

1 letters or whether they were denoted for a retainer for
 2 FusionPharm, I don't recall. But I -- but the import of
 3 the statements -- of the statement was that, you know,
 4 you're hired, and in my mind it was FusionPharm.
 5 Q Okay.
 6 MR. KARPEL: Kim, let's go off the record for a
 7 moment.
 8 (Short recess from 10:22 a.m. to 10:28 a.m.)
 9 MS. GREER: Let's go back on the record,
 10 please, at 10:28, a.m.
 11 BY MS. GREER:
 12 Q Mr. Lehrer, during the break, did we have any
 13 substantive conversations about the case?
 14 A No.
 15 Q Going back to the meeting that was held in
 16 Orlando between yourself, Mr. Sears, and Mr. Scholz, how
 17 long was the meeting?
 18 A Maybe an hour.
 19 Q And was there any legal advice sought during
 20 the meeting?
 21 A No. It was very general about the company,
 22 what my experience is.
 23 Q And what did -- what did -- what did Mr. Sears
 24 say about FusionPharm?
 25 A I really don't recollect. I mean, it was just

1 very competent CEO.
 2 MR. KARPEL: Any more that you recall?
 3 THE WITNESS: No.
 4 MR. KARPEL: Anything about the facilities or
 5 what customers? Anything --
 6 THE WITNESS: No.
 7 MR. KARPEL: -- along those lines?
 8 THE WITNESS: Nothing about that. Generally
 9 about what these pharmpods were.
 10 MR. KARPEL: That's what you remember? So
 11 talking through this, it's not jogging your memory as to
 12 any other parts of the conversation?
 13 THE WITNESS: No.
 14 MR. KARPEL: Okay.
 15 BY MS. GREER:
 16 Q Did Mr. Sears indicate that he, through his
 17 company, was a shareholder of FusionPharm?
 18 A I don't recall.
 19 MR. KARPEL: And was it at this meeting you
 20 talked about a registration statement?
 21 THE WITNESS: Yes.
 22 MR. KARPEL: Can you tell us about that?
 23 THE WITNESS: Yeah. The information was that
 24 the company wanted to do an S-1 registration statement.
 25 MR. KARPEL: It was Mr. Sears who was telling

1 very general stuff about what the business is.
 2 Q What did he tell you their business was?
 3 A Selling these pharmpods for cultivation.
 4 Q Did Mr. Scholz tell you anything about
 5 FusionPharm?
 6 A I don't really recall him saying anything about
 7 FusionPharm. He was really there as an introduction to
 8 Mr. Sears.
 9 MR. KARPEL: What else do you recall about the
 10 meeting? Can you just sort of describe what was said
 11 generally?
 12 THE WITNESS: I can't really recall. I mean,
 13 it was just very general about what the company did,
 14 what its prospects were. That was about it.
 15 MR. KARPEL: Did he talk about the future? Did
 16 he talk about what -- you know, what FusionPharm's plans
 17 were for expansion or growth, those kinds of things?
 18 THE WITNESS: Well, I think they talked about
 19 the opportunity -- he talked about the opportunity in
 20 other states where marijuana was medically approved
 21 and/or would be recreationally permitted. Again, very
 22 general kind of information.
 23 MR. KARPEL: Did he speak about Mr. Dittman at
 24 all, the CEO?
 25 THE WITNESS: I believe so, just that he was a

1 you that?
 2 THE WITNESS: Yes.
 3 BY MS. GREER:
 4 Q Did you have an understanding as to why
 5 FusionPharm wanted to do an S-1?
 6 A Well, yes. They wanted to become an
 7 SEC-reporting company.
 8 Q Do you know an individual by the name of Guy
 9 Jean-Pierre?
 10 A Yes.
 11 Q And how do you know Mr. Jean-Pierre?
 12 A I knew him in connection with my ex-wife's
 13 practice.
 14 Q Was he a member of your ex-wife's firm?
 15 A No, absolutely not.
 16 Q Can you explain what you mean when you say you
 17 knew him in connection with your ex-wife's practice?
 18 A Well, I believe I only met him once; but prior
 19 to that, there was -- I believe it had something to do
 20 with my ex-wife contesting something about his opinion
 21 letters.
 22 Q Do you recall when that happened?
 23 A I think it was around 2007 or 2008.
 24 Q And you said you met him once?
 25 A Yeah. I can't even recall why I met him, but,

1 you know, I found out -- I was with my son, and I found
 2 out his office was right there, and I walked in and
 3 introduced myself. And I just don't recall what it was,
 4 an introduction or I was inquiring about something in
 5 particular that my ex-wife had told me to inquire about.
 6 This was quite a while ago. I don't recall. And it was
 7 an extremely brief, no more than one minute, situation.
 8 Q Did you ever speak with Mr. Jean-Pierre about
 9 FusionPharm?
 10 A No, absolutely not.
 11 Q Did you ever become aware at any point that Mr.
 12 Jean-Pierre was involved with FusionPharm?
 13 A I don't recall.
 14 Q You don't recall ever knowing that, or you
 15 don't recall either way?
 16 A I really don't recall either way. I mean, it's
 17 conceivable, but it's certainly not at the forefront of
 18 my mind that he was involved in any way.
 19 MR. SALLAH: Is that something you would have
 20 remembered, having this prior incident with him, met
 21 him, had this, you know, brief incident if his name
 22 would have come up in the context of FusionPharm? You
 23 would have --
 24 THE WITNESS: Yeah, I would have, because at
 25 some point I had learned that he had been banned from

1 BY MS. GREER:
 2 Q Do you know an individual by the name of Tod
 3 DiTommaso?
 4 A Tod DiTommaso? What -- I'm not sure. I think
 5 he may have been involved as an officer or one of these
 6 shareholders. I'm not sure. I don't recall his name in
 7 particular other than perhaps in connection with his
 8 opinion letters.
 9 Q I'm sorry. I don't understand that. So you
 10 recognize his name or you don't recognize his name?
 11 A I'm thinking perhaps that one of these slices
 12 of debt that was sold, that that particular person was
 13 representing one of the entities that was trying to free
 14 up shares.
 15 Q Okay.
 16 A But I don't -- other than that, I never met the
 17 guy, never -- you know, I don't even know --
 18 Q Okay. So I'll represent to you -- we'll get to
 19 those -- your attorney opinion letters.
 20 A Yeah.
 21 Q Right. None of those relate -- none of the
 22 entities who purchased Bayside debt related to Tod
 23 DiTommaso at all. So --
 24 A You're telling me this?
 25 Q I'm telling you this.

1 issuing opinion letters.
 2 BY MS. GREER:
 3 Q When did you learn that?
 4 A I don't recall. It was probably, you know,
 5 just through a computer search, not necessarily in
 6 reference to him in particular, you know, but banned
 7 opinion writers.
 8 Q Is there a reason that you were doing that
 9 search?
 10 A I really don't recall.
 11 MR. KARPEL: Did -- did you do that search
 12 during the time period that you still represented
 13 FusionPharm?
 14 THE WITNESS: No.
 15 MR. KARPEL: After?
 16 THE WITNESS: No, this is way before.
 17 MR. KARPEL: Before?
 18 THE WITNESS: Yes.
 19 MR. KARPEL: Okay. So you know before --
 20 THE WITNESS: I believe so.
 21 MR. KARPEL: You knew before you began
 22 representing FusionPharm that Guy Jean-Pierre had been
 23 banned?
 24 THE WITNESS: Yes.
 25 MR. KARPEL: And ...

1 A Okay. All right.
 2 Q So knowing that, I mean, does --
 3 A No, I --
 4 Q -- do you know his name?
 5 A I don't know his name.
 6 Q And I'll represent to you he's an attorney
 7 practicing in California. Does that refresh your
 8 recollection or ring any bells?
 9 A Oh, I'm sorry. You mean the gentleman that had
 10 issued opinion letters before me?
 11 Q So you do know --
 12 A No, I do.
 13 Q Okay.
 14 A Yeah, because I remember -- I apologize. I
 15 didn't get the name right in my mind. I had reviewed an
 16 opinion letter that he issued. It was provided to me.
 17 Q Who provided that to you?
 18 A Bill Sears.
 19 Q And when did Mr. Sears provide Mr. DiTommaso's
 20 opinion letter to you?
 21 A I don't recall exactly, but it was early on in
 22 the engagement.
 23 Q Was it before you drafted and issued your first
 24 FusionPharm --
 25 A I believe so --

**IN THE CIRCUIT COURT OF THE FIFTEENTH JUDICIAL CIRCUIT
IN AND FOR PALM BEACH COUNTY, FLORIDA
CASE NO. 502011CA007165XXXXMB-AE**

BIG APPLE CONSULTING USA, INC.,
a Delaware corporation; BIG APPLE
EQUITIES, LLC., a New York Limited
Liability Corporation, MANAGEMENT
SOLUTIONS INTERNATIONAL, INC.,
a Florida corporation, and MARC JABLON,
an individual,

Plaintiffs,

vs.

BRENDA LEE HAMILTON, an individual;
HAMILTON & ASSOCIATES LAW GROUP,
P.A., and HAMILTON & LEHRER, P.A.

Defendants.

Declaration

My name is Frederick M. Lehrer. I am a Florida licensed attorney. On or about July 15, 2011, I was assisting Hamilton & Associates Law Group, P.A. in various matters and accepted a telephone call from Leslie Jean Pierre ("L. Pierre"), who identified herself as an attorney licensed to practice law in Texas and the niece of Guy Jean-Pierre ("GJP"). L. Pierre informed me that she wished to discuss matters pertaining to a June 15, 2011 letter to the Texas Bar in matter number S00411125140 (hereafter referred to as the "Texas Bar Matter"), a copy of which letter is attached hereto as Exhibit A. L. Pierre told me the following:

1. In or about March or April of 2010, her uncle, Guy Jean-Pierre ("GJP"), asked her for a copy of my driver's license and signature, which he said was required to form a corporation, Complete Legal Solutions, Inc. ("CLS"). GJP also asked L. Pierre to assist him with his law firm because he had more legal work than he could do. This work included drafting legal opinions in securities-related matters.
2. L. Pierre advised GJP that she knew nothing about such legal opinions, the SEC, or the OTC Markets. GJP responded, "Don't worry about it". At the conclusion of this conversation, L. Pierre made it clear to GJP that she did not have any experience in securities or corporate law.
3. In compliance with GJP's request, L. Pierre provided GJP with a copy of her driver's license and signature for the purpose of forming CLS. In hindsight, after realizing that her signature has been forged on legal opinions, L. Pierre realized that this was an ill-

- advised action on her part. However, at the time she trusted her uncle completely, and never imagined he would violate this trust.
4. L. Pierre had had no further contact with GJP until approximately one year later, when she received notification of the Texas Bar Matter, relating to Brenda Hamilton's concerns about legal opinions that purport to have been authored and signed by L. Pierre under the CLS letterhead. L. Pierre identified those letters as forgeries and L. Pierre did not author or sign them, or authorize GJP or anyone else to sign her name to these letters.
 5. L. Pierre called GJP to discuss these circumstances. GJP told L. Pierre said that Ms. Hamilton filed the Texas Bar Matter against him in retaliation against him, which made no sense to L. Pierre. Ms. Hamilton provided L. Pierre with the legal opinions in question and there is no doubt they are forgeries of her signature.
 6. L. Pierre confronted GJP about the forged letters, and advised him that she never authorized him to sign her name to the legal opinion letters. In response, GJP told L. Pierre that he thought that she had understood "how things would work." L. Pierre interpreted this remark to be an admission that he her uncle had forged her name to these letters, but explained that he believed she had somehow been complicit in his plan to do so.
 7. L. Pierre immediately responded to GJP that he never gave her any idea of "how things would work," and specifically never told her that he would be signing her name to opinion letters. L. Pierre also told him that she never would have agreed to allow him or anyone else to use her signature or name in such a manner.
 8. Based on this conversation with GJP, L. Pierre has come to the conclusion that GJP forged her signature to, or used a copy of her signature on the legal opinions that are the subject of the Texas Bar Matter. .
 9. Before learning of the Texas Bar Matter, L. Pierre was unaware that OTC Markets had banned GJP from providing any opinion letters to OTC Markets. In hindsight, she has concluded that GJP used her to form CLS because the OTC Markets would not accept any opinion letters authored by his firm, or any new firm he might create, since he had been banned. Instead, he used CLS and L. Pierre's name -- without her knowledge or permission -- to continue sending opinion letters to OTC Markets and evade the ban, by not using his own name.
 10. L. Pierre has never had any contact with Marc Jablon, Mark Kaley, Big Apple Consulting or anyone acting on her behalf. L. Pierre has never provided a copy of her driver's license or signature to Marc Jablon, Mark Kaley, Big Apple Consulting or anyone on his or her behalf. L. Pierre has never provided a legal opinion, or legal opinion bearing her signature, to Marc Jablon, Mark Kaley, Big Apple Consulting or anyone acting on their behalf. L. Pierre has never authorized Marc Jablon, Mark Kaley, Big Apple Consulting or anyone acting on their behalf to provide her driver's license or any legal opinion bearing her signature to anyone, including the OTC Markets.

I declare under the penalty of perjury that the foregoing is true and correct.


Frederick M. Lehrer

Executed on August 7 2011

DECLARATION OF FREDERICK M. LEHRER

The undersigned, Frederick M. Lehrer, hereby declares that:

1. I am an attorney licensed to practice law in the state of Florida.
2. I am a former attorney with the Division of Enforcement of the US Securities and Exchange Commission and a Special Assistant US Attorney with the United States Attorney's Office for the Southern District of Florida.
3. I have a son, Brandon Lehrer, with my ex-wife, Brenda Hamilton.
4. Since he was born, Brandon has suffered various illnesses, which last for weeks and sometimes more than a month. During May of 2010, Brenda and I were told that our son, Brandon's immune system was not functioning properly, which was particularly traumatic for Brenda because her sister's first son died of a rare immune disorder when he was 3 years of age and her sister's second son recently was diagnosed with Stage 4 nasopharyngeal cancer.
5. Because we were advised by our physician at Miami Children's Hospital that Brandon could literally die from a cold, whenever Brandon was ill, Brenda missed work to care for our son, instead of arranging for a babysitter or other childcare.
6. Shortly after learning of our son's illness, in July of 2010, Brenda learned her mother (now deceased) was diagnosed with cancer of an unknown primary region, a terminal form of cancer with a 100% mortality rate. Brenda also assisted in the care of her mother regarding her illness.
7. Because it was impossible for Brenda to maintain a normal work schedule for almost a year, until her mother's death in late April 2011, as summarized above in 4-6, I provided her with assistance in her work with multiple client matters during such time including her representation of Cloud Centric, Inc. ("Cloud Centric") and David Lovatt ("Lovatt"). At times I provided representation to Cloud Centric and Lovatt including the appropriate steps Cloud Centric should take to correct its prior illegal public disclosures, which are available on the OTCMarkets.com website, which Guy Jean Pierre ("Jean Pierre") and Kimberly Graus ("Graus") opined upon.
8. I substantially assisted in drafting the Cloud Centric remedial disclosures (the "Remedial Disclosures") posted on the OTC Markets website pertaining to Big Apple Consulting and its related corporate egos and control persons (collectively "Big Apple"), including Marc Jablon ("Jablon") which are the subject of the Florida Bar grievance (the "Grievance") filed by Jablon against Brenda.
9. When assisting with the drafting of the Remedial Disclosures, I confirmed ALL of the factual disclosures concerning Big Apple by reviewing executed contracts, publicly available information, filings on www.sunbiz.org & OTC Markets website and Cloud Centric's corporate documents and did not rely upon any factual representations made by Lovatt, Brenda or any other person. I also conducted a legal analysis of the securities law issues related to the matters involving Big Apple and assisted with the drafting of the legal analysis contained within the

Remedial Disclosures.

10. It is my opinion that the Remedial Disclosures are factually and legally accurate and are disclosures required by the securities laws.

11. In December of 2010, I assisted David Lovatt in drafting the bar grievance against Carl N. Duncan for the theft of shares held in escrow by Duncan after Duncan provided me with what I believe are false accountings of Cloud Centric's common shares he purportedly held in Escrow. I also assisted substantially with drafting the grievances filed against Jean Pierre and Graus as well as the UPL grievance concerning Connectyx Technologies, Inc. during the time when Brenda's mother was in the final stages of her cancer.

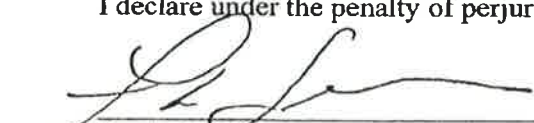
12. It is my firm belief that there are no confidential communications of any type (including between Jablon and Brenda), which were disclosed in the Remedial Disclosures because I independently verified the information concerning Big Apple contained within the Remedial Disclosures from publicly available documents from the internet, transfer agent documents, or contracts and corporate documents provided by Lovatt.

13. I have never spoken with Marc Jablon or anyone at Big Apple about any portion of the information contained within the Remedial Disclosures.

14. It is my opinion that Brenda's only objective and role in drafting the Remedial Disclosure was to protect the interests of her clients, Cloud Centric and Lovatt and provide truthful disclosure of the public to protect her clients' interests and prevent them from being the subject of an SEC enforcement action based upon improper and illegal disclosures drafted by Big Apple and opined upon by Graus and Jean Pierre, neither understood or undertaken by Cloud Centric and Lovatt.

15. It is a travesty of just that Brenda has spent more than a year and dedicated literally hundreds of hours defending herself against fabricated allegations made by Jablon during a period of her life when she had devastating personal matters requiring her attention.

I declare under the penalty of perjury that the foregoing is true and correct.



Frederick M. Lehrer

Executed this 16th^h day of October 2011

Private Email <william@williamjsears.com>
To: William Sears
FW: Introduction

September 8, 2016 8:08 AM



From: Lehrer, Fred [mailto:flehrer@securitiesattorney1.com]
Sent: Wednesday, August 28, 2013 11:04 AM
To: William Sears
Subject: Re: Introduction

OK
Thanks

On Wed, Aug 28, 2013 at 1:02 PM, William Sears <william@williamjsears.com> wrote:
No he has not been secretary since the beginning of 2012 when this came to light

Regards,

William Sears
(303) 518-3895

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From: Lehrer, Fred [mailto:flehrer@securitiesattorney1.com]
Sent: Wednesday, August 28, 2013 11:02 AM
To: William Sears
Subject: Re: Introduction

Bill

I have reviewed some of the otcmarkets' flings for Fusion Pharm, Inc.

Can you please inform me whether the link below is the same person appointed to Secretary and whether he still is the Secretary?

<http://www.sec.gov/litigation/litreleases/2012/lr22562.htm>

Thank you

On Wed, Aug 28, 2013 at 10:58 AM, William Sears <william@williamjsears.com> wrote:
Fred,

We will be in town next week. I would love to have lunch to discuss. We are looking to do a form 10 and S1. I assume you have reasonable auditors you work with along with a BD that will do the 2-11 for the BB? The symbol is FSPM. I look forward to meeting next week and have a great holiday.

Regards,

William Sears
(303) 518-3895

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From: Lehrer, Fred [mailto:flehrer@securitiesattorney1.com]
Sent: Wednesday, August 28, 2013 8:40 AM
To: William Sears
Subject: Introduction

Bill:

I understand that Rich Scholz has provided you with an introduction to my services. In further explanation, I have some of the lowest rates in the business for registration statements, opinion letters, periodic reports, securities disclosure matters and other securities related matters.

I charge \$350 for opinion letters. Because Rich referred you I would lower that amount for you to \$250 (most opinion letters are from \$500 to \$1,250). My hourly rate is \$300/hour. I accept low retainers of \$2,500. On registration statements, I charge \$10,000 to \$15,000 plus a block of stock from 200,000 shares to 400,000 shares. All registration statement quotes are open to negotiation. I have a deep regulatory background with 15 years at the SEC and 3 1/2 years as a Special Assistant United States Attorney. My legal practice since 2000 has been predominately in the area of corporate finance. My ultimate goal in any engagement is to provide full and accurate disclosure to the public and the SEC to protect the shareholders and to provide liability protection to the issuer and its officers and directors. Kindly review my website below or my linked in page for further information pertaining to my background and services.

I look forward to discussing these matters with you further and working with you in the future.

Thank you.

--
Frederick M. Lehrer, Esq.
Attorney and Counselor at Law
285 Uptown Blvd, 402
Altamonte Springs, Florida 32701
Office: (321) 972-8060
Cell: (561) 706-7646
Email: flehrer@securitiesattorney1.com
Websites: www.securitiesattorney1.com; www.secdefenselaw.com

--
Frederick M. Lehrer, Esq.
Attorney and Counselor at Law
285 Uptown Blvd, 402
Altamonte Springs, Florida 32701
Office: (321) 972-8060
Cell: (561) 706-7646
Email: flehrer@securitiesattorney1.com

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1 Dudley came to you or called you --

2 A Correct.

3 Q -- and said I've seen Sears in the office
4 every day for the past two months.

5 A Correct.

6 Q And at a later point in time, Mr. Dittman
7 told you Sears has nothing to do with FusionPharm and
8 I'd never let him have anything to do with FusionPharm?

9 A Correct.

10 Q Do I have the timeline right so far?

11 A Correct. And then Mr. Dudley informed me
12 that pursuant to discussions with Mr. Dittman, that
13 there would not be any disclosure because -- regarding
14 Mr. Sears or Meadpoint being an affiliate because based
15 upon Mr. Dittman's representations, he was not.

16 Q Did Mr. Dudley express to you any indication
17 that he might not agree with Mr. Dittman's
18 characterization of Mr. Sears' involvement with
19 FusionPharm?

20 A Only from the standpoint that he saw him
21 there every day. I really apologize I had too much
22 coffee this morning.

23 Q Do you need to take a break?

24 A Yes.

25 MR. LYMAN: Let's go off the record.

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1 (A break was had from 11:04 to 11:10 a.m.)

2 MR. LYMAN: All right. Let's go back on the
3 record.

4 BY MR. LYMAN:

5 Q Mr. Lehrer, while we were on the break, did
6 we have any substantive conversations about the case?

7 A No.

8 Q Okay. In your previous day's testimony we
9 had asked you whether you had an understanding that
10 Meadpoint was one of Bill Sears' companies and you had
11 refused to answer that question on privilege grounds.
12 In light of the agreement we now have with Mr. Sears'
13 counsel, will you now answer whether you were aware
14 that Meadpoint was one of Bill Sears' companies during
15 the time you were issuing Rule 144 letters?

16 A Yes.

17 Q And how did you come to be aware of that
18 information?

19 A In a meeting with Mr. Sears, he told me that
20 he was in control of Meadpoint, but that he was
21 transferring it to a third party unrelated to him or in
22 any family context, including his mother.

23 Q So when you first had the conversation about
24 Sears' ownership in Meadpoint, he mentioned
25 specifically that he wasn't going to transfer Meadpoint

1 to his mother?

2 A Very specifically.

3 Q And was that on your prompting, did you ask
4 him whether he was going to transfer it to his mother
5 or did he just volunteer that particular family member?

6 A I did ask him.

7 Q And why his mother? Why did that come up?

8 A I don't remember why it came up, you know, we
9 were having a conversation back and forth. And, you
10 know, through questioning or otherwise about whether it
11 was going to be transferred to a family member. He
12 said, no, it's not going to be transferred to a family
13 member. And I may have asked him, you know, is it
14 going to be transferred to your wife, to your mother,
15 you know, you're saying it's not going to be
16 transferred to a family member. Does that include "X"
17 and "Y"? I don't remember specifically if I asked
18 that, but certainly in the conversation it was
19 communicated to me that it would not be transferred to
20 his mother specifically.

21 Q Did you ever have an understanding of whether
22 any of the other entities for which you wrote Rule 144
23 opinion letters or which were involved in any of the
24 opinion letters were owned by Mr. Sears' mother?

25 A Yes.

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1 Q Okay. And which entities were those?

2 A When I had that conversation with Mr. Sears
3 in or about April, 2014, when he said he transferred it
4 to his mother.

5 Q But prior to that, when you had the
6 conversation with Mr. Sears, which I believe you
7 thought was in October, 2013, about him transferring
8 Meadpoint, at that point in time were you aware of any
9 other entities that were owned by, managed by or
10 included as an officer, Mr. Sears' mother?

11 A No.

12 Q Okay. And other than Meadpoint, did you ever
13 become aware of any other entities that were owned by
14 or directed by or had as an officer Mr. Sears' mother?

15 A No. Again, apart from that conversation in
16 April, 2014, with Mr. Sears.

17 Q Okay. So what about Bayside Realty Holdings,
18 did you ever come to understand that Mr. Sears's mother
19 was involved with that company?

20 A No.

21 Q Okay. But you knew that there was a Sandra
22 Sears who was involved with Bayside?

23 A My understanding, it was the Sandra Sears
24 that was Bill Sears' wife.

25 Q Okay. And what did you understand the person

1 A Correct.

2 Q 2013. So the date of the e-mail is October
3 10, 2013. Thank you for that. And at your prior day
4 of testimony we had asked you if you had an engagement
5 letter with Mr. Sears and you said that you did, but we
6 didn't yet have it. So is this document that begins on
7 page Bates number FLWS00291 the engagement letter
8 between you and Mr. Sears?

9 A Yes, however, I do recall that Mr. Sears
10 signed that document and if in fact, we did not produce
11 that, we produced a copy with the signature of Mr.
12 Sears.

13 (SEC Exhibit No. 122 was marked for
14 identification.)

15 BY MR. LYMAN:

16 Q Let's mark this 122. Exhibit 122, Bates
17 number FLWS00298. And if you take a look at the third
18 page of this document, unfortunately, this doesn't
19 include every page of the agreement, but the third page
20 of this document appears to be the signature page of
21 Mr. Sears.

22 A That's correct.

23 Q Okay. And as this was produced it's missing
24 every other page. Any reason to think that this
25 agreement, this signed agreement, is any different from

1 the agreement that's attached to Exhibit 121?

2 A No.

3 Q The letter is dated October 10, 2013 and it
4 states in the first paragraph, I'm happy that we could
5 agree on mutually acceptable fee agreement. Do you
6 recall what date you reached a mutually acceptable fee
7 agreement with Mr. Sears?

8 A Presumably, I really don't know. Presumably,
9 it would have been within a couple weeks prior to
10 October 10, 2013.

11 Q Okay. Did you recall when you first
12 started -- and we looked at some documents in your
13 previous day's testimony, but when you first started
14 performing work at Mr. Sears's request relating to
15 opinion letters touching on FusionPharm stock --

16 A I apologize. I didn't catch your question.

17 Q So this is dated October 10, 2013, and I'm
18 wondering if -- you said that you came to a fee
19 agreement maybe a couple weeks before this.

20 A Right.

21 Q But your first letter relating to FusionPharm
22 stock was in August of 2013 and my question is: Did
23 you have a fee agreement with him at that point in
24 time?

25 A No.

1 Q And what was the sort of payment arrangement
2 that you had for those first initial opinion letters?

3 A Well, the payment arrangement was \$250 an
4 opinion.

5 Q And was that ever sort of memorialized in an
6 engagement letter similar to this?

7 A No. The first meeting with Mr. Sears was
8 and I think I already testified to this that it was
9 about preparing a registration statement. As a result
10 of the first testimony refreshed my recollection that
11 you know, there were matters prior to that meeting
12 involving those August 28, 2013, opinions. I don't
13 specifically recall the conversations, but it's
14 apparent to me that I did have conversations with him,
15 you know, as a result of my looking at transmittal
16 information regarding those opinion letters.

17 Q Okay. If we take a look at Exhibit 121, on
18 this second page, it says engagement and scope of legal
19 work. The client hereby retains FML, which is you, to
20 research various issues pertaining to certain
21 disclosure issues and other related matters under the
22 federal securities laws. And then the next sentence
23 says that the scope of the representation shall be
24 limited to that set forth in this agreement. Would
25 writing attorney opinion letters fall under the scope

EXHIBIT

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1 of what's described here as your engagement with Mr.
2 Sears?

3 A Indirectly.

4 Q And how is that?

5 A Can I consult with my counsel? I don't know
6 whether I'm getting into any attorney-client privilege.

7 Q You can consult with your counsel.

8 THE WITNESS: What was the question again?

9 MR. LYMAN: Could you repeat the last
10 question, please.

11 (The reporter read back the record.)

12 THE WITNESS: As I said, indirectly.

13 BY MR. LYMAN:

14 Q And how is that?

15 A There was an issue involving Meadpoint -- and
16 Mr. Sears affiliation with FusionPharm. He informed me
17 that he was in control of Meadpoint, but that Meadpoint
18 was going to be transferred to an unrelated third
19 party, not a family relationship, not his mother.

20 Q Who did he say Meadpoint was going to be
21 transferred to?

22 A He did not. He said it was going to be
23 transferred to an unrelated third party.

24 Q And -- go ahead?

25 A There was also discussions about Mr. Sears's

1 affiliation with FusionPharm and my questioning him in
 2 a very detailed fashion, whether he had any kind of
 3 control or affiliate relationship with FusionPharm,
 4 whether he engaged in any management decisions, whether
 5 he had any participation in any shape, form or manner
 6 in management decisions. To which he responded,
 7 absolutely not. I have nothing to do with management.
 8 Those are the issues that were discussed.

9 **Q And did he tell you that he had never had**
 10 **anything to do with management issues at FusionPharm?**

11 A Yes.

12 **Q Did he mention whether his mother, Sandra**
 13 **Sears, had anything to do with FusionPharm?**

14 A Not at that meeting, no.

15 **Q At a subsequent meeting?**

16 A In a telephone conversation.

17 **Q And what did he say to you about that topic?**

18 A I believe that was either in March or April,
 19 2014, he had informed me that Meadpoint was transferred
 20 to his mother. I was shocked to learn that. And I
 21 said you informed me that Meadpoint was being
 22 transferred to an unrelated third party, not a
 23 relative. And that was the substance of that
 24 conversation.

25 **Q Why were you shocked to hear that Meadpoint**

1 **was being transferred to his mother?**

2 A It wasn't -- the statement wasn't that
 3 Meadpoint was being transferred to his mother. He said
 4 it had been transferred.

5 **Q And why was that shocking?**

6 A It was shocking because during the meeting
 7 with him in October, 2013, he said that he was
 8 transferring to an unrelated third party, not a
 9 relative, including his mother.

10 **Q Did he respond to your expression that that**
 11 **seemed inconsistent with what he had told you in**
 12 **October?**

13 A He may very well have. I can't recall.

14 **Q So when you spoke with him in October, 2013**
 15 **about Meadpoint, he expressed to you or left you with**
 16 **the understanding that Meadpoint was his company at**
 17 **that point?**

18 A Correct.

19 **Q And did he leave you with the impression in**
 20 **March or April of 2014 that Meadpoint was now his**
 21 **mother's company and no longer his company?**

22 A Correct.

23 **Q Did he give you any indication of whether he**
 24 **had any dealings on behalf of Meadpoint after he**
 25 **transferred it to his mother?**

1 A Well, he didn't give me any indication as
 2 such, but again, he was acting as a facilitator for
 3 these opinions.

4 **Q Do you have an understanding of when he**
 5 **transferred -- when he told you he transferred**
 6 **Meadpoint to his mother?**

7 A As I said, it was in March or April of 2014.

8 **Q Well, I understand that that's when he told**
 9 **you, but do you have a sense of when the transfer**
 10 **actually occurred?**

11 A No, I don't. And if he did, I don't recall,
 12 you know, if he gave me a specific date or an
 13 approximate time period.

14 MS. GREER: Going back to the engagement
 15 letter that we were just looking at that's part of
 16 Exhibit 121, I just want to clarify. This is an
 17 engagement letter between yourself and Mr. Sears; is
 18 that correct?

19 THE WITNESS: Yes.

20 MS. GREER: Does it in any way reflect an
 21 engagement between yourself and FusionPharm?

22 THE WITNESS: No.

23 MS. GREER: So the reference in this
 24 engagement letter to the scope being -- pertaining to
 25 certain disclosure issues and other related matters

1 under the federal securities laws, that was solely as
 2 it related to your engagement with Mr. Sears?

3 THE WITNESS: Correct. However, obviously,
 4 indirectly, as I testified previously, it would have
 5 something to do with my opinion letters.

6 BY MR. LYMAN:

7 **Q What disclosure issues just generally was Mr.**
 8 **Sears interested in you assisting him with, if not**
 9 **related to FusionPharm?**

10 A Having to do with Meadpoint.

11 **Q So Meadpoint disclosures under the federal**
 12 **securities laws?**

13 A As referenced in the FusionPharm obligations.

14 **Q Could you explain that a little bit more? I**
 15 **didn't follow you.**

16 A Sure. I'm sorry. That was very ambiguous.
 17 Okay. The subject of our discussions was Meadpoint.
 18 He informed me that he controlled Meadpoint, but he was
 19 transferring it to an unrelated party, not his mother,
 20 not a family relationship. Coupled with that, what I
 21 had raised with him was -- were discussions about
 22 whether he had any participation in management of the
 23 company.

24 **Q Of FusionPharm or Meadpoint?**

25 A I'm sorry. Of FusionPharm. That although

1 Dudley came to you or

2 A Correct.

3 Q -- and said I've seen Sears in the office

4 every day for the past two months.

5 A Correct.

6 Q And at a later point in time, Mr. Dittman

7 told you Sears has nothing to do with FusionPharm and

8 I'd never let him have anything to do with FusionPharm?

9 A Correct.

10 Q Do I have the timeline right so far?

11 A Correct. And then Mr. Dudley informed me

12 that pursuant to discussions with Mr. Dittman, that

13 there would not be any disclosure because -- regarding

14 Mr. Sears or Meadpoint being an affiliate because based

15 upon Mr. Dittman's representations, he was not.

16 Q Did Mr. Dudley express to you any indication

17 that he might not agree with Mr. Dittman's

18 characterization of Mr. Sears' involvement with

19 FusionPharm?

20 A Only from the standpoint that he saw him

21 there every day. I really apologize I had too much

22 coffee this morning.

23 Q Do you need to take a break?

24 A Yes.

25 MR. LYMAN: Let's go off the record.

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1 (A break was had from 11:04 to 11:10 a.m.)

2 MR. LYMAN: All right. Let's go back on the

3 record.

4 BY MR. LYMAN:

5 Q Mr. Lehrer, while we were on the break, did

6 we have any substantive conversations about the case?

7 A No.

8 Q Okay. In your previous day's testimony we

9 had asked you whether you had an understanding that

10 Meadpoint was one of Bill Sears' companies and you had

11 refused to answer that question on privilege grounds.

12 In light of the agreement we now have with Mr. Sears'

13 counsel, will you now answer whether you were aware

14 that Meadpoint was one of Bill Sears' companies during

15 the time you were issuing Rule 144 letters?

16 A Yes.

17 Q And how did you come to be aware of that

18 information?

19 A In a meeting with Mr. Sears, he told me that

20 he was in control of Meadpoint, but that he was

21 transferring it to a third party unrelated to him or in

22 any family context, including his mother.

23 Q So when you first had the conversation about

24 Sears' ownership in Meadpoint, he mentioned

25 specifically that he wasn't going to transfer Meadpoint

1 to his mother?

2 A Very specifically.

3 Q And was that on your prompting, did you ask

4 him whether he was going to transfer it to his mother

5 or did he just volunteer that particular family member?

6 A I did ask him.

7 Q And why his mother? Why did that come up?

8 A I don't remember why it came up, you know, we

9 were having a conversation back and forth. And, you

10 know, through questioning or otherwise about whether it

11 was going to be transferred to a family member. He

12 said, no, it's not going to be transferred to a family

13 member. And I may have asked him, you know, is it

14 going to be transferred to your wife, to your mother,

15 you know, you're saying it's not going to be

16 transferred to a family member. Does that include "X"

17 and "Y"? I don't remember specifically if I asked

18 that, but certainly in the conversation it was

19 communicated to me that it would not be transferred to

20 his mother specifically.

21 Q Did you ever have an understanding of whether

22 any of the other entities for which you wrote Rule 144

23 opinion letters or which were involved in any of the

24 opinion letters were owned by Mr. Sears' mother?

25 A Yes.

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1 Q Okay. And which entities were those?

2 A When I had that conversation with Mr. Sears

3 in or about April, 2014, when he said he transferred it

4 to his mother.

5 Q But prior to that, when you had the

6 conversation with Mr. Sears, which I believe you

7 thought was in October, 2013, about him transferring

8 Meadpoint, at that point in time were you aware of any

9 other entities that were owned by, managed by or

10 included as an officer, Mr. Sears' mother?

11 A No.

12 Q Okay. And other than Meadpoint, did you ever

13 become aware of any other entities that were owned by

14 or directed by or had as an officer Mr. Sears' mother?

15 A No. Again, apart from that conversation in

16 April, 2014, with Mr. Sears.

17 Q Okay. So what about Bayside Realty Holdings,

18 did you ever come to understand that Mr. Sears's mother

19 was involved with that company?

20 A No.

21 Q Okay. But you knew that there was a Sandra

22 Sears who was involved with Bayside?

23 A My understanding, it was the Sandra Sears

24 that was Bill Sears' wife.

25 Q Okay. And what did you understand the person

Private Email

EXHIBIT

H

To: wjsears66@icloud.com
Subject: FW: Meeting tomorrow

From: Lehrer, Fred [mailto:flehrer@securitiesattorney1.com]
Sent: Tuesday, October 22, 2013 6:30 AM
To: William Sears
Subject: Re: Meeting tomorrow

No worries
We will discuss at length during our meeting

On Tue, Oct 22, 2013 at 8:28 AM, William Sears <william@williamjsears.com> wrote:
~~No I do not own Meadpoint any more~~ I do understand however we need to implement practices to ensure not having a conflict regardless

Regards,
Bill Sears

On Oct 22, 2013, at 6:15 AM, "Lehrer, Fred" <flehrer@securitiesattorney1.com> wrote:

This will require more drilling down on this subject. That the company is out of state and you own the company only represents a small part of the relevant factors that we need to analyze. The crucial aspects of this will depend on your participation in Fusion Pharm. No worries - we will cover the subject adequately during our meeting.

On Tue, Oct 22, 2013 at 8:06 AM, William Sears <william@williamjsears.com> wrote:
FYI no conflict with Meadpoint as a ~~family member~~ ~~out of state~~ owns the company and it's asserts now
Nevada registration should reflect the change any day now

Regards,
Bill Sears

On Oct 22, 2013, at 6:04 AM, "Lehrer, Fred" <flehrer@securitiesattorney1.com> wrote:

I mean Wed...correct?

Do I need to change the conference room reservation for Thursday???

On Tue, Oct 22, 2013 at 8:02 AM, William Sears
<william@williamjsears.com> wrote:
Fred

Meeting for Thursday. I only land at four pm

Regards,
Bill Sears

On Oct 22, 2013, at 6:00 AM, "Lehrer, Fred"
<flehrer@securitiesattorney1.com> wrote:

Plan for tomorrow:

~~Discuss Meadpoint agreement, historical background of your relationship with Fusion Pharm, nature of related party transaction and appropriate disclosure, plan going forward to ensure that you have no participation with management.~~



Review draft registration statement with emphasis on:

- (a) Business section, plan of operations, marketing, distribution, patent information, product information and any other matters pertaining to the business and operations.
- (b) Information and documents needed

--
Frederick M. Lehrer, Esq.
Attorney and Counselor at Law
285 Uptown Blvd, 402
Altamonte Springs, Florida 32701
Office: (321) 972-8060
Cell: (561) 706-7646
Email: flehrer@securitiesattorney1.com
Websites: www.securitiesattorney1.com;
www.secdefenselaw.com
<[fps1@10-22-13.docx](#)>

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Frederick M. Lehrer, Esq.
Attorney and Counselor at Law
285 Uptown Blvd, 402
Altamonte Springs, Florida 32701
Office: (321) 972-8060
Cell: (561) 706-7646
Email: flehrer@securitiesattorney1.com
Websites: www.securitiesattorney1.com; www.secdefenselaw.com

Attorney and Counselor at Law
285 Uptown Blvd, 402
Altamonte Springs, Florida 32701
Office: (321) 972-8060
Cell: (561) 706-7646
Email: flehrer@securitiesattorney1.com
Websites: www.securitiesattorney1.com; www.secdefenselaw.com

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Frederick M. Lehrer, Esq.
Attorney and Counselor at Law
285 Uptown Blvd, 402
Altamonte Springs, Florida 32701
Office: (321) 972-8060
Cell: (561) 706-7646
Email: flehrer@securitiesattorney1.com
Websites: www.securitiesattorney1.com; www.secdefenselaw.com

MEADPOINT VENTURE PARTNERS

EXHIBIT

I

Business Entity Information

Status:	Default	File Date:	10/24/2011
Type:	Domestic Limited-Liability Company	Entity Number:	E0580232011-5
Qualifying State:	NV	List of Officers Due:	10/31/2015
Managed By:	Managers	Expiration Date:	
NV Business ID:	NV20111669192	Business License Exp:	10/31/2015

Additional Information

Central Index Key:	
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Registered Agent Information

Name:	INCORP SERVICES, INC.	Address 1:	3773 HOWARD HUGHES PKWY STE 500S
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89169-6014
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent - Corporation		
Jurisdiction:	NEVADA	Status:	Active

Financial Information

No Par Share Count:	0	Capital Amount:	\$ 0
No stock records found for this company			

— Officers☒ Include Inactive Officers**Manager - SANDRA L SEARS**

Address 1:	13762 COLORADO BLVD #124-203	Address 2:	
City:	THORNTON	State:	CO
Zip Code:	80602	Country:	USA
Status:	Historical	Email:	

Manager - SANDRA L SEARS

Address 1:	13762 COLORADO BLVD #124-203	Address 2:	
City:	THORNTON	State:	CO
Zip Code:	80602	Country:	USA
Status:	Active	Email:	

Actions\Amendments

Action Type:	Articles of Organization		
Document Number:	20110759943-21	# of Pages:	2
File Date:	10/24/2011	Effective Date:	
(No notes for this action)			
Action Type:	Initial List		
Document Number:	20110846367-98	# of Pages:	1
File Date:	11/30/2011	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20130084907-14	# of Pages:	1
File Date:	2/7/2013	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20130708196-47	# of Pages:	1
File Date:	10/30/2013	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20140824744-66	# of Pages:	1
File Date:	12/26/2014	Effective Date:	
(No notes for this action)			

1 something like that. But by saying --
 2 MS. GREER: Yeah. I'm just trying to figure
 3 out if we have a date or an approximate date.
 4 THE WITNESS: I understand that, but by --
 5 MR. SALLAH: By doing that, we are -- you
 6 know -- because you said at some point you Googled it.
 7 THE WITNESS: Correct.
 8 MR. SALLAH: Right. And that is not privileged
 9 because you're not waiving --
 10 THE WITNESS: Right.
 11 MR. SALLAH: -- any work product. You're
 12 waiving all work product --
 13 THE WITNESS: But the characterization of your
 14 question is such that it almost implies that you're
 15 going to learn the actual communication.
 16 MR. SALLAH: Yeah, and the date of the actual
 17 communication.
 18 MS. GREER: But I --
 19 THE WITNESS: The date is not privileged.
 20 MS. GREER: But I'm allowed to ask the date.
 21 THE WITNESS: I understand that, but you're
 22 asking when did I learn about this or something.
 23 MR. SALLAH: If you're saying -- I guess -- I
 24 guess -- I guess he would be -- it presupposes that a
 25 communication took place between the two where one

1 was for securities fraud. He didn't say that.
 2 THE WITNESS: This is what I'm saying. I'm
 3 saying that --
 4 MR. SALLAH: See, that's where these privileges
 5 issues get -- because it creates is
 6 THE WITNESS: If I can start
 7 circle back here. I already provided
 8 this Google search. Now, you're asking
 9 learned, you know, that he had a criminal conviction for
 10 securities fraud. I can't answer that question because
 11 that's a -- you know --
 12 MR. SALLAH: If he says no, it implies that no
 13 such communication took place. If he says he can't
 14 answer because it's privileged, then it presupposes a
 15 communication --
 16 THE WITNESS: Exactly.
 17 MR. SALLAH: -- took place.
 18 MS. GREER: Wait. I think you've already -- I
 19 think you've already testified that at some point you
 20 knew that.
 21 MR. SALLAH: No, not that, that he had a
 22 conviction. He found on the Internet and then clicked
 23 on it, and he couldn't -- it was like some nonsense.
 24 Fred, you testify. I don't want to mischaracterize.
 25 THE WITNESS: Okay.

EXHIBIT

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1 conveyed to the other that they had some kind of a
 2 criminal background or one asked the other one if they
 3 had some kind of criminal background. And by asking
 4 that, it -- it invades that communication. That's my --
 5 that's my --
 6 MS. GREER: Okay.
 7 MR. SALLAH: Do you see what I'm saying?
 8 MR. LYMAN: Yeah, but we're not asking about
 9 the communication or the context or what else was in the
 10 meeting. All we're asking is --
 11 MR. SALLAH: Well, I don't know.
 12 MR. LYMAN: We know that you have told us that
 13 you are aware that Mr. Sears had a criminal conviction
 14 for a securities-related matter. And our question is,
 15 when did you become aware of that, and there's nothing
 16 privileged in that --
 17 MR. SALLAH: I think he said --
 18 MR. LYMAN: -- information.
 19 MR. SALLAH: -- he Googled it. He Googled it
 20 and became aware he had a conviction.
 21 THE WITNESS: No.
 22 MR. SALLAH: He clicked on it, and there was no
 23 information.
 24 THE WITNESS: That's not what I'm saying.
 25 MR. SALLAH: You guys asked if he was aware it

1 MR. SALLAH: What did you find when you Googled
 2 it?
 3 THE WITNESS: I did the Google search, as I
 4 testified before. It went to -- the link, you know -- I
 5 mean the facing page said William Sears. Then I went to
 6 the link, and it didn't correspond anything about
 7 William Sears.
 8 Anything else that I may have had about what
 9 you're talking about, you know, may have been privileged
 10 communications. I'm not going to, you know, tell you
 11 what the -- you know, what the substance of that
 12 conversation was or --
 13 Q Certainly.
 14 A -- or --
 15 Q I mean, do you know now at this point -- and
 16 I'm not asking you how you learned it -- that Mr. Sears
 17 had a prior conviction --
 18 A Yes.
 19 Q -- for securities fraud?
 20 MR. SALLAH: Now it could invade on our
 21 privilege.
 22 A Yes. No. I learned from a newspaper article,
 23 you know, after the search warrant.
 24 BY MS. GREER:
 25 Q I believe you said this morning, however, you

1 FusionPharm?
 2 A Well, I don't specifically remember, so I don't
 3 generally remember.
 4 Q And do you recall Mr. Scholz telling you
 5 anything about Mr. Sears' connection to any other
 6 company?
 7 A No.
 8 (SEC Exhibit 88 was marked for
 9 identification.)
 10 BY MS. GREER:
 11 Q Mr. Lehrer, I'm handing you what's been marked
 12 as Exhibit 88. It's a document with the Bates number
 13 FLPA 373 through 374. Do you recognize Exhibit 88?
 14 And if you need time to read through it, feel
 15 free to take as much time as you need.
 16 A Yes, I recognize this.
 17 Q And what is Exhibit 88?
 18 A It's a communication by e-mail from me to
 19 Richard Scholz.
 20 Q And are you --
 21 A And then --
 22 Q Sorry. Go ahead.
 23 A And then an e-mail from me to William Sears.
 24 Q And the bottom e-mail in the chain that begins
 25 on the first page of Exhibit 88 and continues on to the

1 a discount?
 2 A Well, yeah. No, it was not per se volume. It
 3 was negotiation.
 4 Q The next sentence of your e-mail to Mr. Sears
 5 says: Because Rich referred you, I would lower that
 6 amount for you to \$250.
 7 Do you see that?
 8 A Yes.
 9 Q And so why were you -- why were you offering to
 10 lower Mr. Sears' amount to 250?
 11 A It was just a selling point.
 12 Q What do you mean by "it was just a selling
 13 point"?
 14 A Yeah. Well, I had not been retained as of yet
 15 and went ahead and, you know, said I'll lower it to 250.
 16 Q Prior to sending this e-mail to Mr. Sears about
 17 your services, did you do any research about Mr. Sears?
 18 A At what point?
 19 Q Prior to sending this e-mail --
 20 A No.
 21 Q -- to Mr. Sears.
 22 A No.
 23 Q After sending this e-mail to Mr. Sears, did you
 24 do any research about Mr. Sears and his background?
 25 A On one occasion, yes.

1 second page of Exhibit 88, was that an e-mail you sent
 2 to Mr. Sears first reaching out to him about your legal
 3 services?
 4 A Yes.
 5 Q In your August 28, 2013, e-mail to Mr. Sears,
 6 at the -- it starts at the bottom, the first page of
 7 Exhibit 88. In the second paragraph, you say: I charge
 8 \$350 for attorney letters -- sorry -- for opinion
 9 letters.
 10 A Right.
 11 Q Do you see that?
 12 A Right.
 13 Q And was that, at this time in August of 2013,
 14 your normal price for doing opinion letters?
 15 A Yes, but there were some that were 250.
 16 Q And for those that were 250, how did they --
 17 how did they differ from those that were 350?
 18 A Negotiation. Negotiation.
 19 Q Was there some difference in negotiation or
 20 difference in clients between those clients who you
 21 charged 250 versus those who you charged 350?
 22 A Yeah. I mean, there may have been a couple of
 23 clients that I got, you know, several opinions that I
 24 charged a deal. It would be 250.
 25 Q So based more on volume, you would give people

1 Q And when was that?
 2 A I honestly do not recall.
 3 Q Was it shortly after this time period or --
 4 A I don't recall.
 5 Q -- 2014?
 6 A I don't recall.
 7 Q Okay. And what further research did you do
 8 about Mr. Sears?
 9 A I Googled his name.
 10 Q And upon Googling his name, what results did
 11 you get?
 12 A I had a -- there was a link to some kind of --
 13 it was a criminal indictment or a conviction or
 14 something like that. And when I pressed on the link, it
 15 went to information or a document that had nothing to do
 16 with William Sears, but it did list it in the link.
 17 Q Did you do any further investigation then to
 18 try to find what that reference was to a criminal
 19 conviction?
 20 A No.
 21 (Discussion off the record.)
 22 A Other than attorney-client privilege.
 23 BY MS. GREER:
 24 Q Did you become aware at any point that Mr.
 25 Sears has a prior conviction for securities fraud?

1 MR. SALLAH: Again, to the extent you learned
2 it through a privileged communication with Mr. Sears,
3 that would be privileged. At least that's our position
4 at this point.
5 A That's correct.
6 MR. KARPEL: Are you willing to tell us the
7 timing of that privileged communication?
8 MR. SALLAH: Yeah. I think we have to tell you
9 the timing of the privileged communication.
10 If you remember. Do you remember when the
11 conversation was, the client that --
12 THE WITNESS: Yeah. I believe in the
13 production there -- well, I'm not sure if there's some
14 communication about -- I don't know the date, but it was
15 the day that I met Mr. Sears in my conference room.
16 MR. KARPEL: So it was before issuing any
17 FusionPharm attorney opinion letters?
18 THE WITNESS: I'm pretty sure it was after.
19 MR. SALLAH: It was the day he met him. He --
20 they had the conversation personally, he remembers.
21 THE WITNESS: No, no, it wasn't the day I met
22 him.
23 MR. SALLAH: No. That's what I'm saying. It
24 was the day you met him.
25 THE WITNESS: Correct.

1 talking about?
2 THE WITNESS: Yes.
3 BY MS. GREER:
4 Q Looking back again at Exhibit 88, the next
5 e-mail up in the chain, sort of in the middle of the
6 first page from yourself. It appears to be back again
7 to Mr. Sears. You say: Bill, did you say you were
8 paying for the opinion letters?
9 Do you see that?
10 A Yes.
11 Q And what opinion letters were you referring to
12 there?
13 A The opinion letters that are in your
14 possession.
15 Q Okay. And so --
16 A I mean, there was no -- I didn't note what
17 opinion letters they were but just generally speaking.
18 Q So at least as of this point, August 28, 2013,
19 you understood that the work that you were discussing
20 with Mr. Sears was to issue attorney opinion letters?
21 A Yes.
22 Q And did you understand at this point what
23 company those attorney opinion letters would relate to?
24 A Yeah, FusionPharm.
25 Q Okay. And how did you come to learn that those

1 MS. GREER: In person.
2 MR. SALLAH: -- a personal conversation --
3 THE WITNESS: Correct.
4 MR. SALLAH: -- he remembers. He just
5 doesn't remember what day. It was after.
6 THE WITNESS: I may be able to determine that
7 by looking at documents. I don't know.
8 MR. SALLAH: Your notepad for DayTimer or
9 something like that?
10 THE WITNESS: No.
11 MR. SALLAH: But you're confident it was after
12 the opinion?
13 THE WITNESS: It was after at least the August
14 opinions. I don't know when it was.
15 BY MS. GREER:
16 Q Can you be any more specific? Was it 2014?
17 Was it --
18 A Again --
19 Q -- the end of 2013?
20 A -- I do not remember. I would be happy to
21 research the matter to make a determination.
22 MR. KARPEL: Okay. We would appreciate that.
23 But just generally, did -- were -- do you recall, were
24 there any opinion letters relating to FusionPharm that
25 you issued after that conversation that we've been

1 attorney opinion letters related to FusionPharm
2 shareholders?
3 A Through the documents that I was provided.
4 Q Okay. Prior to that, I mean, did Mr. Scholz
5 say to you -- and, actually, one of the first attorney
6 opinion letters we'll look at when we get to it --
7 A Yeah.
8 Q -- is from Mr. Scholz himself.
9 A Yeah.
10 Q So did Mr. Scholz say to you, hey, I'm a
11 shareholder of FusionPharm. You know, I have an
12 attorney opinion letter, and there are others that --
13 other FusionPharm shareholders that will need attorney
14 opinion letters?
15 A No. No. He may very well have talked about an
16 opinion for him individually, but I don't recall a
17 statement to the effect that there will be a bunch of
18 others or any others.
19 Q And what was your understanding at this point
20 when you -- on August 28, 2013, when you sent the e-mail
21 to Mr. Sears? I mean, what was your understanding as to
22 why Mr. Sears was going to be involved at all in the
23 FusionPharm shareholder attorney opinion letters?
24 A What was my understanding of the involvement?
25 Q Why was -- why was Mr. Sears involved, yes.

EXHIBIT

M

1 Q There -- so you're saying there may have been
2 communications with Mr. Dittman that you relied upon in
3 determining for this opinion letter, February 14, 2014,
4 Meadpoint's nonaffiliate status?
5 A No. What I'm saying is that I don't have any
6 specific recollection of having a privileged
7 communication in the form of a telephone conversation
8 with Mr. Dittman, but in general it's conceivable that I
9 did, not necessarily with respect to this particular
10 opinion letter as reflected in Exhibit 115 but perhaps
11 some other --
12 MR. SALLAH: Just --
13 A -- opinion letters.
14 MR. SALLAH: Just show you.
15 A There was one on March 17, 2014, in written
16 form with Mr. Dittman.
17 BY MS. GREER:
18 Q That you're asserting privilege over?
19 A Correct. And March 24, 2014.
20 Q And that you're also asserting privilege over?
21 A Correct. And --
22 MR. SALLAH: There's a lot.
23 THE WITNESS: I'm sorry?
24 MR. SALLAH: There's a lot.
25 THE WITNESS: Okay.

1 MR. SALLAH: Relative to -- not relative to --
2 THE WITNESS: Yeah. I'm saying generally,
3 yeah.
4 MR. SALLAH: But some of these are just general
5 questions.
6 (Discussion off the record.)
7 A Another one on April 15, 2014.
8 BY MS. GREER:
9 Q Okay. And are --
10 A Another one -- I'm sorry. Go ahead.
11 Q Go ahead.
12 A Another one on the same date.
13 Q And are those attorney-client privileged
14 communications you had with Mr. Dittman communications
15 that you relied upon in determining that Meadpoint was
16 not an affiliate?
17 A Let me go back, if I could, please.
18 Yes, but not ...
19 (Discussion off the record.)
20 A Let me just go back and review this, please.
21 (Discussion off the record.)
22 A There was a communication on March 24, 2014,
23 with Mr. Dittman having to do with Meadpoint, which is,
24 you know -- had no reference to any particular opinion
25 letter. There was an April 15, 2014, communication.

1 That one had to do with the OTC Markets opinion. There
2 was another one on April 15, 2014, having to do with the
3 OTC Markets opinion; April 15th, the same OTC Markets
4 opinion.
5 MR. SALLAH: But they generally
6 the Meadpoint and relationships with ce
7 Meadpoint?
8 THE WITNESS: Well, no, not all of them.
9 MR. SALLAH: Not all of them.
10 THE WITNESS: No. The March 24th one does, the
11 first April 15, 2014, one does not; the next April 15th
12 one does not; and the next April 15th one does have to
13 do with Meadpoint.
14 BY MS. GREER:
15 Q And these are all -- these communications are
16 all e-mails over which you're asserting FusionPharm's
17 privilege?
18 A Yes.
19 Q Mr. Lehrer, earlier this morning during your
20 testimony, you testified at some point you became aware
21 of Mr. Sears' prior securities fraud conviction,
22 correct?
23 A Yes.
24 Q And I think you were struggling to recall
25 exactly when that happened. Seeing a number of these

1 opinion letters -- you had the three in the August 2013
2 timeframe, and then, you know, we've seen a few in early
3 January and February of 2014. Having those sort of data
4 points for time, does that refresh your recollection as
5 to when you learned that?
6 A I'm not sure when I learned that. It was a
7 privileged communication. But it may have been in a
8 meeting that I had with him in my conference room
9 downstairs where I live.
10 Q And do you recall when that meeting took place?
11 A I believe in preparation for this testimony I
12 had determined an approximate date, but --
13 Q What's --
14 A -- I don't recall what it is. I would
15 certainly --
16 Q What's that approximate date?
17 A I don't recall, but can we provide ...
18 (Discussion off the record.)
19 MR. SALLAH: Yeah. What I'm concerned about
20 is -- what I'm concerned about is, in essence, reverse
21 engineering -- and I know it's not your intention. I
22 don't think it's your intention -- to try to kind of
23 circumvent the privilege. Because, again, you're
24 allowed to learn about when privileged communications
25 are, the general -- you know, was it legal advice or

1 something like that. But by saying --
 2 MS. GREER: Yeah. I'm just trying to figure
 3 out if we have a date or an approximate date.
 4 THE WITNESS: I understand that, but by --
 5 MR. SALLAH: By doing that, we are -- you
 6 know -- because you said at some point you Googled it.
 7 THE WITNESS: Correct.
 8 MR. SALLAH: Right. And that is not privileged
 9 because you're not waiving --
 10 THE WITNESS: Right.
 11 MR. SALLAH: -- any work product. You're
 12 waiving all work product --
 13 THE WITNESS: But the characterization of your
 14 question is such that it almost implies that you're
 15 going to learn the actual communication.
 16 MR. SALLAH: Yeah, and the date of the actual
 17 communication.
 18 MS. GREER: But I --
 19 THE WITNESS: The date is not privileged.
 20 MS. GREER: But I'm allowed to ask the date.
 21 THE WITNESS: I understand that, but you're
 22 asking when did I learn about this or something.
 23 MR. SALLAH: If you're saying -- I guess -- I
 24 guess -- I guess he would be -- it presupposes that a
 25 communication took place between the two where one

1 was for securities fraud. He didn't say that.
 2 THE WITNESS: This is what I'm saying. I'm
 3 saying that --
 4 MR. SALLAH: See, that's why these privilege
 5 issues get -- because it creates issues like this.
 6 THE WITNESS: If I can state -- you know,
 7 circle back here. I already provided testimony about
 8 this Google search. Now, you're asking about whether I
 9 learned, you know, that he had a criminal conviction for
 10 securities fraud. I can't answer that question because
 11 that's a -- you know --
 12 MR. SALLAH: If he says no, it implies that no
 13 such communication took place. If he says he can't
 14 answer because it's privileged, then it presupposes a
 15 communication --
 16 THE WITNESS: Exactly.
 17 MR. SALLAH: -- took place.
 18 MS. GREER: Wait. I think you've already -- I
 19 think you've already testified that at some point you
 20 knew that.
 21 MR. SALLAH: No, not that, that he had a
 22 conviction. He found on the Internet and then clicked
 23 on it, and he couldn't -- it was like some nonsense.
 24 Fred, you testify. I don't want to mischaracterize.
 25 THE WITNESS: Okay.

1 conveyed to the other that they had some kind of a
 2 criminal background or one asked the other one if they
 3 had some kind of criminal background. And by asking
 4 that, it -- it invades that communication. That's my --
 5 that's my --
 6 MS. GREER: Okay.
 7 MR. SALLAH: Do you see what I'm saying?
 8 MR. LYMAN: Yeah, but we're not asking about
 9 the communication or the context or what else was in the
 10 meeting. All we're asking is --
 11 MR. SALLAH: Well, I don't know.
 12 MR. LYMAN: We know that you have told us that
 13 you are aware that Mr. Sears had a criminal conviction
 14 for a securities-related matter. And our question is,
 15 when did you become aware of that, and there's nothing
 16 privileged in that --
 17 MR. SALLAH: I think he said --
 18 MR. LYMAN: -- information.
 19 MR. SALLAH: -- he Googled it. He Googled it
 20 and became aware he had a conviction.
 21 THE WITNESS: No.
 22 MR. SALLAH: He clicked on it, and there was no
 23 information.
 24 THE WITNESS: That's not what I'm saying.
 25 MR. SALLAH: You guys asked if he was aware it

1 MR. SALLAH: What did you find when you Googled
 2 it?
 3 THE WITNESS: I did the Google search, as I
 4 testified before. It went to -- the link, you know -- I
 5 mean the facing page said William Sears. Then I went to
 6 the link, and it didn't correspond anything about
 7 William Sears.
 8 Anything else that I may have had about what
 9 you're talking about, you know, may have been privileged
 10 communications. I'm not going to, you know, tell you
 11 what the -- you know, what the substance of that
 12 conversation was or --
 13 Q Certainly.
 14 A -- or --
 15 Q I mean, do you know now at this point -- and
 16 I'm not asking you how you learned it -- that Mr. Sears
 17 had a prior conviction --
 18 A Yes.
 19 Q -- for securities fraud?
 20 MR. SALLAH: Now it could invade on our
 21 privilege.
 22 A Yes. No. I learned from a newspaper article,
 23 you know, after the search warrant.
 24 BY MS. GREER:
 25 Q I believe you said this morning, however, you

From: William Sears william@williamssears.com
Subject: FW:
Date: Today at 8:10 AM
To: William Sears wjsears66@icloud.com



From: William Sears
Sent: Thursday, October 10, 2013 11:04 AM
To: Lehrer, Fred
Subject: Re:

Hmmmm One says no one says yes. I think we stay clear till ten years

Regards,
Bill Sears

On Oct 10, 2013, at 10:58 AM, "Lehrer, Fred" <flehrer@securitiesattorney1.com> wrote:

<http://www.sec.gov/info/smallbus/secg/bad-actor-small-entity-compliance-guide.htm> X

<http://www.corporatecrimereporter.com/news/200/seccxemptsbadactors09122013/>

Item 404 -- Transactions with Related Persons, Promoters and Certain Control Persons

1. **Transactions with related persons.** Describe any transaction, since the beginning of the registrant's last fiscal year, or any currently proposed transaction, in which the registrant or any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is a related person.
2. The related person's interest in the transaction with the registrant, including the related person's position(s) or relationship(s) with, or ownership in, the registrant.
3. The approximate dollar value of the amount involved in the transaction.
4. The approximate dollar value of the amount of the related person's interest in the transaction, which shall be computed without regard to the amount of the related person's interest in the transaction.
5. In the case of indebtedness, disclosure of the amount involved in the transaction shall include the largest aggregate amount of principal outstanding at the end of the period, the amount of principal paid during the periods for which disclosure is provided, the amount of interest paid during the period for which disclosure is provided.
6. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the information disclosed.

2.

Instructions to Item 404(a):

1. For the purposes of paragraph (a) of this Item, the term related person means:

1. Any person who was in any of the following categories at any time during the specified period for which disclosure under paragraph (a) of this Item is required:

1. Any director or executive officer of the registrant;
2. Any nominee for director, when the information called for by paragraph (a) of this Item is being presented in a proxy or information statement;
3. Any immediate family member of a director or executive officer of the registrant, or of any nominee for director when the information is being presented in a proxy or information statement, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, and any person (other than a tenant or employee) sharing the household of such director, executive officer or nominee for director.

2.

3. Any person who was in any of the following categories when a transaction in which such person had a direct or indirect material interest in the registrant or any of its securities is disclosed:

1. A security holder covered by [Item 403\(a\)](#); or
2. Any immediate family member of any such security holder, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, and any person (other than a tenant or employee) sharing the household of such security holder.

2. For purposes of paragraph (a) of this Item, a transaction includes, but is not limited to, any financial transaction, arrangement or relationship (including relationships).
3. The amount involved in the transaction shall be computed by determining the dollar value of the amount involved in the transaction in question,
 1. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payment payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and
 2. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the registrant's
- 4.
5. In the case of a transaction involving indebtedness:
 1. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: Amc business travel and expense payments and for other transactions in the ordinary course of business;
 2. Disclosure need not be provided of any indebtedness transaction for the related persons specified in Instruction 1.b. to paragraph (a) of thi
 3. If the lender is a bank, savings and loan association, or broker-dealer extending credit under Federal Reserve Regulation T (12 CFR part 2
 2. of Industry Guide 3, Statistical Disclosure by Bank Holding Companies (17 CFR 229.802(c))), disclosure under paragraph (a) of this It
 1. Were made in the ordinary course of business;
 2. Were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable lo
 3. Did not involve more than the normal risk of collectibility or present other unfavorable features.
6.
 1. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from
 1. The compensation arising from the relationship or transaction is reported pursuant to Item 402; or
 2. The executive officer is not an immediate family member (as specified in Instruction 1 to paragraph (a) of this Item) and such comp executive officer was a named executive officer as that term is defined in Item 402(a)(3), and such compensation had been approved board of directors (or group of independent directors performing a similar function) of the registrant.
 2. Disclosure of compensation to a director need not be provided pursuant to paragraph (a) of this Item if the compensation is reported pursu
7. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the registrant shall not be
 1. The interest arises only:
 1. From such person's position as a director of another corporation or organization that is a party to the transaction; or
 2. From the direct or indirect ownership by such person and all other persons specified in Instruction 1 to paragraph (a) of this Item, in to the transaction; or
 3. From both such position and ownership; or
 2. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other persons specifie general partner of and does not hold another position in the partnership.
8. Disclosure need not be provided pursuant to paragraph (a) of this Item if:
 1. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involv with law or governmental authority;
 2. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services
 3. The interest of the related person arises solely from the ownership of a class of equity securities of the registrant and all holders of that cla

3.

4. Review, approval or ratification of transactions with related persons.

1. Describe the registrant's policies and procedures for the review, approval, or ratification of any transaction required to be reported under paragra particular circumstances, examples of such features may include, in given cases, among other things:
 1. The types of transactions that are covered by such policies and procedures;
 2. The standards to be applied pursuant to such policies and procedures;
 3. The persons or groups of persons on the board of directors or otherwise who are responsible for applying such policies and procedures; an
 4. A statement of whether such policies and procedures are in writing and, if not, how such policies and procedures are evidenced.
2. Identify any transaction required to be reported under paragraph (a) of this Item since the beginning of the registrant's last fiscal year where such

not followed

5

Instruction to Item 404 (b):

Disclosure need not be provided pursuant to this paragraph regarding any transaction that occurred at a time before the related person became one of the enumerated persons in Instruction 1.a.i., ii., or iii. to Item 404(a).

6. Promoters and certain control persons.

1. Registrants that are filing a registration statement on Form S-1 under the Securities Act (Rule 239.11 of this chapter) or on Form 10 under the Exchange Act shall:
 1. State the names of the promoter(s), the nature and amount of anything of value (including money, property, contracts, options or rights of amount of any assets, services or other consideration therefore received or to be received by the registrant; and
 2. As to any assets acquired or to be acquired by the registrant from a promoter, state the amount at which the assets were acquired or are to be acquired, making the determination and their relationship, if any, with the registrant or any promoter. If the assets were acquired by the promoter with the registrant, state the relationship.
2. Registrants shall provide the disclosure required by paragraphs (c)(1)(i) and (c)(1)(ii) of this Item as to any person who acquired control of a registrant together for the purpose of acquiring, holding, voting or disposing of equity securities of a registrant, that acquired control of a registrant that is a registrant under the Securities Act and Rule 12b-2 under the Exchange Act.

7. Smaller reporting companies. A registrant that qualifies as a "smaller reporting company," as defined by Rule 229.10(f)(1), must provide the following

1. The information required by paragraph (a) of this Item for the period specified there for a transaction in which the amount involved exceeds the last two completed fiscal years;
2. The information required by paragraph (c) of this Item; and
3. A list of all parents of the smaller reporting company showing the basis of control and as to each parent, the percentage of voting securities owned.

Instruction to Item 404(d)

1. Include information for any material underwriting discounts and commissions upon the sale of securities by the smaller reporting company or controlling person or member of a firm that was or is to be a principal underwriter.
2. For smaller reporting companies information shall be given for the period specified in paragraph (a) of this Item and, in addition, for the following periods:

8.

Instructions to Item 404:

1. If the information called for by this Item is being presented in a registration statement filed pursuant to the Securities Act or the Exchange Act, in the registrant's last fiscal year, unless the information is being incorporated by reference into a registration statement on Form S-4, in which case the information shall be given for the period specified in paragraph (a) of this Item.
2. A foreign private issuer will be deemed to comply with this Item if it provides the information required by Item 7.B. of Form 20-F with more detail than is required by the jurisdiction or a market in which its securities are listed or traded.

WE SHOULD AVOID ANY SITUATION THAT IS INTERPRETED AS YOU EXERCISING ANY MANAGEMENT CONTROL WHATSOEVER

Item 401 – Directors, Executive Officers, Promoters and Control Persons

1. *Identification of directors.* List the names and ages of all directors of the registrant and all persons nominated or chosen to become directors; indicate the period(s) during which he has served as such; describe briefly any arrangement or understanding between him and any other person(s) (naming such person(s))

Instructions to Paragraph (a) of Item 401:

1. Do not include arrangements or understandings with directors or officers of the registrant acting solely in their capacities as such.
2. No nominee or person chosen to become a director who has not consented to act as such shall be named in response to this Item. In this regard, the registrant shall not name a person who has not consented to act as such.
3. If the information called for by this paragraph (a) is being presented in a proxy or information statement, no information need be given respecting any arrangement or understanding between him and any other person(s) (naming such person(s))
4. With regard to proxy statements in connection with action to be taken concerning the election of directors, if fewer nominees are named than the number of directors to be elected, the nominees named cannot be voted for a greater number of persons than the number of nominees named.
5. With regard to proxy statements in connection with action to be taken concerning the election of directors, if the solicitation is made by persons other than the registrant, the registrant shall not name a person who has not consented to act as such.

2.

Instructions to Paragraph (b) of Item 401:

- 4.

6. *Family relationships.* State the nature of any family relationship between any director, executive officer, or person nominated or chosen by the registra

7. *Business experience--*

- 8.

1. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leveraged associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person engaging in or continuing any conduct or practice in connection with such activity;
2. Engaging in any type of business practice; or
3. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal securities laws.

4. Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;
5. Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, suspended, or vacated;
6. Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal or State law, suspended, or vacated;
7. Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended, or vacated;
 1. Any Federal or State securities or commodities law or regulation; or
 2. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction or removal or prohibition order; or
 3. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
8. Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29)), or any equivalent exchange, association, entity or organization;

10.

Instructions to Paragraph (f) of Item 401:

1. For purposes of computing the ten-year period referred to in this paragraph, the date of a reportable event shall be deemed the date on which the judgments, or decrees have lapsed. With respect to bankruptcy petitions, the computation date shall be the date of filing for uncontested petition;
2. If any event specified in this paragraph (f) has occurred and information in regard thereto is omitted on the grounds that it is not material, the registrant, before definitive materials are filed in preliminary filing is not required, pursuant to Rule 14a-6 or 14c-5 under the Exchange Act), as supplementer which the omission relates, a description of the event and a statement of the reasons for the omission of information in regard thereto.
3. The registrant is permitted to explain any mitigating circumstances associated with events reported pursuant to this paragraph.
4. If the information called for by this paragraph (f) is being presented in a proxy or information statement, no information need be given respecting the omission.
5. This paragraph (f)(7) shall not apply to any settlement of a civil proceeding among private litigants.

11.

12. *Promoters and control persons.*

1. Registrants, which have not been subject to the reporting requirements of section 13(a) or 15(d) of the Exchange Act for the twelve months immediately preceding the filing of the report, shall describe with respect to any promoter, any of the events enumerated in paragraphs (f)(1) through (f)(6) of this section that occurred during the twelve months immediately preceding the filing of the report.
2. Registrants, which have not been subject to the reporting requirements of section 13(a) or 15(d) of the Exchange Act for the twelve months immediately preceding the filing of the report, shall describe with respect to any control person, any of the events enumerated in paragraphs (f)(1) through (f)(6) of this section that occurred during the twelve months immediately preceding the filing of the report.

13.

Instructions to Paragraph (g) of Item 401:

1. Instructions 1. through 3. to paragraph (f) shall apply to this paragraph (g).
2. Paragraph (g) shall not apply to any subsidiary of a registrant which has been reporting pursuant to section 13(a) or 15(d) of the Exchange Act for the twelve months immediately preceding the filing of the report.

14.

Regulatory History

47 FR 11401, Mar. 16, 1982, as amended at 47 FR 55665, Dec. 13, 1982; 48 FR 19874, May 3, 1983; 49 FR 32763, Aug. 16, 1984; 52 FR 48982, Dec. 29, 1987; 58 FR 18817, Apr. 16, 2003; 68 FR 36636, 36663, June 18, 2003; 68 FR 66992, Nov. 28, 2003; 70 FR 1506, 1594, Jan. 7, 2005; 71 FR 53158, 53241, Sept. 11, 2006.

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Frederick M. Lehrer, Esq.

Attorney and Counselor at Law

285 Uptown Blvd, 402

Altamonte Springs, Florida 32701

Office: (321) 972-8060

Cell: (561) 706-7646

Email: flehrer@securitiesattorney1.com

Websites: www.securitiesattorney1.com; www.secddefenselaw.com