

**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 DEAN VAGNOZZI'S AMENDED ANSWER AND AFFIRMATIVE
DEFENSES TO SECURITIES AND EXCHANGE COMMISSION'S AMENDED
COMPLAINT**

Defendant Dean Vagnozzi (“Defendant” or “Vagnozzi”), files this Amended 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 ABFP Income Fund, LLC and ABFP Income Fund 2, L.P., 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. 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 denies the allegations contained in paragraph 8 of the Amended Complaint.

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 Pennsylvania Department of Banking and Securities Order speaks for itself; Defendant 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 New Jersey Bureau of Securities Cease and Desist Order speaks for itself; Defendant 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 Texas State Securities Board Cease and Desist Order speaks for itself; Defendant 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

contained in paragraph 21 of the Amended Complaint and, therefore, denies same.

22. Defendant only admits that he lives in Pennsylvania, is the sole owner of ABFP and ABFP Management, held a Series 6 and 63 securities license, which have expired, and was associated with a FINRA-registered securities broker-dealer from February 2008 until February 2009. However, Defendant denies the remainder of the allegations contained in paragraph 22 of the Amended Complaint.

23. Defendant only admits that the Pennsylvania Department of Banking and Securities Settlement and the SEC Settlement speak for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained 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 denies the remainder of the allegations contained in paragraph 24 of the Amended Complaint.

25. Defendant only admits that ABFP is a limited liability company Defendant formed on November 12, 2020. Further, Defendant only admits that Defendant is the sole member of ABFP. However, Defendant denies the remainder of the allegations contained in paragraph 25 of the Amended Complaint.

26. Defendant only admits that that the Texas Securities Board Emergency Cease and Desist Order speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 26 of the Amended Complaint.

27. Defendant only admits that ABFP Income Fund is a Delaware limited liability company created on January 12, 2018, with a principal place of business in King of Prussia, Pennsylvania; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the

allegations contained in paragraph 27 of the Amended Complaint.

28. Defendant only admits that ABFP Income Fund 2 is a Delaware limited partnership formed in 2018, with its principal place of business in King of Prussia, Pennsylvania; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 28 of the Amended Complaint.

29. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 29 of the Amended Complaint and, therefore, denies same.

30. 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 is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 31 of the Amended Complaint and, therefore, denies same.

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 denies the first sentence of allegations contained in paragraph 38 of the Amended Complaint. 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 only admits that Defendant Vagnozzi had a Finders Agreement with Par Funding at one point in time. However, Defendant denies the remainder of the allegations contained in paragraph 56 of the Amended Complaint.

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 is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 58 of the Amended Complaint and, therefore, denies same.

59. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 59 of the Amended Complaint and, therefore, denies same.

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

64. Defendant only admits that, prior to January 2018, Defendant approached Par Funding to discuss the formation of “Agent Funds.” However, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder 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 denies the allegations contained in paragraph 71 of the Amended Complaint.

72. Defendant denies the allegations contained in paragraph 72 of the Amended Complaint.

73. Defendant denies the allegations contained in paragraph 73 of the Amended Complaint.

74. Defendant denies the allegations contained in paragraph 74 of the Amended Complaint.

75. Defendant denies the allegations contained in paragraph 75 of the Amended Complaint.

76. Defendant denies the allegations contained in paragraph 76 of the Amended Complaint.

77. Defendant denies the allegations contained in paragraph 77 of the Amended Complaint.

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 only admits that ABFP Management earned revenue derived from interest payments made on the Par Funding Notes. However, Defendant is without sufficient knowledge to form a belief as to the truth of the remainder 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 for certain funds, ABFP Management performed services as agreed to by a contract, 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 only admits that ABFP Income Fund and ABFP Income Fund 2 offered and sold promissory notes. However, Defendant denies the remainder of the allegations contained in paragraph 86.

87. Defendant admits the allegations contained in paragraph 87.

88. 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 88 of the Amended Complaint.

89. 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 89 of the Amended Complaint.

90. 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 90 of the Amended Complaint.

91. Defendant only admits that promissory notes or limited partnership interests purchased 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 91 of the Amended Complaint.

92. Defendant denies the allegations contained in paragraph 92 of the Amended Complaint.

93. Defendant denies the allegations contained in paragraph 93 of the Amended Complaint.

94. Defendant denies the allegations contained in paragraph 94 of the Amended Complaint.

95. Defendant denies the allegations contained in paragraph 95 of the Amended Complaint.

96. Defendant denies the allegations contained in paragraph 96 of the Amended Complaint.

97. Defendant denies the allegations contained in paragraph 97 of the Amended Complaint.

98. Defendant only admits that the transcript of the referenced statement reads as quoted in this paragraph, but denies that it was made in that context. Additionally, Defendant denies the remainder of the allegations contained in paragraph 98 of the Amended Complaint.

99. Defendant only admits that he introduced Abbonizio at the November 21, 2019, event referenced. However, Defendant denies the remainder of the allegations contained in paragraph 99 of the Amended Complaint.

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 denies the allegations contained in paragraph 105 of the Amended Complaint.

106. Defendant denies the allegations contained in paragraph 106 of the Amended Complaint.

107. Defendant denies the allegations contained in paragraph 107 of the Amended Complaint

108. 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 is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 109 of the Amended Complaint and, therefore, denies same.

110. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 110 of the Amended Complaint and, therefore, denies same.

111. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 111 of the Amended Complaint and, therefore, denies same.

112. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 112 of the Amended Complaint and, therefore, denies same.

113. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 113 of the Amended Complaint and, therefore, denies same.

114. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 114 of the Amended Complaint and, therefore, denies same.

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 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 124 of the Amended Complaint.

125. 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 125 of the Amended Complaint.

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 only admits that the referenced email speaks for itself; Defendant denies

any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 128 of the Amended Complaint.

129. Defendant only admits that the referenced email speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 129 of the Amended Complaint.

130. Defendant only admits that the referenced messages speak for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 130 of the Amended Complaint.

131. 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 131 of the Amended Complaint.

132. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 132 of the Amended Complaint and, therefore, denies same.

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 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 135 of the Amended Complaint.

136. Defendant only admits that the Exchange Offering materials and PPM speak for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 136 of the Amended Complaint.

137. Defendant only admits that the referenced documents speak for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 137 of the Amended Complaint.

138. Defendant only admits that the referenced documents speaks for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 138 of the Amended Complaint.

139. Defendant denies the allegations contained in paragraph 139 of the Amended Complaint.

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 is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 143 of the Amended Complaint and, therefore, denies same.

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

allegations contained in paragraph 144 of the Amended Complaint and, therefore, denies same.

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 only admits that the referenced email speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 151 of the Amended Complaint.

152. Defendant denies the allegations contained in paragraph 152 of the Amended Complaint

153. Defendant only admits that the referenced press release speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 153 of the Amended Complaint.

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 denies the allegations contained in paragraph 158 of the Amended Complaint.

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 denies the allegations contained in paragraph 163 of the Amended Complaint.

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 denies the allegations contained in paragraph 185 of the Amended Complaint.

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 denies the allegations contained in paragraph 190 of the Amended Complaint.

191. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained 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 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 that it was

shown to some clients; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 223 of the Amended Complaint.

224. Defendant only admits that the referenced page speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 224 of the Amended Complaint.

225. Defendant admits the allegations contained in paragraph 225 of the Amended Complaint.

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 denies the allegations contained in paragraph 227 of the Amended Complaint.

228. Defendant only admits that the Consent Agreement and Order speak for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 224 of the Amended Complaint.

229. Defendant only admits that the New Jersey Bureau of Securities Cease and Desist Order speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 229 of the Amended Complaint.

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

231. Defendant only admits that the Texas State Securities Board Emergency Cease and Desist Order speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 231 of the Amended Complaint.

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 is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 233 of the Amended Complaint and, therefore, denies same.

234. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained in paragraph 234 of the Amended Complaint and, therefore, denies same.

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 contained in paragraph 245 of the Amended Complaint and, therefore, denies same.

246. Defendant denies the allegations contained in paragraph 246 of the Amended Complaint.

247. Defendant denies the allegations contained in paragraph 247 of the Amended Complaint.

248. Defendant only admits that the transcript of the referenced statement reads as quoted in this paragraph, but denies that it was made in that context. However, Defendant denies the remainder of the allegations contained in paragraph 248 of the Amended Complaint.

249. Defendant only admits that the Pennsylvania Order speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 249 of the Amended Complaint.

250. Defendant denies the allegations contained in paragraph 250 of the Amended Complaint.

251. Defendant denies the allegations contained in paragraph 251 of the Amended Complaint.

252. Defendant only admits that the ABFP website speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 252 of the Amended Complaint.

253. Defendant denies the allegations contained in paragraph 253 of the Amended Complaint.

254. Defendant only admits that the ABFP website speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 254 of the Amended Complaint.

255. Defendant denies the allegations contained in paragraph 255 of the Amended Complaint.

256. Defendant only admits that the ABFP website speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 256 of the Amended Complaint.

257. Defendant denies the allegations contained in paragraph 257 of the Amended Complaint.

258. Defendant only admits that the ABFP website speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 258 of the Amended Complaint.

259. Defendant only admits that the ABFP website speaks for itself; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 259 of the Amended Complaint.

260. Defendant denies the allegations contained in paragraph 260 of the Amended Complaint.

261. Defendant only admits that the Exchange Offering materials speaks for themselves; Defendant denies any inconsistent allegations. However, Defendant denies the remainder of the allegations contained in paragraph 261 of the Amended Complaint.

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 denies the allegations contained in paragraph 263 of the Amended Complaint.

264. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations contained 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 contained in paragraph 265 of the Amended Complaint and, therefore, denies same.

266. Defendant denies the allegations contained in paragraph 266 of the Amended Complaint.

267. Defendant is without sufficient knowledge to form a belief as to the truth of the allegations 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 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, and also generally denies that the Amended Complaint states a claim upon which relief can be granted, that Defendant was at fault for the conduct alleged in the Amended Complaint, that any alleged misstatements or omissions were material, or that Defendant acted with scienter.

AFFIRMATIVE DEFENSES

In further response to the Amended Complaint, Defendant asserts the following defenses. 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

(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 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, which Defendant reasonably relied upon. Based on these and other actions, Defendant acted in good faith and with due regard to the best interests of his clients.

SECOND 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 comprising the accounting staff at Complete Business Solutions Group.

THIRD DEFENSE

(Unconstitutionality)

Plaintiff's claims fail because the relief Plaintiff seeks violate the federal constitution to the extent that Plaintiff seeks disgorgement in excess of constitutionally permissible levels, which would constitute an unconstitutional forfeiture and/or an excessive fine.

FOURTH DEFENSE

(Estoppel)

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

FIFTH DEFENSE

(Waiver)

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

SIXTH DEFENSE

(Laches)

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

SEVENTH 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.

EIGHTH 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.

Attorney's Fees and Costs

Defendant has retained the undersigned attorneys and agreed to pay undersigned counsel reasonable fees for their services. 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 Dean Vagnozzi 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.

Dated: July 20, 2021

AKERMAN LLP

Three Brickell City Centre, Suite 1100
98 Southeast Seventh Street
Miami, Florida 33131
Telephone: (305) 374-5600
Facsimile: (305) 374-5095

By: /s/ Brian P. Miller

Brian P. Miller, Esq.

Florida Bar No. 980633

E-mail: brian.miller@akerman.com

E-mail: Kim.Stathopoulos@akerman.com

Alejandro J. Paz, Esq.

Florida Bar No. 1011728

E-mail: Alejandro.paz@akerman.com

Secondary: marylin.herrera@akerman.com

Attorneys for Dean Vagnozzi

CERTIFICATE OF SERVICE

I hereby certify that on the 20th day of July, 2021, a true and correct copy of the foregoing Amended Answer and Affirmative Defenses was served via the Court's CM/ECF System upon all counsel of record.

/s/ Brian P. Miller
Brian P. Miller, Esq.