

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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

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

Defendants.

**RECEIVER'S REPLY IN FURTHER SUPPORT OF MOTION TO COMPEL
DEFENDANT JOSEPH COLE BARLETA TO COMPLY WITH COURT ORDERS**

Ryan K. Stumphauzer, Esq., Court-Appointed Receiver (“Receiver”) of the Receivership Entities,¹ by and through his undersigned counsel, hereby files this Reply in Further Support of

¹ The “Receivership Entities” are Complete Business Solutions Group, Inc. d/b/a Par Funding (“Par Funding”); Full Spectrum Processing, Inc.; ABetterFinancialPlan.com LLC d/b/a A Better Financial Plan; ABFP Management Company, LLC f/k/a Pillar Life Settlement Management Company, LLC; ABFP Income Fund, LLC; ABFP Income Fund 2, L.P.; United Fidelis Group Corp.; Fidelis Financial Planning LLC; Retirement Evolution Group, LLC; RE Income Fund LLC; RE Income Fund 2 LLC; ABFP Income Fund 3, LLC; ABFP Income Fund 4, LLC; ABFP Income Fund 6, LLC; ABFP Income Fund Parallel LLC; ABFP Income Fund 2 Parallel; ABFP Income Fund 3 Parallel; ABFP Income Fund 4 Parallel; and ABFP Income Fund 6 Parallel; ABFP Multi-Strategy Investment Fund LP; ABFP Multi-Strategy Fund 2 LP; MK Corporate Debt Investment Company LLC; Capital Source 2000, Inc.; Fast Advance Funding LLC; Beta Abigail, LLC; New Field Ventures, LLC; Heritage Business Consulting, Inc.; Eagle Six Consulting, Inc.; 20 N. 3rd St. Ltd.; 118 Olive PA LLC; 135-137 N. 3rd St. LLC; 205 B Arch St Management LLC; 242 S. 21st St. LLC; 300 Market St. LLC; 627-629 E. Girard LLC; 715 Sansom St. LLC; 803 S. 4th St. LLC; 861 N. 3rd St. LLC; 915-917 S. 11th LLC; 1250 N. 25th St. LLC; 1427 Melon St. LLC; 1530 Christian St. LLC; 1635 East Passyunk LLC; 1932 Spruce St. LLC; 4633 Walnut St. LLC; 1223 N. 25th St. LLC; 500 Fairmount Avenue, LLC; Liberty Eighth Avenue LLC; Blue Valley Holdings, LLC; LWP North LLC; The LME 2017 Family Trust; Recruiting and Marketing Resources, Inc.; Contract Financing Solutions, Inc.; Stone Harbor Processing LLC; LM Property Management LLC; and ALB Management, LLC; and the receivership also includes the properties located at 568 Ferndale Lane, Haverford PA 19041; 105 Rebecca Court, Paupack, PA 18451; 107 Quayside Dr., Jupiter FL 33477; 2413 Roma Drive, Philadelphia, PA 19145; 159 26th Street, Avalon, NJ 08202; and 164 84th Street, Stone Harbor, NJ 08247.

Motion to Compel Defendant Joseph Cole Barleta to Comply with Court Orders [ECF No. 1188] (the “Motion to Compel”), and states as follows:

Defendant Joseph Cole Barleta’s (“Cole”) sole argument in his Opposition to the Motion to Compel [ECF No. 1195] (the “Opposition”) for why he should not be compelled to produce documents he was ordered to produce by this Court almost two years ago is that such a production implicates his Fifth Amendment privilege against self-incrimination. In the Opposition, Cole suggests that production of the documents would be a testimonial action that could incriminate him in an ongoing criminal investigation by the United States Attorney’s Office in Philadelphia, Pennsylvania. While, as acknowledged in the Receiver’s Motion, the production of documents may sometimes involve a testimonial component that may be protected by the Fifth Amendment privilege, this is not one of those instances.

The Supreme Court cases of *United States v. Hubbell*, 530 U.S. 27 (2000) and *Fisher v. United States*, 425 U.S. 391 (1976) stand for the proposition that, in some circumstances, the act of production of documents can be testimonial in nature and, thus, protected by the Fifth Amendment privilege. In both cases, however, the Supreme Court found that an assertion of privilege over producing documents may be overcome by a showing that the existence and location of the documents is a “foregone conclusion” and the party from whom the documents are sought “adds little or nothing to the sum total of the [document seeker’s] information by conceding that he in fact has the papers.” *Fisher*, 425 U.S. at 411. That is the instant situation.

Under the “foregone conclusion” doctrine, an act of production is not testimonial—even if the act conveys a fact regarding the existence or location, possession, or authenticity of the subpoenaed materials—“if the [party seeking the documents] can show with ‘reasonable particularity’ that, at the time it sought to compel the act of production, it already knew of the materials, thereby making any testimonial aspect a ‘foregone conclusion.’” *In re Grand Jury*

Subpoena Duces Tecum Dated Mar. 25, 2011, 670 F.3d 1335, 1345–46 (11th Cir. 2012). This “reasonable particularity” standard does not require “perfect knowledge of each specific responsive document covered by the [requests].” See *United States v. Greenfield*, 831 F.3d 106, 116 (2d Cir. 2016) (internal citations omitted); see also *In re Grand Jury Subpoena Dated Apr. 18, 2003*, 383 F.3d 905, 910 (9th Cir. 2004) (holding that the party seeking documents is “not required to have actual knowledge of the existence and location of each and every responsive document” to satisfy reasonable-particularity standard).

This Court’s July 28, 2020 Order Granting Emergency *Ex Parte* Motion for a Temporary Restraining Order and Other Relief (“TRO”) against Cole and others required that Cole make a sworn accounting of, *inter alia*, his funds, assets, accounts, and properties, whether real or personal. [ECF No. 42, p. 17]. The Receiver’s document requests mirrored the TRO by requesting all documents evidencing Cole’s personal or business interests in: (1) real estate; (2) stocks, bonds, and securities; (3) bank accounts; (4) safe deposit boxes; (5) automobiles; (6) indebtedness owed to Cole; (7) partnerships and other business interests; (8) trusts; (9) other property; and (10) disposed of property.

These requests are not a fishing expedition. Rather, they were informed by specific disclosures Cole made on September 24, 2019, in an Interagency Biographical and Financial Report (“Financial Report”). A true and correct copy of the Financial Report is attached hereto as **Exhibit A**. Cole prepared and was required to provide the Financial Report to the Federal Deposit Insurance Corporation in connection with efforts to acquire a bank. In the Financial Report, Cole makes numerous specific disclosures about his funds, property, and assets, including:

- a) Disclosures about his real estate, including that he owns certain property located in Philadelphia, Pennsylvania, and the current mortgage balance and market value of that property. See Financial Report, p. 11 – Schedule C.
- b) Disclosures about his partnerships and other business interests, including interests in: (1) ALB Management Inc. (100% interest); (2) Winsome Grounds LLC (100%); (3) Capital Source 2000 LLC (100%); (4) FL Memory Lane LLC (50%); Complete

Business Solutions Group, Inc.; and (5) Full Spectrum Processing. *See id.*, p. 4.

- c) Disclosures about his beneficial interest, and the current value of that interest, in several companies including: (1) FL Memory Lane LLC; (2) Capital Source 2000; (3) ALB Management Inc.; and (4) Winsome Grounds LLC, as well as a security interest of \$186,915.89 with Fidelity Brokerage Investments. *See id.*, pp. 10-11, Schedules A, D.
- d) Disclosures about debts owed to him, including a FL Memory Lane Note Receivable in the amount of \$81,000.00. *See id.*, p. 10 – Schedule B.
- e) Disclosures about a Fidelity 401k in the amount of \$99,465.57. *See id.*, p. 12 – Schedule E.

In making these disclosures, Cole certified that he had “carefully examined” all information contained in this Financial Report, and that it was “true, correct, and complete.” Cole also acknowledged that any misrepresentation or omission of a material fact in this Financial Statement would constitute fraud and may subject him to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007. (Financial Report at 17.) *See* 18 U.S.C. § 1007 (“Whoever, for the purpose of influencing in any way the action of the Federal Deposit Insurance Corporation, knowingly makes or invites reliance on a false, forged, or counterfeit statement, document, or thing shall be fined not more than \$1,000,000 or imprisoned not more than 30 years, or both.”).

In total, Cole disclosed in this Financial Report that he had amassed \$7,692,009.54 in assets as of August 31, 2019. As indicated in the Motion to Compel, Cole received a total of \$8,263,850.61 in commingled investor funds from Par Funding, through his entities, Beta Abigail, LLC and ALB Management, LLC. (Motion to Compel at 4.) In other words, Cole’s known and identifiable net assets in a disclosure he provided to the FDIC months before the Receivership was established nearly equaled the amount of commingled investor funds he received from Par Funding.

The Receiver located this Financial Report within the records of Par Funding that the took control of upon his appointment by this Court. The Receiver reviewed this Financial Report prior to issuing his document requests, and was guided by the representations contained therein in preparing

these requests to Cole. Thus, these specific disclosures from Cole demonstrate with “reasonable particularity” that the Receiver was aware at the time he made the requests of the existence (and relevance) of the documents requested, as well as Cole’s possession of this information, given that he necessarily used such documentation to prepare the disclosures in the Financial Report.

Contrary to Cole’s argument in the Opposition, this case is readily distinguishable from *Hubbell*. In that case, the Court specifically noted that the Government had wholly failed to show that it had any prior knowledge of either the existence or the whereabouts of the documents ultimately produced. *See Hubbell*, 530 U.S. at 45. Here, Cole disclosed the existence of specific funds, properties, and assets; and the Receiver was aware of these disclosures at the time he made his requests for documents concerning those funds, properties, and assets. Thus, it was a foregone conclusion that the documents the Receiver requested existed and were in Cole’s possession.

Furthermore, unlike the Government in *Hubbell*, the Receiver does not argue that it is a “foregone conclusion” that the documents he seeks exist and are in Cole’s possession simply because businessmen like Cole commonly possess such documents. Rather, the Receiver can point to specific disclosures from Cole—made subject to significant legal sanctions, including a fine of up to \$1,000,000 or 30 years in prison—evidencing that documents regarding the disclosed funds, properties, and assets exist and are in Cole’s possession. The Receiver does not ask Cole to create any documents not currently in his possession; he merely seeks documents that he already knows exist and are in Cole’s possession. The disclosures in Cole’s Financial Report are more than sufficient to provide the “reasonable particularity” this Court needs to find in concluding that the existence and location of the documents the Receiver has requested is a “foregone conclusion” and, thus, not shielded by Cole’s Fifth Amendment privilege.

CONCLUSION

WHEREFORE, the Receiver respectfully requests that the Court enter an Order compelling Defendant Joseph Cole Barleta to produce the materials sought by the Receiver in his Motion to Compel within seven (7) days from the date the Court grants the Receiver's Motion to Compel.

Dated: April 1, 2022

Respectfully Submitted,

**STUMPHAUZER FOSLID SLOMANROSS
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on April 1, 2022, I electronically filed the document with the clerk of the Court using CM/ECF. I also certify that the foregoing document is being served this day on counsel of record via transmission of Notices of Electronic Filing generated by CM/ECF.

/s/ Timothy A. Kolaya
TIMOTHY A. KOLAYA

Exhibit “1”

INTERAGENCY BIOGRAPHICAL AND FINANCIAL REPORT

This is filed with respect to:

Cendera Bancorp, Inc. Bells, Texas
 Name of Subject Institution or Holding Company City State

- | Type of Filing | Position |
|--|--|
| <input type="checkbox"/> Bank or Savings Association Charter | <input type="checkbox"/> Organizer |
| <input checked="" type="checkbox"/> Bank or Savings and Loan Holding Company | <input checked="" type="checkbox"/> Director |
| <input type="checkbox"/> Change in Bank Control | <input checked="" type="checkbox"/> Senior Executive Officer |
| <input type="checkbox"/> Change in Senior Executive Officer or Director | <input checked="" type="checkbox"/> Principal Shareholder |
| <input type="checkbox"/> Citizen Waiver | <input type="checkbox"/> Trustee |
| <input type="checkbox"/> Charter Conversion | <input type="checkbox"/> Manager |
| <input type="checkbox"/> Deposit Insurance | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Federal Branch or Agency | |
| <input type="checkbox"/> Other _____ | |

BIOGRAPHICAL REPORT

1. Personal Information

(a) Name Barleta Joseph Louis Cole
 Last First Middle (Full Name)

(b) Residence **Redacted**
 Street Address
Philadelphia PA 19147 USA
 City/Town State/Province ZIP/Postal Code Country

(c) If at residence less than five years, list addresses and dates occupied for past five years.

Date From	Date To	Number and Street	State/Province	ZIP/Postal Code	Country
04/01/13	01/31/17	834 Chestnut St #706	PA	19107	USA

(d) Date of Birth: **Redacted**/83
 Month / Day / Year

(e) Place of Birth: San Pablo City Luzon Philippines
 City State Country

(f) United States Social Security Number: **Redacted**

(g) Are you a United States citizen? Yes Date, if naturalized: 09/06/19 No
 (h) If not a United States citizen or if you have dual citizenship, provide:

County of Citizenship: _____
 Passport Number/Expiration Date _____
 Home Country Identification Number _____
 Immigration File Number _____
 Father's Full Name _____
 Mother's Full Name, including maiden name _____
 Telephone number(s) where you can be reached during business hours **Redacted**
 Email Address joecole@capitalsource2000.com

(i) List other names you used and the period of time you used them (for example, your maiden name, name by a former marriage, former name, alias, or nickname). If the other name is your maiden name, put "nee" in front of it.

Other Names Used	Period of Time Used	
	Beginning Date	Ending Date
Joe Cole	08/12/12	Current

2. Employment Record

a. List employment in reverse chronological order for the last five years. Provide the following information. (If the applicant has additional relevant employment experience, or additional information to support the application, provide an attachment).

<u>07/01/19</u>	<u>Current</u>	<u>ALB Management</u>	<u>3704 Kennett Pike #150</u>	<u>Wilmington</u>	<u>DE</u>
Beginning Date	Ending Date	Employer's Name	Street	City	State/Province
		<u>Consulting</u>	<u>President</u>	<u>General Management</u>	
		Nature of Business	Title or Position	Nature of Duties	
		<u>Current</u>	<u>Reason for Leaving</u>		
<u>01/01/17</u>	<u>Current</u>	<u>Full Spectrum Processing</u>	<u>20 N 3rd St</u>	<u>Philadelphia</u>	<u>PA</u>
Beginning Date	Ending Date	Employer's Name	Street	City	State/Province
		<u>Commercial Book Keeping & Servicing</u>	<u>CFO</u>	<u>Manage Accounting, HR, IT</u>	
		Nature of Business	Title or Position	Nature of Duties	
		<u>Current</u>	<u>Reason for Leaving</u>		

04/01/16 06/30/19 Beta Abigail **Redacted** Philadelphia PA

Beginning Date Ending Date Employer's Name Street City State/Province

Consulting President General Management

Nature of Business Title or Position Nature of Duties

Closed Business and reorganized as ALB Management on 07/01/19

Reason for Leaving

b. Have you ever been dismissed or asked to resign from any past employment, including a less than honorable discharge from military service? Yes No If "Yes", provide the following information:

Focus Forward 950 West Valley Rd Wayne PA 19087

Employer's Name Street City State/Province Area Code/Phone Number

Director of Finance 09/10/12 Personality Conflicts with Management

Title or Position Date of Discharge Explanation

ARB Inc. 26000 Commercentre Dr Lake Forest CA 92630

Employer's Name Street City State/Province Area Code/Phone Number

Staff Accountant 04/20/10 Job Performance

Title or Position Date of Discharge Explanation

3. Education and Professional Credentials

a. List each diploma or degree from high schools, colleges, universities, or other schools.

School's Name	Address	Date From	Date To	Degree
University of CA, Irvine	Campus Dr, Irvine, CA 92697	09/09/02	01/31/2004	Computer Engineering (incomplete)
West Valley High School	3401 Mustang Way, Hemet, CA 92545	09/15/98	06/14/2002	High School Diploma

b. List each professional license or similar certificate you now hold or have held (for example, Attorney, Physician, CPA, NASD or SEC registration).

License	Issuing Authority	Date Issued	Status	Expiration
N/A				

4. Business and Banking Affiliations

a. List any company with which you are Associated and provide the following information:

ALB Management Inc.	3704 Kennett Pike #150 Wilmington, DE 19807	Consulting
Company Name	Address	Nature or Type of Business
President	100%	07/01/19
Position Held or Relationship to the Company	Ownership Percentage	Start Date
Winsome Grounds LLC	3704 Kennett Pike #150 Wilmington, DE 19807	Property Holding
Company Name	Address	Nature or Type of Business
Owner	100%	03/18/19
Position Held or Relationship to the Company	Ownership Percentage	Start Date
Capital Source 2000	200 W Elm St Suite 1223 Conshohocken, PA 19428	Factoring Finance
Company Name	Address	Nature or Type of Business
CFO	70%	09/23/15
Position Held or Relationship to the Company	Ownership Percentage	Start Date
FL Memory Lane LLC	108 Louisiana Dr Pensacola, FL 32505	Assisted Living Facility
Company Name	Address	Nature or Type of Business
Managing Member	50%	01/29/19
Position Held or Relationship to the Company	Ownership Percentage	Start Date
Complete Business Solutions Group Inc.	20900 NE 30 th Ave Ste. 307 Miami, FL 33180	Factoring Finance
Company Name	Address	Nature or Type of Business
CFO	0%	10/12/12
Position Held or Relationship to the Company	Ownership Percentage	Start Date
Full Spectrum Processing Inc	20 N 3 rd St Philadelphia, PA 19106	Commercial Book Keeping & Servicing Company
Company Name	Address	Nature or Type of Business
CFO	0%	01/01/17
Position Held or Relationship to the Company	Ownership Percentage	Start Date

b. List the name of any depository institution or depository institution holding company with which you are or were Associated and provide the following information:

N/A			
Depository Institution/Holding Company Name	Address	Nature of Banking Activity	
Position Held or Relationship to the Company	Ownership Percentage	Start Date	End Date

Depository Institution/Holding Company Name	Address	Nature of Banking Activity	
Position Held or Relationship to the Company	Ownership Percentage	Start Date	End Date
Depository Institution/Holding Company Name	Address	Nature of Banking Activity	
Position Held or Relationship to the Company	Ownership Percentage	Start Date	End Date
Depository Institution/Holding Company Name	Address	Nature of Banking Activity	
Position Held or Relationship to the Company	Ownership Percentage	Start Date	End Date
Depository Institution/Holding Company Name	Address	Nature of Banking Activity	
Position Held or Relationship to the Company	Ownership Percentage	Start Date	End Date
Depository Institution/Holding Company Name	Address	Nature of Banking Activity	
Position Held or Relationship to the Company	Ownership Percentage	Start Date	End Date

c. Are you in the process of being considered for a Management official position at another depository institution or depository institution holding company?
 Yes No

If "yes," provide the name of the depository institution or depository institution holding company and the position. If the application has been submitted for regulatory review, provide the name of the regulatory agency.

Depository Institution/Holding Company Name	Position
Appropriate Federal Banking Agency	

d. Are you now or are you proposed to be a Management Official of another insured depository institution or depository institution holding company?
 Yes No

If "yes," explain either why the potential interlock is not a violation of the Depository Institution Management Interlocks Act (12 U.S.C. §§ 3201-3208) or what action will be taken to prevent a violation.

5. Legal and Related Matters (If you answer "Yes" to any question, see question 5g)

- a. Have you been involved in any of the following filings where the filing was denied, disapproved, withdrawn, or otherwise returned without favorable action by a federal or state regulatory authority or a self-regulatory organization:
1. A charter or license application, a depository institution holding company application, or a federal deposit insurance application, in which you were listed as an organizer, director, senior executive officer, or a person that would own or control (either individually or as a member of a group) 10 percent or more of any class of voting securities or other voting equity interest of the institution, or similar position? Yes No
 - (2) A merger application in which you were listed as a director, senior executive officer, or similar position? Yes No
 - (3) A notice of change in director or senior executive officer, senior executive officer, or similar position? Yes No
 - (4) A notice of change in control for a depository institution or other company, or a similar form, in which you were listed (either individually or as a member of a group) as an acquirer or transferee? Yes No
 - (5) Any other application, notice, or other regulatory or administrative request which was filed with a federal or state regulatory authority or a self-regulatory organization in which you were listed in some capacity? Yes No
- b. Have you or any depository institution or depository institution holding company with which you are or were associated been subject to any supervisory agreement, enforcement action, civil money penalty, prohibition or removal order, or other supervisory or administrative action taken or imposed by any federal or state regulatory authority or other governmental entity? Yes No
- c. Has any depository institution with which you are or were Associated:
1. Been placed into conservatorship or receivership or otherwise failed? Yes No
 2. Received financial assistance from a federal agency or instrumentality (for example, FDIC, Resolution Trust Corporation, Federal Savings and Loan Insurance Corporation)? Yes No
 3. Merged with or been acquired by an institution that received financial assistance from a federal agency or instrumentality in connection with the transaction? Yes No

- d. Have you or any company with which you are or were Associated:
1. Filed a petition under any chapter of the Bankruptcy Code or had an involuntary bankruptcy petition filed against you or the company? Yes No
 2. Defaulted on a loan or financial obligation of any sort, whether as obligor, cosigner, or guarantor? Yes No
 3. Forfeited property in full or partial satisfaction of any financial obligation? Yes No
 4. Had a lien placed against property for failure to pay taxes or other debts? Yes No
 5. Had wages or income garnished for any reason? Yes No
 6. Failed or refused to pay any outstanding judgments? Yes No
 7. Failed to satisfy any federal, state or local tax obligations? Yes No
- e. Have you or any company or depository institution with which you are or were Associated been involved in any criminal or civil lawsuit, formal or informal investigation, examination, or administrative proceeding that may result in, or resulted in, any penalty (including, but not limited to, any sanction, fine, order to pay damages, loss of right or benefit, forfeiture of property interest, suspension, removal, disbarment, or revocation of license), agreement (including a deferred prosecution agreement, consent order, written agreement or memorandum of understanding), undertaking, consent, judgment, or order imposed by or entered into with any of the following entities:
1. Any state, federal or foreign court? Yes No
 2. Any department, agency, or commission of the United States government? Yes No
 3. Any state, municipal, or foreign governmental entity? Yes No
 4. Any self-regulatory organization (for example, NASD, FASB, state bar)? Yes No
- f. Have you or any company or depository institution with which you are or were Associated been arrested for, charged with, indicted for, convicted of, or ever pleaded *nolo contendere* to, any criminal matter (including, but not limited to driving under the influence, reckless driving and disorderly conduct)? Yes No
- g. If you answer "yes" to any question in 5(a) through 5(f), provide your explanation by identifying the number of the question, describing the situation in detail (providing supplemental documentation as appropriate), and, where relevant, including the:
- Date of any relevant event;

- Name of any regulatory agency or self-regulatory organization involved;
- Name and location of any institution, company or party involved;
- Nature of your association with any institution or company (for example, officer, director, organizer, principal shareholder, or owner);
- Type of any application, notice, or other regulatory or administrative request;
- Nature of any supervisory, enforcement, or administrative action;
- Direct and indirect debt terms, defaulted amount, and creditor regarding any financial obligation;
- Nature of any lawsuit, charge, proceeding, conviction, or finding;
- Jurisdiction and court in which any legal proceeding occurred; and
- Resolution or disposition of the matter.

6. Additional Information

Present any other information you believe is important to evaluate your filing. If you are involved in the organization of a new depository institution or depository institution holding company, discuss your specific role.

Exhibit A

Supplementary Details to Barleta IBFR

4. – As CFO for Full Spectrum Processing, I assist several businesses as a consultant, including businesses in the consulting, construction, property management, medical and retail industries. These businesses often refer to me as their “Chief Financial Officer” even though I am not an officer or employee of the businesses. A list of these entities can be provided if needed.

5. (d2) – I had the following consumer credit issues in the past. Those files were in default and eventually paid off:

- 2005 Wells Fargo \$2,500.00
- 2007 Dell \$3,000.00
- 2010 One Main Financial \$11,000.00 (related to item 6)

5.(e) – As CFO for Complete Business Solutions Group, I was tasked with working with outside counsel and responding to a subpoena by the PA Department of Banking in February 2018 to provide information regarding finders we paid money to find creditors for the company in 2016 and 2017. They deemed it non-compliant to pay fees to the finders who were not registered as broker-dealers, despite the structure of our creditor notes not being securities (as we were advised by outside counsel). We cooperated with the PA DOB to improve our procedures for documenting creditors and ceased using finders per the state’s determination. The company was assessed a \$499,000.00 penalty and continues to engage in creditor notes through procedures developed with input by the PA DOB. Afterwards, in November, we received a cease and desist order from the NJ Bureau of Securities regarding the same issue in their jurisdiction. After discussing these issues with the state, counsel found that they required registration with their bureau to maintain compliance with the notes we were issuing to creditors in New Jersey. We have since registered with the state and all other states where applicable to ensure transparency and compliance with how our creditor notes are transacted. No additional fees were assessed and the company has no ongoing legal liability from this issue in 2018.

Capital Source 2000, Inc., Conshohocken, Pa is currently being sued in state court in New York, NY. by Bonwick Capital because they requested an early redemption of the principal and interest on a multi-year \$450,000 note that they had invested in the company. The principal was returned immediately as request but the \$39,000 of interest was not paid because of the early redemption request. The company is in litigation on this matter.

Updated: On September 18, 2019, the company agreed to settle the matter for \$35,000.

No bank regulatory entity is involved in this suit.

6. – In September 2010, I was charged with driving under the influence in Riverside County, CA. This was a first-time offence and I was sentenced to 30 days with an ankle monitor, to complete drunk driving education classes and to pay \$10,000.00 in fines. These sentencing requirements were all satisfied and I have no other infractions on my record.

FINANCIAL REPORT

Financial Statement as of 08/31/19

ASSETS		LIABILITIES AND NET WORTH	
Cash on hand and in depository institutions	\$34,976.58	Accounts Payable	\$0.00
Marketable securities (Schedule A)	\$186,915.89	Notes payable and other loans (Schedule F)	\$0.00
Notes receivable (Schedule B)		Real estate mortgages (Schedule C)	\$689,270.00
Real estate (Schedule C)	\$1,050,000.00	Other liabilities (Schedule G)	\$0.00
Proprietary interests and other securities (Schedule D)	\$6,320,651.50	TOTAL LIABILITIES	\$689,270.00
Retirement funds and other assets (Schedule E)	\$99,465.57	Net worth (Total assets less total liabilities)	\$7,002,739.54
TOTAL ASSETS	\$7,692,009.54	TOTAL LIABILITIES AND NET WORTH	\$7,692,009.54

CONTINGENT LIABILITIES

In addition to the liabilities listed on the Financial Statement, have you endorsed, guaranteed, or become otherwise indirectly or contingently liable for the debts of others or through a pending lawsuit?

Yes No

If "yes," complete the following:

Debtor or Obligor	Creditor or Oblige	Description and Value of Collateral	Due Date	Current Amount
Name	Name			
Address	Address			
Name	Name			
Address	Address			
TOTAL				\$ 0.00

SUPPORTING SCHEDULES

Schedules must agree in total with the appropriate item contained in the Financial Statement on page 8 of this report.

Schedule A – Marketable Securities

Indicate all debt and equity securities listed on an exchange or otherwise regularly traded in an open market. Separate debt and equity securities. Securities of closely held corporations should be listed on Schedule D—Proprietary Interests. The description should include the name of the issuer, the principal amount or number of shares held, and the interest rate, if applicable. Small holdings may be aggregated and shown as “other” provided that they account for no more than 10 percent of marketable securities.

Description	Market Value
Fidelity Brokerage Investments	\$186,915.89
TOTAL	\$186,915.89

Schedule B – Notes Receivable

The description should include the name of the obligor, the note's maturity and terms of repayment, and a description of any collateral. If the note is payable to you and others jointly, indicate only your beneficial interest under Current Balance.

Description	Current Balance
FL Memory Lane Note Receivable	\$ 81,000.00
TOTAL	\$ 81,000.00

Schedule C – Real Estate and Related Loans

List all real estate in which you hold a beneficial interest. Submit year-end financial statements, including profit and loss statements, for the last two years for each investment (exclude residence) in which you have an interest equal to 10 percent or more of your net worth. Also submit a cash flow statement on any investment property valued at 10 percent or more of net worth.

Description and Address of Property	Owner of Property	Percent Ownership	Mortgage Holder	Maturity Date	Current Mortgage Balance*	Current Market Value**
Redacted Philadelphia, PA 1917	Joseph Barleta	100%	Flagstar Bank 1 st , Fulton Bank 2 nd	01/01/47	\$689,270.00	\$1,050,000.00
TOTAL						\$1,050,000.00

- * Carry TOTAL forward to Assets - Real estate
- ** Carry TOTAL forward to Liabilities - Real estate mortgages

Schedule D – Proprietary Interests and Other Securities

List all companies, the shares of which are not listed on a securities exchange or otherwise regularly traded, in which you hold a beneficial interest. (Submit year-end financial statements, including profit and loss and cash flow statements, for the last two years for each business interest in which you have an interest equal to 10 percent or more of your net worth.)

Name and Address of Company	Legal Form of Company	Nature of Business	Percent Ownership	Current Value
FL Memory Lane LLC 108 Louisiana Dr Pensacola, FL 32505	Multi-member LLC	Assisted Living Facility	50%	\$12,332.68
Capital Source 2000 200 W Elm St #1223 Conshohocken, PA 19428	C – Corporation	Factoring Finance	70%	\$4,200,000.00
ALB Management Inc. 3704 Kennett Pike #150 Wilmington, DE 19807	C – Corporation	Consulting	100%	\$1,068,113.24
Winsome Grounds LLC 3704 Kennett Pike #150 Wilmington, DE 19807	Single Member LLC	Property Holding	100%	\$1,040,205.58
TOTAL				\$6,320,651.50

Schedule E - Other Assets

Include retirement funds (for example, 401K, IRA, Keogh), accounts receivable, merchandise and inventory at lower of cost or market value, machinery and equipment (less depreciation), and life insurance at its cash surrender value.

Description	Basis for Valuation	Current Value
Fidelity 401K	Retirement Account	\$99,465.57
TOTAL		\$99,465.57

Schedule F – Notes Payable and Other Loans

Indicate all loans or notes payable, including loans on life insurance and retirement funds (but not real estate mortgages listed in Schedule C). Loan origination information must include the original date, loan amount, and co-makers, if any, and their percent obligation. Small obligations may be aggregated and shown as “other,” provided that they account for no more than 20 percent of other loans and notes payable. Indicate any debt that is contractually delinquent by an asterisk next to the current balance.

Name and Address of Creditor and Loan Origination Information	Description and Value of Collateral	Maturity Date	Current Balance
N/A			
TOTAL			

Schedule G - Other Liabilities

Include interest and taxes due and unpaid, other debts accrued, and other liabilities.

Payable To	Description	Maturity Date	Current Balance
N/A			
TOTAL			

Cash Flow Statement*

Sources of Cash	2017	2018	Projected Current Year 2019	Projected Next Year 2020
Salaries, wages, commissions, and other employment income	\$240,922.94	\$342,845.97	\$384,000.00	\$384,000.00
Rents, royalties, and investments	\$0.00	\$0.00	\$0.00	\$0.00
Income from dividends and interest	\$0.00	\$9,338.79	\$25,000.00	\$30,000.00
Income and other distributions from partnerships	\$1,275,264.07	\$1,723,511.11	\$2,200,000.00	\$2,500,000.00
Other sources**	\$0.00	\$0.00	\$0.00	\$0.00
Total cash received	\$1,516,187.01	\$2,075,695.87	\$2,609,000.00	\$2,914,000.00
Personal living expenses (rent, household)	\$402,815.92	\$1,357,971.96	\$1,400,000.00	\$1,500,000.00
Fixed obligations***	\$71,333.28	\$71,333.28	\$71,333.28	\$71,333.28
Income taxes	\$535,665.00	\$726,494.00	\$913,150.00	\$1,019,900.00
Capital contributions to partnerships	\$0.00	\$81,000.00	\$0.00	\$0.00
Other uses**	\$0.00	\$0.00	\$0.00	\$0.00
Total cash outlay	\$1,009,814.20	\$2,236,799.24	\$2,384,483.28	\$2,591,233.28
NET CASH FLOW (deficit)	\$506,372.81	(\$161,103.37)	\$224,516.72	\$322,766.72

* Discuss any significant changes on a separate page.

** Itemize on a separate page any items amounting to 10 percent or more of total cash received or total cash outlay.

*** Fixed obligations include debt service on all loans and any budgeted capital improvement expenditures for real estate investments. Any loan proceeds or debt service related to this transaction should be included in projections for other sources or uses.

Cash Flow Statement, continued

Discussion of significant changes and items over 10%

Privacy Act Notice

The solicitation and collection of this information, including a Social Security Number, is authorized by those statutes that require an appropriate federal banking agency to determine the competence, experience, integrity, and financial ability of individuals proposing to serve a federally regulated financial institution in an official capacity – that is, as a director, officer, employee, or principal shareholder. These statutes include: 12 U.S.C. § 27 (national bank charters); 12 U.S.C. § 1464 (federal savings bank charters); 12 U.S.C. § 1815 (federal deposit insurance); 12 U.S.C. § 1817(j) (changes in control of insured depository institutions); and 12 U.S.C. § 1831(i) (agency disapproval of directors and senior executive officers of insured depository institutions or depository institution holding companies). The provision of requested information, including a Social Security Number, is voluntary. However, the failure to provide any requested information may result in denial, disapproval, or delay in the processing of an application or notice.

Depending on the manner in which an appropriate federal banking agency maintains solicited information, some or all of that information may be subject to the Privacy Act of 1974, 5 U.S.C. § 552a. In such instances, disclosures of covered information may be made to: (1) third parties to complete background checks; (2) financial institutions for supervisory purposes; (3) governmental, tribal, self-regulatory, or professional organizations when information is relevant to either a known or suspected violation of law or licensing standard or relevant and necessary to the governmental or self-regulatory organization's regulation or supervision of financial service providers; (4) the Department of Justice, a court, an adjudicative body, a party in litigation, or a witness when relevant and necessary to a legal or administrative proceeding; (5) congressional offices when the information is relevant to an inquiry initiated on behalf of its provider; (6) an agency's contractors or agents; and (7) other third parties when mandated or authorized by statute.

Additionally, while certain of the solicited information is exempt from disclosure under the Freedom of Information Act because disclosure would constitute a clearly unwarranted invasion of personal privacy, other information is not exempt. Nonexempt information will ordinarily include the names of individuals, the financial institutions that they propose to serve, the statutory context in which information has been provided, and prior bank-related employment and affiliation.


CERTIFICATIONS

Biographical and Financial Report Certification (Individual Applicant)

**If a joint financial statement is being submitted, both parties should complete the "Certification."*

I understand that the appropriate regulatory agency may conduct extensive checks into my background, experience, and related matters in conjunction with my application or filing. I certify that the information contained in the biographical report and financial report, including all attachments, has been carefully examined by me and is true, correct, and complete. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

Signed this 24th day of 2019.



Signature
JOSEPH LOUIS COLE BARWETA

Print or type name

Title (if applicable)

Signature*


Print or Type name

Title (if applicable)

Financial Report Certificate (If filing joint financial statements, Individual Applicant's spouse must complete the following certification).

I understand that the appropriate federal banking agency may conduct extensive checks in conjunction with the information contained in the joint financial statement. I certify that the information contained in the joint financial statement, including all attachments, has been carefully examined by me and is true, correct, and complete. I acknowledge that any misrepresentation or omission of a material fact constitutes fraud in the inducement and may subject me to legal sanctions provided by 18 U.S.C. §§ 1001 and 1007.

Signed this 24th day of 2019.



Signature
JOSEPH LOUIS COLE BARWETA

Title (if applicable)

Signature*

Title (if applicable)

Winsome Grounds LLC

BALANCE SHEET

As of August 31, 2019

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
PNC Operating 3395	131,193.07
Total Bank Accounts	\$131,193.07
Other Current Assets	
Tenant Receivable - FLML	3,738.00
Total Other Current Assets	\$3,738.00
Total Current Assets	\$134,931.07
Fixed Assets	
108 Louisiana Dr	125,000.00
Walnut Green - Lot 3	780,274.51
Total Fixed Assets	\$905,274.51
TOTAL ASSETS	\$1,040,205.58
LIABILITIES AND EQUITY	
Total Liabilities	
Equity	
Owner's Investment	1,046,168.25
Retained Earnings	
Net Income	-5,962.67
Total Equity	\$1,040,205.58
TOTAL LIABILITIES AND EQUITY	\$1,040,205.58