

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.: 9:20-cv-81205-RAR

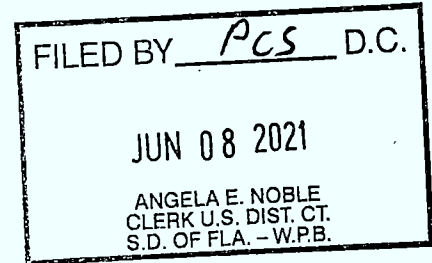
SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

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

Defendants.



**DEFENDANT MICHAEL FURMAN'S ANSWER AND AFFIRMATIVE DEFENSES TO
SECURITIES AND EXCHANGE COMMISSION'S AMENDED COMPLAINT**

Defendant Michael C. Furman ("Defendant" or "Furman"), files this Answer and Affirmative Defenses to the Amended Complaint filed by Plaintiff Securities and Exchange Commission ("Plaintiff" or "SEC"), and states as follows:

ANSWER

Defendant denies all allegations contained in the headings and all unnumbered paragraphs in the Amended Complaint. In response to the allegations in the specific numbered paragraphs in the Amended Complaint, Defendant answers the Amended Complaint as follows:

1. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 1 of the Amended Complaint and, therefore, denies same.
2. Defendant denies the allegations contained in the first sentence of paragraph 2 of the Amended Complaint. Additionally, Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in the second sentence of paragraph 2 of the Amended Complaint and, therefore, denies same.

3. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 3 of the Amended Complaint and, therefore, denies same.

4. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 4 of the Amended Complaint and, therefore, denies same.

5. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 5 of the Amended Complaint and, therefore, denies same.

6. Defendant denies the allegations contained in paragraph 6 of the Amended Complaint.

7. Defendant only admits that he participated in the formation of the United Fidelis Group Corp, which was a managing member of the Fidelis Financial Planning LLC, which issued promissory notes or limited partnership interremainders to the purchasers thereof. Defendant denies the remainder of the allegations contained in the first sentence of paragraph 7 of the Amended Complaint. Defendant denies any inconsistent allegations. Further, Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning Defendant in the first sentence of paragraph 7 of the Amended Complaint and, therefore, denies same. Additionally, Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in the remainder of paragraph 7 of the Amended Complaint and, therefore, denies same.

8. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 8 of the Amended Complaint and, therefore, denies same. Further, Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning Defendant in the first sentence of paragraph 8 of the Amended Complaint and, therefore, denies same.

9. Defendant denies the allegations contained in paragraph 9 of the Amended Complaint.

10. Defendant denies the allegations contained in paragraph 10 of the Amended Complaint.

11. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 11 of the Amended Complaint and, therefore, denies same.

12. Defendant only admits that the Order referenced in paragraph 12 of the Amended Complaint speaks for itself and denies any inconsistent allegations. However, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder of the allegations contained in paragraph 12 of the Amended Complaint and, therefore, denies same.

13. Defendant only admits that the Order referenced in paragraph 13 of the Amended Complaint speaks for itself and denies any inconsistent allegations. However, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder of the allegations contained in paragraph 13 of the Amended Complaint and, therefore, denies same.

14. Defendant only admits that the Order referenced in paragraph 14 of the Amended Complaint speaks for itself and denies any inconsistent allegations. However, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder of the allegations contained in paragraph 14 of the Amended Complaint and, therefore, denies same.

15. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 15 of the Amended Complaint and, therefore, denies same.

16. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 16 of the Amended Complaint and, therefore, denies same.

17. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 17 of the Amended Complaint and, therefore, denies same.

18. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 18 of the Amended Complaint and, therefore, denies same.

19. Defendant is without sufficient knowledge to form a belief as to the truth of the

allegations contained in paragraph 19 of the Amended Complaint and, therefore, denies same.

20. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 20 of the Amended Complaint and, therefore, denies same.

21. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 21 of the Amended Complaint and therefore denies same. Defendant only admits that the Order referenced in paragraph 21 of the Amended Complaint speaks for itself and denies any inconsistent and remaining allegations in paragraph 21 of the Amended Complaint.

22. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 22 of the Amended Complaint and, therefore, denies same.

23. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 23 of the Amended Complaint and therefore denies same. Defendant only admits that the agreement referenced in paragraph 23 of the Amended Complaint speaks for itself and denies any inconsistent and remaining allegations in paragraph 23 of the Amended Complaint.

24. Defendant only admits that ABFP Management is a Delaware limited liability company that had offices in Pennsylvania. However, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder of the allegations contained in paragraph 24 of the Amended Complaint and, therefore, denies same.

25. Defendant only admits that ABFP is a limited liability company that had offices in Pennsylvania. However, Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 25 of the Amended Complaint and therefore denies same.

26. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 26 of the Amended Complaint and

therefore denies same. Defendant only admits that the Order referenced in paragraph 26 of the Amended Complaint speaks for itself and denies any inconsistent and remaining allegations in paragraph 26 of the Amended Complaint.

27. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 27 of the Amended Complaint and therefore denies same.

28. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 28 of the Amended Complaint and therefore denies same.

29. Defendant only admits that he is a resident of Florida and that he took part in the formation of United Fidelis Group and Fidelis Financial Planning LLC. Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 29 of the Amended Complaint. Further, Defendant is without sufficient knowledge to form a belief as to the truth of the allegation contained in paragraph 29 of the Amended Complaint and, therefore, denies same.

30. Defendant only admits that United Fidelis Group is a Florida corporation, that had offices in Florida. Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 30 of the Amended Complaint. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 30 of the Amended Complaint and, therefore, denies same.

31. Defendant only admits that Fidelis Financial Planning is a Delaware Limited Liability Company that had offices in Florida. However, Defendant denies any inconsistent allegations. Further, Defendant denies the remainder of the allegations contained in paragraph 31 of the Amended Complaint.

32. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 32 of the Amended Complaint and, therefore, denies same.

33. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 33 of the Amended Complaint and, therefore, denies same.

34. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 34 of the Amended Complaint and, therefore, denies same.

35. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 35 of the Amended Complaint and, therefore, denies same.

36. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 36 of the Amended Complaint and, therefore, denies same.

37. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 37 of the Amended Complaint and, therefore, denies same.

38. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 38 of the Amended Complaint and therefore denies same. Defendant only admits that he is a Florida resident and that United Fidelis and Fidelis Financial Planning had offices in Florida. Additionally, Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in the remainder of paragraph 38 of the Amended Complaint and, therefore, denies same.

39. Defendant denies the allegations contained in paragraph 39 of the Amended Complaint.

40. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 40 of the Amended Complaint and, therefore, denies same.

41. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 41 of the Amended Complaint and, therefore, denies same.

42. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 42 of the Amended Complaint and, therefore, denies same.

43. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 43 of the Amended Complaint and, therefore, denies same.

44. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 44 of the Amended Complaint and, therefore, denies same.

45. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 45 of the Amended Complaint and, therefore, denies same.

46. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 46 of the Amended Complaint and, therefore, denies same.

47. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 47 of the Amended Complaint and, therefore, denies same.

48. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 48 of the Amended Complaint and, therefore, denies same.

49. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 49 of the Amended Complaint and, therefore, denies same.

50. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 50 of the Amended Complaint and, therefore, denies same.

51. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 51 of the Amended Complaint and, therefore, denies same.

52. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 52 of the Amended Complaint and, therefore, denies same.

53. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 53 of the Amended Complaint and, therefore, denies same.

54. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 54 of the Amended Complaint and, therefore, denies same.

55. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 55 of the Amended Complaint and, therefore, denies same.

56. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 56 of the Amended Complaint and, therefore, denies same.

57. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 57 of the Amended Complaint and, therefore, denies same.

58. Defendant denies the allegations in paragraph 58 of the Amended Complaint.

59. Defendant denies the allegations in paragraph 59 of the Amended Complaint.

60. Defendant denies the allegations in paragraph 60 of the Amended Complaint. Defendant is without sufficient knowledge to form a belief as to the truth of the remaining allegations not concerning the defendant contained in paragraph 60 of the Amended Complaint and, therefore, denies same.

61. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 61 of the Amended Complaint and, therefore, denies same.

62. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 62 of the Amended Complaint and, therefore, denies same.

63. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 63 of the Amended Complaint and, therefore, denies same.

64. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 64 of the Amended Complaint and, therefore, denies same.

65. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 65 of the Amended Complaint and, therefore, denies same.

66. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 66 of the Amended Complaint and, therefore, denies same.

67. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 67 of the Amended Complaint and, therefore, denies same.

68. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 68 of the Amended Complaint and, therefore, denies same.

69. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 69 of the Amended Complaint and, therefore, denies same.

70. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 70 of the Amended Complaint and, therefore, denies same.

71. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 71 of the Amended Complaint and, therefore, denies same

72. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 72 of the Amended Complaint and, therefore, denies same

73. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 73 of the Amended Complaint and, therefore, denies same

74. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 74 of the Amended Complaint and, therefore, denies same

75. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 75 of the Amended Complaint and, therefore, denies same

76. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 76 of the Amended Complaint and, therefore, denies same

77. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 77 of the Amended Complaint and, therefore, denies same

78. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 78 of the Amended Complaint and, therefore, denies same.

79. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 79 of the Amended Complaint and, therefore, denies same.

80. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 80 of the Amended Complaint and, therefore, denies same.

81. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 81 of the Amended Complaint and, therefore, denies same.

82. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 82 of the Amended Complaint and, therefore, denies same.

83. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 83 of the Amended Complaint and, therefore, denies same.

84. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 84 of the Amended Complaint and, therefore, denies same.

85. Defendant only admits that ABFP Management performed services as agreed to by a contract, when that contract was in place, and that the contracts speak for themselves. However, Defendant denies the remainder of the allegations contained in paragraph 85 of the Amended Complaint.

86. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 86 of the Amended Complaint and, therefore, denies same.

87. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 87 of the Amended Complaint and, therefore, denies same.

88. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 88 of the Amended Complaint and, therefore, denies same.

89. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 89 of the Amended Complaint and, therefore, denies same.

90. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 90 of the Amended Complaint and, therefore, denies same.

91. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 91 of the Amended Complaint and, therefore, denies same.

92. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 92 of the Amended Complaint and, therefore, denies same.

93. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 93 of the Amended Complaint and, therefore, denies same.

94. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 94 of the Amended Complaint and, therefore, denies same.

95. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 95 of the Amended Complaint and, therefore, denies same.

96. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 96 of the Amended Complaint and, therefore, denies same.

97. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 97 of the Amended Complaint and, therefore, denies same.

98. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 98 of the Amended Complaint and, therefore, denies same.

99. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 99 of the Amended Complaint and, therefore, denies same.

100. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 100 of the Amended Complaint and, therefore, denies same.

101. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 101 of the Amended Complaint and, therefore, denies same.

102. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 102 of the Amended Complaint and, therefore, denies same.

103. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 103 of the Amended Complaint and, therefore, denies same.

104. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 104 of the Amended Complaint and, therefore, denies same.

105. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 105 of the Amended Complaint and, therefore, denies same.

106. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 106 of the Amended Complaint and, therefore, denies same.

107. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 107 of the Amended Complaint and, therefore, denies same.

108. Defendant only admits that Fidelis Financial Planning, LLC offered and sold promissory notes, that the PPMs speak for themselves, and that promissory notes or limited partnership interests were purchased in the names of the purchaser or by an IRA that such purchasers formed. However, Defendant denies the remainder of the allegations contained in paragraph 108. Defendant denies any inconsistent allegations. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 108 of the Amended Complaint and, therefore, denies same.

109. Defendant only admits that the PPMs speak for themselves and that promissory notes or limited partnership interests were purchased in the names of the purchaser or by an IRA that such purchasers formed. Defendant denies any inconsistent allegations. Further, Defendant denies the remainder of the allegations contained in paragraph 109 of the Amended Complaint.

110. Defendant only admits that the PPMs speak for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 110 of the Amended Complaint.

111. Defendant denies the allegations contained in paragraph 111 of the Amended Complaint.

112. Defendant denies the allegations contained in paragraph 112 of the Amended Complaint.

113. Defendant denies the allegations contained in paragraph 113 of the Amended Complaint.

114. Defendant only admits that Fidelis Financial Planning LLCs filings speak for itself and denies any inconsistent allegations. Defendant denies the remainder of the allegations contained in paragraph 114 of the Amended Complaint.

115. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 115 of the Amended Complaint and, therefore, denies same.

116. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 116 of the Amended Complaint and, therefore, denies same.

117. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 117 of the Amended Complaint and, therefore, denies same.

118. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 118 of the Amended Complaint and, therefore, denies same.

119. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 119 of the Amended Complaint and, therefore, denies same.

120. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 120 of the Amended Complaint and, therefore, denies same.

121. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 121 of the Amended Complaint and, therefore, denies same.

122. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 122 of the Amended Complaint and, therefore, denies same.

123. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 123 of the Amended Complaint and, therefore, denies same.

124. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 124 of the Amended Complaint and, therefore, denies same.

125. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 125 of the Amended Complaint and, therefore, denies same.

126. Defendant only admits that the referenced message speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 126 of the Amended Complaint.

127. Defendant denies the allegations contained in paragraph 127 of the Amended Complaint.

128. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 128 of the Amended Complaint and, therefore, denies same.

129. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 129 of the Amended Complaint and, therefore, denies same.

130. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 130 of the Amended Complaint and, therefore, denies same.

131. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 123 of the Amended Complaint and, therefore, denies same.

132. Defendant only admits that the referenced message speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 132 of the Amended Complaint.

133. Defendant only admits that the referenced video speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 133 of the Amended Complaint.

134. Defendant only admits that the referenced video speaks for itself; Defendant denies any inconsistent allegations. Additionally, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder of the allegations contained in paragraph 134 of the Amended Complaint and, therefore, denies same.

135. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 135 of the Amended Complaint and, therefore, denies same.

136. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 136 of the Amended Complaint and, therefore, denies same.

137. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 137 of the Amended Complaint and, therefore, denies same.

138. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 138 of the Amended Complaint and, therefore, denies same.

139. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 139 of the Amended Complaint and, therefore, denies same.

140. Defendant denies the allegations contained in paragraph 140 of the Amended Complaint.

141. Defendant only admits that certain persons accepted Exchange Notes, and that the Exchange Notes speak for themselves. However, Defendant denies the remainder of the allegations contained in paragraph 141 of the Amended Complaint.

142. Defendant denies the allegations contained in paragraph 142 as it pertains to him. However, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder of the allegations contained in paragraph 142 of the Amended Complaint and, therefore, denies same.

143. Defendant denies the allegations contained in paragraph 143 of the Amended Complaint.

144. Defendant denies the allegations contained in paragraph 144 of the Amended Complaint.

145. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 145 of the Amended Complaint and, therefore, denies same.

146. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 146 of the Amended Complaint and, therefore, denies same.

147. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 147 of the Amended Complaint and, therefore, denies same.

148. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 148 of the Amended Complaint and, therefore, denies same.

149. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 149 of the Amended Complaint and, therefore, denies same.

150. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 150 of the Amended Complaint and, therefore, denies same.

151. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 151 of the Amended Complaint and, therefore, denies same.

152. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 152 of the Amended Complaint and, therefore, denies same.

153. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 153 of the Amended Complaint and, therefore, denies same.

154. Defendant denies the allegations contained in paragraph 154 of the Amended Complaint.

155. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 155 of the Amended Complaint and, therefore, denies same.

156. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 156 of the Amended Complaint and, therefore, denies same.

157. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 157 of the Amended Complaint and, therefore, denies same.

158. Defendant only admits that the brochure referenced in paragraph 158 of the Amended Complaint speaks for itself and denies any inconsistent allegations. Defendant is without sufficient knowledge to form a belief as to the truth of the remaining allegations in paragraph 158 of the Amended Complaint and therefore denies same.

159. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 159 of the Amended Complaint and, therefore, denies same.

160. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 160 of the Amended Complaint and, therefore, denies same.

161. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 161 of the Amended Complaint and, therefore, denies same.

162. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 162 of the Amended Complaint and, therefore, denies same.

163. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 163 of the Amended Complaint and, therefore, denies same.

164. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 164 of the Amended Complaint and, therefore, denies same.

165. Defendant denies the allegations contained in paragraph 165 of the Amended Complaint.

166. Defendant denies the allegations contained in paragraph 166 of the Amended Complaint.

167. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 167 of the Amended Complaint and, therefore, denies same.

168. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 168 of the Amended Complaint and, therefore, denies same.

169. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 169 of the Amended Complaint and, therefore, denies same.

170. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 170 of the Amended Complaint and, therefore, denies same.

171. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 171 of the Amended Complaint and, therefore, denies same.

172. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 172 of the Amended Complaint and, therefore, denies same.

173. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 173 of the Amended Complaint and, therefore, denies same.

174. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 174 of the Amended Complaint and, therefore, denies same.

175. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 175 of the Amended Complaint and, therefore, denies same.

176. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 176 of the Amended Complaint and, therefore, denies same.

177. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 177 of the Amended Complaint and, therefore, denies same.

178. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 178 of the Amended Complaint and, therefore, denies same.

179. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 179 of the Amended Complaint and, therefore, denies same.

180. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 180 of the Amended Complaint and, therefore, denies same.

181. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 181 of the Amended Complaint and, therefore, denies same.

182. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 182 of the Amended Complaint and, therefore, denies same.

183. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 183 of the Amended Complaint and, therefore, denies same.

184. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 184 of the Amended Complaint and, therefore, denies same.

185. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 185 of the Amended Complaint and, therefore, denies same.

186. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 186 of the Amended Complaint and, therefore, denies same.

187. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 187 of the Amended Complaint and, therefore, denies same.

188. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 188 of the Amended Complaint and, therefore, denies same.

189. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 189 of the Amended Complaint and, therefore, denies same.

190. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 190 of the Amended Complaint and, therefore, denies same.

191. Defendant only admits that the website referenced in paragraph 191 of the Amended Complaint speaks for itself and denies any inconsistent allegations. Defendant is without sufficient knowledge to form a belief as to the truth of the remaining allegations in paragraph 191 of the Amended Complaint and therefore denies same.

192. Defendant denies the allegations contained in paragraph 192 of the Amended Complaint.

193. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 193 of the Amended Complaint and, therefore, denies same.

194. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 194 of the Amended Complaint and, therefore, denies same.

195. Defendant only admits that the brochure referenced in paragraph 195 of the Amended Complaint speaks for itself and denies any inconsistent allegations. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 195 of the Amended Complaint and, therefore, denies same.

196. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 196 of the Amended Complaint and, therefore, denies same.

197. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 197 of the Amended Complaint and, therefore, denies same.

198. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 198 of the Amended Complaint and, therefore, denies same.

199. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 199 of the Amended Complaint and, therefore, denies same.

200. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 200 of the Amended Complaint and, therefore, denies same.

201. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 201 of the Amended Complaint and, therefore, denies same.

202. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 202 of the Amended Complaint and, therefore, denies same.

203. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 203 of the Amended Complaint and, therefore, denies same.

204. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 204 of the Amended Complaint and, therefore, denies same.

205. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 205 of the Amended Complaint and, therefore, denies same.

206. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 206 of the Amended Complaint and, therefore, denies same.

207. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 207 of the Amended Complaint and, therefore, denies same.

208. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 208 of the Amended Complaint and, therefore, denies same.

209. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 209 of the Amended Complaint and, therefore, denies same.

210. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 210 of the Amended Complaint and, therefore, denies same.

211. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 211 of the Amended Complaint and, therefore, denies same.

212. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 212 of the Amended Complaint and, therefore, denies same.

213. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 213 of the Amended Complaint and, therefore, denies same.

214. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 214 of the Amended Complaint and, therefore, denies same.

215. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 215 of the Amended Complaint and, therefore, denies same.

216. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 216 of the Amended Complaint and, therefore, denies same.

217. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 217 of the Amended Complaint and, therefore, denies same.

218. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 218 of the Amended Complaint and, therefore, denies same.

219. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 219 of the Amended Complaint and, therefore, denies same.

220. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 220 of the Amended Complaint and, therefore, denies same.

221. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 221 of the Amended Complaint and, therefore, denies same.

222. Defendant only admits that the referenced video speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 222 of the Amended Complaint.

223. Defendant only admits that the referenced video speaks for itself and denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 223 of the Amended Complaint.

224. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 224 of the Amended Complaint and therefore denies same.

225. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 225 of the Amended Complaint and therefore denies same.

226. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 226 of the Amended Complaint and, therefore, denies same.

227. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 227 of the Amended Complaint and therefore denies same.

228. Defendant only admits that the Order referenced in paragraph 228 of the Amended Complaint speaks for itself and denies any inconsistent allegations. Defendant is without sufficient knowledge to form a belief as to the truth of the remaining allegations contained in paragraph 228 of the Amended Complaint and therefore denies same.

229. Defendant only admits that the Order referenced in paragraph 229 of the Amended Complaint speaks for itself and denies any inconsistent allegations. Defendant is without sufficient knowledge to form a belief as to the truth of the remaining allegations contained in paragraph 229 of the Amended Complaint and therefore denies same.

230. Defendant denies the allegations contained in paragraph 230 of the Amended Complaint.

231. Defendant only admits that the Order referenced in paragraph 231 of the Amended Complaint speaks for itself and denies any inconsistent allegations. Defendant is without sufficient knowledge to form a belief as to the truth of the remaining allegations contained in paragraph 231 of the Amended Complaint and therefore denies same.

232. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 232 of the Amended Complaint and, therefore, denies same.

233. Defendant only admits that the transcript of the referenced statement reads as quoted in this paragraph, but denies it was made in that context. However, Defendant denies the remainder of the allegations contained in paragraph 233 of the Amended Complaint.

234. Defendant denies the allegations contained in paragraph 234 of the Amended Complaint.

235. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 235 of the Amended Complaint and, therefore, denies same.

236. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 236 of the Amended Complaint and, therefore, denies same.

237. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 237 of the Amended Complaint and, therefore, denies same.

238. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 238 of the Amended Complaint and, therefore, denies same.

239. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 239 of the Amended Complaint and, therefore, denies same.

240. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 240 of the Amended Complaint and, therefore, denies same.

241. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 241 of the Amended Complaint and, therefore, denies same.

242. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 242 of the Amended Complaint and, therefore, denies same.

243. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 243 of the Amended Complaint and, therefore, denies same.

244. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 244 of the Amended Complaint and, therefore, denies same.

245. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 245 of the Amended Complaint and therefore denies same.

246. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 246 of the Amended Complaint and therefore denies same.

247. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 247 of the Amended Complaint and therefore denies same.

248. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 248 of the Amended Complaint and therefore denies same.

249. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 249 of the Amended Complaint and therefore denies same.

250. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 250 of the Amended Complaint and therefore denies same.

251. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 251 of the Amended Complaint and therefore denies same.

252. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 252 of the Amended Complaint and therefore denies same.

253. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 253 of the Amended Complaint and therefore denies same.

254. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 254 of the Amended Complaint and therefore denies same.

255. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 255 of the Amended Complaint and therefore denies same.

256. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 256 of the Amended Complaint and therefore denies same.

257. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 257 of the Amended Complaint and therefore denies same.

258. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 258 of the Amended Complaint and therefore denies same.

259. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 259 of the Amended Complaint and therefore denies same.

260. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 260 of the Amended Complaint and therefore denies same.

261. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 261 of the Amended Complaint and therefore denies same.

262. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 262 of the Amended Complaint and, therefore, denies same.

263. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations in paragraph 263 of the Amended Complaint and therefore denies same.

264. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 264 of the Amended Complaint and therefore denies same.

265. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 265 of the Amended Complaint and therefore denies same.

266. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant in paragraph 266 of the Amended Complaint and therefore denies same.

267. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations not concerning the Defendant contained in paragraph 267 of the Amended Complaint and, therefore, denies same.

COUNT I

268. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set forth herein.

269. Defendant denies the allegations contained in paragraph 269 of the Amended Complaint.

270. Defendant denies the allegations contained in paragraph 270 of the Amended Complaint.

COUNT II

271. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set forth herein.

272. Defendant denies the allegations contained in paragraph 272 of the Amended Complaint.

273. Defendant denies the allegations contained in paragraph 273 of the Amended Complaint.

COUNT III

274. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set

forth herein.

275. Defendant denies the allegations contained in paragraph 275 of the Amended Complaint.

276. Defendant denies the allegations contained in paragraph 276 of the Amended Complaint.

COUNT IV

277. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set forth herein.

278. Defendant denies the allegations contained in paragraph 278 of the Amended Complaint.

279. Defendant denies the allegations contained in paragraph 279 of the Amended Complaint.

COUNT V

280. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set forth herein.

281. Defendant denies the allegations contained in paragraph 281 of the Amended Complaint.

282. Defendant denies the allegations contained in paragraph 282 of the Amended Complaint.

COUNT VI

283. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set forth herein.

284. Defendant denies the allegations contained in paragraph 284 of the Amended

Complaint.

285. Defendant denies the allegations contained in paragraph 285 of the Amended

Complaint.

COUNT VII

286. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set forth herein.

287. Defendant denies the allegations contained in paragraph 287 of the Amended Complaint.

288. Defendant denies the allegations contained in paragraph 288 of the Amended Complaint.

289. Defendant denies the allegations contained in paragraph 289 of the Amended Complaint.

COUNT VIII

290. Defendant repeats and re-alleges paragraphs 1 through 267, inclusive, as if fully set forth herein.

291. This allegation is not directed at Defendant, and therefore, no response is required from Defendant; otherwise denied.

292. This allegation is not directed at Defendant, and therefore, no response is required from Defendant; otherwise denied.

293. This allegation is not directed at Defendant, and therefore, no response is required from Defendant; otherwise denied.

294. This allegation is not directed at Defendant, and therefore, no response is required from Defendant; otherwise denied.

* * * * *

In response to the RELIEF REQUESTED section following paragraph 294 of the Amended Complaint, Defendant denies that he committed the violations alleged and that the Plaintiff is entitled to any of the relief it seeks therein and denies that Plaintiff is entitled to a judgment in its favor.

GENERAL DENIAL

Defendant generally denies all allegations of the Amended Complaint except for such allegations as are explicitly and specifically admitted above.

AFFIRMATIVE DEFENSES

In further response to the Amended Complaint, Defendant asserts the following defenses and reserves the right to amend his answer and affirmative defenses based upon information obtained in the course of litigation . The denomination of any matter below as a defense is not an admission that Defendant bears the burden of persuasion, burden of proof, or burden of producing evidence with respect to any such matter.

FIRST DEFENSE

(Failure to State a Claim)

The Amended Complaint, and each cause of action alleged therein against Defendant, fails to state a claim upon which relief can be granted.

SECOND DEFENSE

(Statute of Limitations)

The relief against Defendant is barred in whole or in part by the applicable statute(s) of limitation.

THIRD DEFENSE

(No Scienter)

Any allegedly untrue statements of material fact, leading statements, or other actions allegedly undertaken by Defendant was inadvertent and/or was made wholly without scienter.

FOURTH DEFENSE

(Good faith)

Plaintiff's claims are barred in whole or in part because Defendant acted at all times in good faith and/or did not know, and in the exercise of reasonable case could have known, or had any reasonable grounds to believe, that any misstatements or omissions of material fact existed in any statements, reports, and/or filings allegedly issued or uttered by Defendant. Defendant also exercised reasonable business judgment in the administration of his companies. Defendant also hired competent personnel to administer, manage, and provide advice on his business operations and to assist him in making reasonable and informed decisions. Such personnel prepared documents, marketing materials, and financial reports among other things which Defendant reasonable relied upon. Based on these and other actions, Defendant acted in good faith and with due regard to the best interremainders of his clients.

FIFTH DEFENSE

(Mistake)

Plaintiff's claims against Defendant cannot be maintained because the conduct alleged in the Amended Complaint was not intentional, was believed to be lawful, proper, and fair, and was the result of mistake of fact or mistake of law.

SIXTH DEFENSE

(Reliance on other Professionals and Experts)

In executing or authorizing the execution and/or publication of any document containing the statements complained of in the Amended Complaint, Defendant was entitled to, and did, reasonably and in good faith, rely upon the work and conclusions of other professionals and experts.

SEVENTH DEFENSE

(Justifiable Reliance)

Plaintiff's claims against Defendant cannot be maintained because Defendant relied, and in good faith was entitled to rely, on advice and information provided by professional advisors.

EIGHTH DEFENSE

(Acts of Others)

Plaintiff's claims against Defendant cannot be maintained because the alleged acts and/or omissions complained of, if any, were due to the fault of persons, factors, and circumstances presently unknown to Defendant, over which he exercised no control, and for whose actions it was not responsible.

NINTH DEFENSE

(Forfeiture)

Plaintiff's claims fail because the Amended Complaint seeks an impermissible forfeiture.

TENTH DEFENSE

(Unjust Enrichment)

Plaintiff cannot recover damages because any such recovery would be a windfall resulting in unjust enrichment to Plaintiff or to a party Plaintiff purports to seek to reimburse.

ELEVENTH DEFENSE

(Unconstitutionality)

Plaintiff's claims fail because the relief Plaintiff seeks violate the federal constitution.

TWELFTH DEFENSE

(Lack of Causation/Superseding or Intervening Events)

Plaintiff's claims against Defendant cannot be maintained because superseding or

intervening events, not caused by Defendant, caused some or all of the alleged damages.

THIRTEENTH DEFENSE

(No Material Misstatement)

Plaintiff's claims against Defendant are barred, in whole or in part, because any and all purported statements and/or actions attributed to Defendant were immaterial.

FOURTEENTH DEFENSE

(Estoppel)

Plaintiff's claims are barred by the doctrine of estoppel.

FIFTEENTH DEFENSE

(Waiver)

Plaintiff's claims are barred by the doctrine of waiver.

SIXTEENTH DEFENSE

(Laches)

Plaintiff's claims are barred, in whole or in part, by the doctrine of laches.

SEVENTEENTH DEFENSE

(Good-Faith Reliance on Counsel)

Plaintiff's claims are barred, in whole or in part, by virtue of Defendant's good-faith reliance on counsel. Defendant did not act with the requisite mental state that Plaintiff must prove, and the Court should decline to issue the equitable relief sought by Plaintiff, because his following of the advice of his counsel is inconsistent with the Plaintiff's allegations of violations of the federal securities laws and the relief sought. Defendant made a full and complete good faith report of all materials facts to counsel that he considered competent, received the attorneys' advice as to the specific course of conduct that was followed, and reasonably relied on that advice in good faith.

EIGHTEENTH DEFENSE

(Notes Are Not Securities)

Plaintiff's claims are barred because the notes at issue are not securities because they fall squarely within the list of non-securities enumerated in *Reves v. Ernst & Young*, 494 U.S. 56, 63 (1990). The notes are also exempt as securities under the express language of the Exchange Act (15 U.S.C. § 78c(a)(10)) and from the registration requirement under the Securities Act (15U.S.C. § 77b(a)(1)).

NINETEENTH DEFENSE

(Right to Assert Additional Defenses)

Additional facts may be revealed by future discovery which support additional affirmative defenses presently available to, but unknown to, Defendant. Therefore, Defendant reserves the right to assert additional defenses in the event that investigation and discovery indicate that additional defenses are appropriate.

JURY DEMAND

Defendant hereby requests a trial by jury on all claims and defenses in this action.

Dated: June 8, 2021

Attorney's Fees and Costs

Defendant has previously retained attorneys and paid counsel reasonable fees for their services, and plans to retain new counsel in the future and pay reasonable fees. In the event he prevails, Defendant is entitled to an award of its reasonable attorney's fees and costs incurred in the defense of this matter, as are allowed by applicable law.

Additional facts may be revealed in discovery or otherwise supporting additional defenses presently available, but unknown, to Defendant. Defendant therefore reserve the right to assert additional defenses in the event discovery or investigation reveals additional defenses.

WHEREFORE, Defendant Michael Furman prays for judgment as follows:

- A. That Plaintiff takes nothing by its Amended Complaint;
- B. That the Amended Complaint be dismissed, with prejudice, and judgment entered in favor of Defendant;
- C. For costs of suit;
- D. That Defendant recover costs and expenses incurred in defending this action, including reasonable attorneys' fees, as are allowed by applicable law; and
- E. For such other and further relief as this Court deems just and proper.

Michael C. Furman, ProSe
736 Cresta Circle
West Palm Beach, FL 33413
Telephone- 561-623-0913
Email - MikeCFurman@gmail.com

CERTIFICATE OF SERVICE

I hereby certify that on the 8th day of June, 2021, a true and correct copy of the foregoing Answer and Affirmative Defenses was served via the Court's CM/ECF System upon all counsel of record.



/s/ Michael Furman
Michael C. Furman, ProSe