportional to the needs of the case.

8. Payments to Defendants (Requests 12, 13)

- The Receiver agrees to produce the QuickBooks database (see No. 1); bank statements (see No. 2); and tax returns (See No. 10). The Receiver does not, however, agree to provide the Defendants with copies of data contained within the Payroll Data Drive and the Legal Drive on the QNAP, as production of this data

is not proportional to the needs of the case.

9. Investor Agreements, Investor Log Reports, and Investor Notes (Requests 14, 15, 16)

- The Receiver agrees to Bates stamp and produce these documents subject to the entry of a protective order that restricts access to these documents to attorneys and retained experts only.

10. Tax Returns

- The Receiver agrees to Bates stamp and produce these documents for 2015 through 2019.

We are confident that, through the production of the documents identified above, the Receiver has more than satisfied his obligations in responding to the request for production. Please let us know if you have any additional questions regarding these document requests. Otherwise, we will continue to gather and prepare these documents for production.

Regards,

Tim



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From: Alan Futerfas <asfuterfas@futerfaslaw.com>

Sent: Wednesday, December 2, 2020 11:04 PM

To: Timothy Kolaya <tkolaya@sfslaw.com>; gja@pietragallo.com

Cc: Bettina Schein <bschein@bettinascheinlaw.com>; Ellen Resnick <ebresnick@futerfaslaw.com>; Richard Brueckner <rbrueckner@futerfaslaw.com>

Subject: Re: Lisa McElhone Document Demand Meet and Confer Follow-up.

Tim:

After your note below, sent at 6:52 pm on Tuesday, representing that you needed to confirm document availability and personal issues affecting certain people, you then filed a lengthy Reply to the Receiver's Expansion Motion at 10:39 pm and a motion regarding unredacted documents at 11:18 pm that same evening. You could have said that you were too busy preparing other motions for filing to attend to the outstanding discovery and needed Wednesday to respond.

As it turns out, here we are "tomorrow" (Wednesday) night at 11 pm, and there is still no response.

You have most of the requested documents easily at hand. They are on Joe Cole's computer which you have had since August 2020 and are thus readily available.

I firmly believe that the Magistrate will view the delay since September 23, 2020 as just a bald faced two month denial of our access to the documents we need to defend ourselves in the case and which we are entitled to by local Rules, the FRCP and the Judge's rules.

Alan

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From: Timothy Kolaya <tkolaya@sflaw.com>
Date: Tuesday, December 1, 2020 at 6:52 PM
To: Alan Futerfas <asfuterfas@futerfaslaw.com>, "Gaetan J. Alfano" <gja@pietragallo.com>
Cc: Bettina Schein <bschein@bettinascheinlaw.com>, Ellen Resnick <ebresnick@futerfaslaw.com>, Richard Brueckner <rbrueckner@futerfaslaw.com>
Subject: RE: Lisa McElhone Document Demand Meet and Confer Follow-up.

Alan:

We are still trying to confirm our position with respect to three of the categories of documents you have requested. It is a matter of confirming the availability of those documents and—between the intervening holiday and some personal issues affecting certain of the people who are providing us this information—this has unfortunately taken a bit more time than we expected. We'll be back to you tomorrow.

Regards,

Tim



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From: Timothy Kolaya

Sent: Tuesday, December 1, 2020 11:50 AM

To: Alan Futerfas <asfuterfas@futerfaslaw.com>; gja@pietragallo.com

Cc: Bettina Schein <bschein@bettinascheinlaw.com>; Ellen Resnick <ebresnick@futerfaslaw.com>; Richard Brueckner <rbrueckner@futerfaslaw.com>

Subject: RE: Lisa McElhone Document Demand Meet and Confer Follow-up.

Alan:

We are waiting to hear back internally on the availability of certain of the specific documents you are requesting. We will respond to you by the end of the day today with our position on the list of documents you have requested.

Regards,

Tim



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From: Alan Futerfas <asfuterfas@futerfaslaw.com>

Sent: Monday, November 30, 2020 1:13 PM

To: Timothy Kolaya <tkolaya@sfslaw.com>; gja@pietragallo.com

Cc: Bettina Schein <bschein@bettinascheinlaw.com>; Ellen Resnick <ebresnick@futerfaslaw.com>; Richard Brueckner <rbrueckner@futerfaslaw.com>

Subject: Re: Lisa McElhone Document Demand Meet and Confer Follow-up.

Without prejudice to our position on these matters, we will wait until the end of the day today or tomorrow morning for your specific responses.

Thank you,

Alan

From: Timothy Kolaya <tkolaya@sfslaw.com>

Date: Monday, November 30, 2020 at 12:58 PM

To: Alan Futerfas <asfuterfas@futerfaslaw.com>, "Gaetan J. Alfano" <gja@pietragallo.com>

Cc: Bettina Schein <bschein@bettinascheinlaw.com>, Ellen Resnick <ebresnick@futerfaslaw.com>, Richard Brueckner <rbrueckner@futerfaslaw.com>

Subject: RE: Lisa McElhone Document Demand Meet and Confer Follow-up.

Alan:

As you know, the Receiver served his objections and responses to Defendant McElhone's request for production more than a month ago, on October 22, 2020. Under the Local Rules, any discovery dispute is deemed waived, absent a showing of good cause, if it is not raised within 30 days from the date of the discovery response. We had prior discussions with your co-counsel about the Defendants' request for copies of the QuickBooks files and we asked that the Defendants let us know what reports and files your expert wanted to review, but never received a response. As for the other categories of documents, nobody contacted us to discuss these items until your email last Tuesday evening, on November 24, 2020, at 8:18 pm.

In any event, at your request, we had a meet and confer call on Wednesday, November 25, 2020, at 2:00 pm (the day before a holiday weekend). You then sent an email after the close of business on Friday, November 27, 2020, demanding a response by today, November 30, 2020, at 1:00 pm (the first day back following the holiday weekend) to the Defendants' positions on the various document requests. This is not reasonable, and the urgency of your demands—after having sat on these objections and responses for more than a month—is especially confusing, given the representations that the Defendants have already made substantial progress in resolving this matter with the SEC and expect to settle the case at the upcoming mediation next week (and the accompanying request to postpone the Court's status conference and consideration of the Motion to Expand the Receivership Estate).

That being said, we have considered the demands you have made regarding these documents requests and believe we can reach agreement on most of these categories. Because of the intervening holiday and other commitments from the individuals who would need to confirm our ability to obtain and produce various documents, we cannot respond substantively to your demands—on a request by request basis—by 1 pm today. We do, however, expect to be in a position to confirm what the Receiver is reasonably able and willing to produce by the end of the day today or tomorrow morning.

When you receive our specific responses to these demands, please let us know if you have any questions.

Regards,

Tim

Image removed by sender.



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From: Alan Futerfas <asfuterfas@futerfaslaw.com>
Sent: Friday, November 27, 2020 5:31 PM
To: gja@pietragallo.com; Timothy Kolaya <tkolaya@sflaw.com>
Cc: Bettina Schein <bschein@bettinascheinlaw.com>; Alan Futerfas <asfuterfas@futerfaslaw.com>; Ellen Resnick <ebresnick@futerfaslaw.com>; Richard Brueckner <rbrueckner@futerfaslaw.com>
Subject: Lisa McElhone Document Demand Meet and Confer Follow-up.

Mr. Alfano and Mr. Kolaya:

This email is a follow up to our meet and confer on November 25, 2020, amongst you both, myself and Ms. Schein. We have reviewed your assertions and have done further research into the matters discussed.

We note at the outset that our Document Demands were served on September 23, 2020, thus our access to information has already been unnecessarily delayed by over two months. We have received not one piece of paper. This is flatly inconsistent with Judge Reinhart's Discovery Rules. Information responsive to Requests numbers 1, 6 – 13 is contained in the QuickBooks (QB). Your suggestion of requiring us to make particular Report requests to obtain this information is almost impossible given the range of necessary materials, is grossly burdensome to the defense, and is totally unnecessary. And it will result in numerous wasteful back and forth requests further delaying our access to information when the source material is readily available and easily accessed. As you were advised in August, 2020, prior to the Receivership, Mr. Cole copied a set of the Quick books prior to July 27, 2020 at the direction of Par Funding's prior counsel, Fox Rothschild. That QB copy ends approximately July 27, 2020. Just so we are very clear as to the size of the QB file, it is less than 25 gigabytes. For frame of reference, a standard iPhone has data of 128-256 gigabytes. It would take just minutes to load the QB on to a Thumb drive.

The QB Mr. Cole copied in late July 2020 is presently hosted on Summit Hosting services. It has not been accessed. If the defense can access the QB on this hosting network, there will be no work; no effort; no billing; and no fees incurred by the Receiver in providing this critical and necessary discovery to defense counsel. This is the quickest and most cost-effective mechanism to provide the requested information to counsel and to our accounting experts. If you object to our access to this hosting network, we will immediately file a motion with the Magistrate setting forth the issues contained in this email. Secondly, information responsive to requests numbers 1, 6 – 13 is also contained in bank statements. We expect copies of bank statements by all relevant Par entities up to July 31, 2020.

Documents responsive to Requests 2, 3 and 4 are Spreadsheets that are easily and readily available on the Right Networks accounting server. These are documents used every day by accountants at Par; thus individuals working at Par, such as James Klenk, now will know exactly what these are and where to locate them. They are easily accessible and downloadable.

Documents responsive to Request 5 are located in a folder of the one page Syndication Agreements on the CBSG Right Networks server. Further, there were one page agreements on Joe Cole's desk at Par. In addition, the deposit logs, spreadsheets and other financial information pertaining to the syndication agreements are contained on the Right Networks accounting drive. Individuals such as Mr. Klenk can readily identify these documents and copy them onto an external thumb drive.

Documents responsive to Request 7 can also be found as Spreadsheets called Client Payment Logs, located on the Right Networks.

Please note that the total amount of information we are requesting that is hosted on Right Networks is less than 100 Gigabytes – less than the amount of data on a standard iPhone.

Documents responsive to Requests 8 and 9. In addition to the QB being responsive to these Requests, Mr. Cole's laptop computer, which was taken by your office for copying in August 2020 – and which has yet to be returned despite numerous requests from Mr. Cole counsel – contains investor files, including all investor agreements requested in our Demand for Production.

Documents responsive to Request 10 are, as noted above, contained on the QB. In addition, all merchant information requested in our Demand is on a site called ConvergeHub. If you provide the defense with "read only" login access, there will be no need for migration of documents or a download. There will be no delay or expense whatsoever, except for whatever basic user fees are imposed; maybe a few

hundred dollars per month.

Or, the information sought by Request 10 can be migrated to Amazon S3 storage. We have priced it and Amazon charges \$2.30 per terabyte for monthly data hosting and access. Accordingly, to host even 20 terabytes of data, Amazon S3 would charge about \$46.00 per month.

Documents responsive to Requests 12 and 13, are contained in the QB, as noted above. In addition, documents responsive to these re Requests are found on the local QNAP on the Par Funding server. Kevin Young, who still works at Par, set this up. In that server is the Payroll Data Drive and the Legal Drive. The QNAP has less than 50 gigabytes of data.

Documents responsive to Requests 14, 15 and 16 are all readily available on Mr. Cole's business laptop. There is an investor folder. The download of Mr. Cole's investor folder will take about one minute to copy onto a thumb drive.

Our Demands also include Par Funding and related entity tax returns. We are certain you possess these simple pdf documents and that they can be provided easily via email or via download.

As is clear from the foregoing, almost all of the data requested in our Demand for Production is located either on the QB's and/or on Joe Cole's laptop computer, which you have had since August 2020 and have yet to return or send a hard drive copy, despite numerous requests by Mr. Cole counsel. Other requests are responded to by easily accessed documents and files and are small productions. And other requests are easily complied with through data access or migration to inexpensive hosting services.

We are done with the continued delay of our access to documents we need to defend the case and which are required to be produced under the FRCP and the local rules, including the Rules of Judge Reinhart. Let us know by Monday at 1 pm, whether you will comply with our discovery requests. Otherwise, we will bring this matter to the attention of the Magistrate Judge.

Thank you,

Alan

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