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Erik B. Weinick
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May 14, 2024

VIA ECF AND HAND DELIVERY

Hon. Lewis A. Kaplan
United States District Court
Southern District of New York
500 Pearl St.
New York, New York 10007

Re: *SEC v. Legend Venture Partners LLC*, 1:23-cv-05326-LAK - Discovery Dispute -
Compel Turnover of Records in Compliance with Receivership Order

Dear Judge Kaplan:

Our firm ("Otterbourg") is counsel to Melanie L. Cyganowski, in her capacity as Receiver of Legend Venture Partners LLC ("Legend") and its affiliates (collectively, the "Receivership Entities"). The Court appointed Ms. Cyganowski as Receiver in its "Order Appointing Receiver" [Dkt. 33] (the "Receivership Order")¹ entered on July 7, 2023.

By this letter motion, the Receiver seeks: (i) the turnover by three founders and former insiders of Legend,² Mario Gogliormella, Steven Lacaj and Adam Ibrahim (collectively, the "Insiders"), of certain text messages, emails and other electronic data relating to the Receivership Entities' business operations (the "Data") that are stored on their personal electronic devices (the "Devices"), and (ii) Court permission to review the Insider/SM Emails (defined below). Despite numerous requests by the Receiver, the Insiders, who are represented by Clark Smith Villazor LLP ("Clark Smith"), the firm which previously also represented Legend, have refused to turnover the Data or permit the Receiver's review of the Insider/SM Emails on grounds of alleged privilege, yet have failed to provide a basis for their assertion of privilege, produce a privilege log to the extent appropriate or even, it appears (based on emails from counsel), to conduct a review of the very documents over which they assert a claim of privilege.

¹ Capitalized terms used but not defined herein shall have the same meanings ascribed in the Receivership Order.

² The Insiders formed Legend in September 2021 and were its initial members. See Exhibit A, Legend's certificate of formation. According to the SEC (Declaration of Kerri L. Palen, Ex. 5 [Dkt. 11-5]), companies owned by the Insiders received the following amounts from Legend in 2022: MMG Marketing Inc. (Gogliormella): \$3,657,649, Lacaj Marketing Corp (Lacaj): \$2,293,186, Atlas Worldwide Holdings (Ibrahim): \$6,857,907 (apparently for further distribution).

May 14, 2024
 Hon. Lewis A. Kaplan
 Page 2

The Receiver only seeks material related to the Receivership Entities' business operations that, by the terms of the Receivership Order, the Insiders are required to produce to the Receiver (or permit review by her). The Insiders' bald claim of privilege does not provide them with any basis to avoid complying with this Court's Order.

BACKGROUND

The Receivership Order: On June 22, 2023, the SEC brought this action alleging that Legend, along with a network of unregistered sales agents, engaged in illegal, unregistered offerings of securities in investment vehicles that purportedly provided access to Pre-IPO shares of private companies. On July 7, 2023, the Court granted the SEC's motion for the appointment of a receiver and entered the Receivership Order. Among other things, the Receivership Order authorizes the Receiver to "take custody, control, and possession of all Receivership Property, and records relevant thereto" (Receivership Order, §III.B) and directs *inter alia* the Receivership Entities' former officers, managers and agents and "any persons receiving notice of this Order" to turnover any books and records of the Receivership Entities to the Receiver. (Receivership Order, §§IV; V). The Receivership Order *requires* that the Receiver "notify the Court and the [SEC] of any failure or apparent failure of any person or entity to comply in any way with the terms of this Order." (Receivership Order, §VIII.)

The Receiver's Request for the Data: Consistent with the Receivership Order, the Receiver repeatedly requested that the Insiders turnover the Data to her. Through counsel, the Insiders refused, asserting that the Data was likely subject to their Fifth Amendment rights, even though, again through counsel, the Insiders stated that they had not reviewed the contents of the Devices. *See Exhibit B*, email chain including December 22, 2023 and November 22, 2023 emails from Clark Smith to Otterbourg. The Insiders repeatedly rejected the Receiver's request to explain the basis for the claimed privilege.

The Insider/SM Emails: At the time that the Receivership Order was entered, Legend was represented by Clark Smith.³ Prior to retaining Clark Smith, Legend was represented by Sheppard, Mullin, Richter & Hampton LLP ("SM").⁴ SM was retained as Legend's counsel in October 2022 shortly after the SEC served Legend with a document subpoena (the "SEC Subpoena"). *See Exhibit C*, October 4, 2022 Subpoena. In the course of her due diligence, the Receiver became aware that from November 2022 through February 2023, as Legend's counsel, SM reviewed and produced documents in response to the SEC Subpoena (the "SM Production"), including certain texts stored on the Devices (Insider cell phones) of the type that the Receiver has requested from the Insiders. *See Exhibit D*, email chain between SM and the SEC staff.

³ The Receiver notes that prior to this dispute, the Insiders were responsive to the Receiver's document requests in compliance with the Receivership Order.

⁴ The Receiver is advised that SM also represented Messrs. Gogliormella and Lacaj at some point during its representation of Legend. Apparently, SM did not represent Mr. Ibrahim in his personal capacity.

May 14, 2024
 Hon. Lewis A. Kaplan
 Page 3

Further research of Legend's email server (to which the Receiver succeeded) indicated that after service of the SEC Subpoena, certain of the Insiders sent emails to SM with zip files and other attachments (the "Insider/SM Emails"). Based upon the dates of the Insider/SM Emails, it appeared possible (if not likely) that the attachments included the Data, sent by the Insiders for review by SM for possible production to the SEC pursuant to the SEC Subpoena.⁵ Although the Receiver succeeds to the Receivership Entities' attorney-client privilege, the Receiver has not examined the Insider/SM Emails because the Insiders assert that the Insider/SM Emails are subject to their attorney-client privilege even though they have not explained how, produced a privilege log or it appears, even conducted a review. See Exhibit F, February 10, 2024 Email from Otterbourg; Exhibit G February 12, 2024 Email from Clark Smith; Exhibit H, April 25, 2024 Email from Clark Smith to Otterbourg.

ARGUMENT

Although the Insiders have been on notice of the Receivership Order since its entry, they refuse to produce the documents to the Receiver (or allow her access) on both Fifth Amendment and attorney-client privilege grounds, yet they steadfastly reject establishing the basis for their claim or it appears, even reviewing the underlying material.

Attorney-Client Privilege: The SM/Insider Emails appear to potentially attach texts and emails relating to the Receivership Entities' business operations. Moreover, it appears (based on the dates) that the SM/Insider Emails were sent by the Insiders as part of SM's review of documents, *on Legend's behalf*, for production to the SEC in response to the SEC Subpoena.

Of course, only communications or other materials that the Insiders sent or received in connection with their request for *personal* legal advice from their counsel could fall within their *personal* privilege. Other communications, such as those with Legend's counterparties concerning Legend's business activities, are not privileged (even if attached to a communication with counsel) and any communication that concerns a request for legal advice *on Legend's behalf* falls within Legend's attorney-client privilege that is now controlled by the Receiver. *Commodity Futures Trading Comm'n v. Weintraub*, 471 U.S. 343, 349, 105 S. Ct. 1986, 1991 (1985); *U.S. v. Shapiro*, No. 06 CR. 357(KMW)(FM), 2007 WL 2914218, at *6 (S.D.N.Y. Oct. 1, 2007) ("under *Weintraub*, it is the Receiver who has the authority to waive [the receivership entities'] attorney-client and work product protections"). Communications (if any) that are subject to both Legend's and the Insiders' shared attorney-client privilege also must be shared with the Receiver. *Bass Pub. Ltd. Co. v. Promus Cos. Inc.*, 868 F.Supp. 615, 620 (S.D.N.Y. 1994) ("Where there is a joint attorney-client privilege, there is no expectation that confidential information will be withheld from joint clients as there is no privilege between them.")

If, notwithstanding the foregoing, the Insiders intended to claim that Insider/SM Emails are subject to their attorney-client privilege, then they are required to review the SM/Insider Emails

⁵ SM's response to the Receiver's inquiries regarding her review of the Insider/SM Emails is annexed in Exhibit E.

May 14, 2024
 Hon. Lewis A. Kaplan
 Page 4

and provide a privilege log. Their refusal to do so undermines their claim of privilege. See Exhibit G (“We will not undertake to do an (expensive) privilege review to facilitate the receiver’s work. ... There are other ways for you to solve this problem instead of shifting the cost to us.”)

Fifth Amendment Privilege: It appears that the Insiders similarly make a blanket claim without any explanation that their Fifth Amendment rights bar production of the Data. No Fifth Amendment right protects against disclosure of the contents of voluntarily prepared business records or other documents. *Grand Jury Subpoena Duces Tecum*, 1 F.3d 87, 92-93 (2d. Cir 1993). Whether the Insiders rely on the “act of production” doctrine to avoid disclosing the Data to the Receiver is not known to the Receiver. The Insiders have never expressly made that claim and if they rely on it, have never explained how the “act of production” doctrine applies in this case⁶, particularly given the Insiders’ voluntary transmission of certain (if not all) of the Data to SM for review in connection with *Legend’s* response to the SEC Subpoena. See Exhibit D. As noted, on Legend’s behalf, SM did produce texts from one or more of the Insiders’ cell phones to the SEC – precisely the type of documents the Receiver seeks, and additionally, raising the possibility of waiver. *Cf.*, *Grand Jury Subpoena Duces Tecum*, 1 F.3d at 93-94 (production of calendar to SEC and testimony re same).

RELIEF REQUESTED

The Insiders’ blanket assertion of privilege – and their refusal to provide any bases for their assertion or provide a log for their claim of the attorney-client privilege, is indefensible. The Insiders should be required to turnover the Data, and the Receiver should be permitted to immediately commence a review of the Insider/SM Emails. At a minimum, the Insiders should be required to (i) state whether they have reviewed the Data and the Insider/SM Emails, and if not, be immediately required to do so, (ii) state the bases for claims of privilege that can be reviewed by the Receiver and considered by the Court and (iii) provide a privilege log of the documents that the Insiders assert are protected from production except to the extent that listing a document on the log would be inconsistent with the Insiders’ alleged Fifth Amendment claim.

Respectfully submitted,

/s/ Erik B. Weinick

Erik B. Weinick

cc: Patrick Smith, Esq. (Clark Smith & Villazor, LLP) (via email)
 Jeff Kern, Esq. (Sheppard Mullin, Richter & Hampton LLP) (via email)
 SEC Counsel (via ECF)

⁶ “This Circuit, however, routinely has held that ‘[t]he danger of self-incrimination must be real, not remote or speculative,’ and ‘[w]hen the danger is not readily apparent ... the burden of establishing its existence rests on the person claiming the privilege.’” *OSRecovery, Inc. v. One Groupe Int’l, Inc.*, 262 F.Supp. 2d 302, 306 (S.D.N.Y. 2003) (Kaplan, J.) quoting *Estate of Fisher v Comm’r*, 905 F.2d. 645, 648 (2d Cir. 1990) (testimonial).

EXHIBIT A

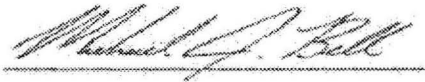
State of Delaware
Secretary of State
Division of Corporations
Delivered 03:17 PM 09/01/2021
FILED 03:17 PM 09/01/2021
SR 20213143367 - File Number 6209786

**CERTIFICATE OF FORMATION
OF
Legend Venture Partners LLC**

FIRST: The name of the limited liability company is: Legend Venture Partners LLC

SECOND: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

IN WITNESS WHEREOF, the undersigned, being fully authorized to execute and file this document have signed below and executed this Certificate of Formation on this September 01, 2021.



Harvard Business Services, Inc., Authorized Person
By: Michael J. Bell, President

STATEMENT OF AUTHORIZED PERSON

IN LIEU OF ORGANIZATIONAL MEETING
FOR
Legend Venture Partners LLC
September 1, 2021

We, Harvard Business Services, Inc., the authorized person of Legend Venture Partners LLC -- a Delaware Limited Liability Company -- hereby adopt the following resolution:

Resolved: That the Certificate of Formation of Legend Venture Partners LLC was filed with the Secretary of State of Delaware on September 1, 2021.

Resolved: That on September 1, 2021 the following persons were appointed as the initial members of the Limited Liability Company until their successors are elected and qualify:

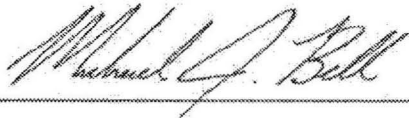
steven lacaj

mario gogliormella

adam ibrahim

Resolved: That the undersigned signatory hereby resigns as the authorized person of the above named Limited Liability Company.

This resolution shall be filed in the minute book of the company.



Harvard Business Services, Inc., Authorized Person
By: Michael J. Bell, President

*** This document is not part of the public record. Keep it in a safe place. ***

03/08/2022 3:25:52 PM -0600 IRS

PAGE 2 OF 2



Department of the Treasury
Internal Revenue Service
Ogden, UT 84201

In reply refer to: 0150313837
Mar 08, 2022 LTR 147C
87-2597910

LEGEND VENTURE PARTNERS LLC
STEVEN LACAJ MBR
11 BROADWAY STE 300
NEW YORK NY 10004-1398 752

Taxpayer Identification Number: 87-2597910

Form(s):

Dear Taxpayer:

Thank you for your telephone inquiry of March 8th, 2022.

Your Employer Identification Number (EIN) is 87-2597910. Please keep this letter in your permanent records. Enter your name and your EIN on all business federal tax forms and on related correspondence.

If you have any questions regarding this letter, please call our Customer Service Department at 1-800-829-0115 between the hours of 7:00 AM and 7:00 PM. If you prefer, you may write to us at the address shown at the top of the first page of this letter. When you write, please include a telephone number where you may be reached and the best time to call.

Sincerely,

Mr Jordan
1003824472
Customer Service Representative



HARVARD BUSINESS SERVICES, INC.

16192 COASTAL HIGHWAY
LEWES, DELAWARE 19958-9776
Phone: (302) 645-7400 (800)-345-2677
Fax: (302) 645-1280
www.delawareinc.com

Mr. STEVEN LACAJ
11 Broadway
Suite 732
New York NY 10004

Dear STEVEN LACAJ,

We would like to convey our congratulations to you and Legend Venture Partners LLC. We hope you enjoy terrific success with your new company. Thank you for giving us the opportunity to serve you as your incorporator and Delaware Registered Agent. You are now our valued client and we want to increase your success in any way we can.

Name: **Legend Venture Partners LLC**
Date of formation: September 1, 2021
Delaware State File Number: **6209786**
HBS Record ID Number: 475504

Enclosed is the Recorded Copy of your Certificate of Formation. Please review the information on the certificates and insert them in your corporate kit.

Please remember these three things in the future:

1. We must be made aware of any address changes. You may provide this information to us via email (mail@delawareinc.com) or phone (800-345-2677 ext. 6903). This will ensure that we remind you of the following two things:

2. Delaware LLC/LP tax is due June 1st each year. If the LLC/LP tax is not received by June 1st, a \$200 late penalty plus 1.5% interest monthly will be imposed by the State of Delaware and your company will cease to be in good standing.

3. Your annual registered fee of \$50 is due on the anniversary month of your corporation. If the registered agent fee is not received by the due date, a \$25 late penalty will be imposed. Failure to pay the registered agent fee within 3 months of the due date may lead to the loss of your registered agent, which could cause your company to become forfeit with Delaware.

We would like to thank you once again and wish you the best of luck. You can help us by telling a friend or business associate about our services. We work hard to keep things simple for you and your associates when it's time to incorporate.

Sincerely,

Filing Department
Harvard Business Services, Inc.



HARVARD BUSINESS SERVICES, INC.

16192 COASTAL HIGHWAY
LEWES, DELAWARE 19958-9776
Phone: (302) 645-7400 (800)-345-2677
Fax: (302) 645-1280
www.delawareinc.com

Did you know we offer many services other than formation/registered agent services? Below is a description of some of our popular services:

Foreign Qualification:

Many companies choose Delaware as their state of formation to take advantage of the strong corporate law structure but they do not actually do business in the State of Delaware. If your business will operate in a state other than the State of Delaware, a foreign qualification filing will typically be required. This filing allows a company to transact business in a jurisdiction other than where it was formed. Since every state has their own requirements to foreign qualify, let HBS take care of this detail for you.

Good Standing Certificates (Also known as Certificates of Existence):

A certificate of good standing may be required by many different parties, such as banks or different states. We can obtain a good standing from the State of Delaware for you from the State of Delaware. You may place the order online, www.delawareinc.com/gstanding, or contact us by email, phone or fax.

Tax ID Service:

We can obtain the Federal Tax Identification Number for your Delaware Corporation or LLC. The Federal Tax Identification Number, also known as a company's "EIN", is mandatory for opening US bank accounts, obtaining loans, hiring employees, or conducting business in the United States. Our service eliminates the hassle of dealing with the IRS.

Mail Forwarding Services:

All mail forwarding services can be viewed at our website: www.delawareinc.com/ourservices/mailfwd

Virtual Office Mail Forwarding & Telephone

Our best Mail Forwarding package includes the authorization to use our address as your mailing address as well as your own Delaware telephone number. We will scan all of your incoming mail and email it to you. You will receive a Delaware phone number (302 area code) that will automatically be forwarded to any domestic phone number you provide so that your clients may contact you.

Basic 6 & Basic 25 Mail Forwarding

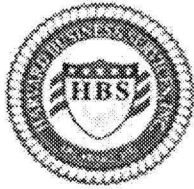
Pay for 6 or 25 email scans to be used as needed. We scan each piece of mail received, email it to you and hold the physical mail for one (1) week. Within that time frame, you can request to have the mail sent to you. After one (1) week, the mail is securely shredded on site. As long as your company is active under our Delaware Registered Agent service, there is no time limit as to when you can use your scan credits.

Airplane & Yacht Mail Forwarding

Use our address to receive Federal Aviation Administration (FAA) Aircraft and/or Department of Natural Resources (DNREC) Boat Registrations. We will scan your mail, email it to you and physically forward registrations to your address on file.

Many of our other services can be found on our website: www.delawareinc.com/ourservices. To initiate any of the above services, please call 1-800-345-2677 ext. 6911 or 302-645-7400 ext. 6911.

You may also send an email request to info@delawareinc.com.



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16192 COASTAL HIGHWAY
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Phone: (302) 645-7400 (800)-345-2677
Fax: (302) 645-1280
www.delawareinc.com

ACCOUNT: 250558

Mr. STEVEN LACAJ
11 Broadway
Suite 732
New York NY 10004

September 4, 2021

RECEIPT:

Legend Venture Partners LLC
Delaware Division of Corporations file # 6209786
Record ID 475504

Service Provided:

Formation	\$329.00
Federal Tax ID	\$65.00

AMOUNT PAID: \$394.00

PAID IN FULL

*** Keep this receipt for your records ***

EXHIBIT B

From: Selbie Jason <selbie.jason@csvllp.com>
Sent: Friday, December 22, 2023 11:36 AM
To: Michael A. Pantzer
Cc: Patrick Smith; Erik B. Weinick
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Michael,

Our individual clients (Mario Gogliormella, Steve Lacaj, and Adam Ibrahim) have Fifth Amendment rights with respect to data from their personal devices and, as stated in my prior email, decline to produce any data in response to the Receiver's request for emails, texts or other electronic data that relate to the business, finances and/or other activities of Legend that are contained on their personal electronic devices. If the Receiver proceeds with a formal request such as a subpoena, our clients are likely to invoke the Fifth Amendment.

Best,
Selbie

Selbie L. Jason
Clark Smith Villazor LLP
250 West 55th Street, 30th Floor
New York, New York 10019
O (212) 377-0856 | M (508) 844-7351

CLARK SMITH VILLAZOR

www.csvllp.com

From: Michael A. Pantzer <MPantzer@otterbourg.com>
Sent: Tuesday, December 19, 2023 8:30 AM
To: Selbie Jason <selbie.jason@csvllp.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Selbie,

I am following-up on my below December 1 email, in which I asked several questions of you concerning the turnover of documents. Among other things, it appears that your firm is holding a clone image of the contents of the personal devices which it received when it was acting as counsel to the Legend entities. We are trying to avoid litigation over the Requested Data but your failure to respond to my December 1 email makes resolution impossible. Even if we cannot resolve all of our differences, we might be able to narrow the issues in dispute. I look forward to your response, and optimally, would like to schedule a call. However, if you do not intend to respond substantively to my December 1 email, then as a matter of professional courtesy, please advise me that this is your position.

Michael A. Pantzer



Michael A. Pantzer • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3767 • Cell: (518) 573-2022 • Fax: (212) 682-6104 • mpantzer@otterbourg.com • otterbourg.com

The information contained in this communication may be privileged and/or confidential and is intended only for the individual to whom it is addressed or agent responsible to deliver it to the intended recipient. If you have received this communication in error, please immediately notify us by telephone.

From: Michael A. Pantzer
Sent: Friday, December 1, 2023 11:55 AM
To: 'Selbie Jason' <selbie.jason@csvllp.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Selbie:

I am in receipt of your email dated November 22, 2023, in which you advise that your clients, Mario Gogliormella, Steve Lacaj, and Adam Ibrahim, “decline to produce any data in response to the Receiver’s request for emails, texts or other electronic data that relate to the business, finances and/or other activities of Legend that are contained on their personal electronic devices.” As set forth in my prior emails, the Receivership Order requires that your clients produce the documents responsive to the Receiver’s request (the “Requested Data”), a point you have not disputed.

A. The Capacity in Which Your Firm Holds Data

Before I address your November 22 email, I would like to clarify statements that you made regarding the capacity in which your firm is holding Legend-related data stored on, or collected from, the personal devices of individuals associated with Legend. As I mentioned in my November 7 email, I understood “that your firm is in possession of electronic devices and/or images of electronic devices owned by certain individuals associated with Legend.” In your November 7 email you stated that your “firm had not reviewed any electronic communications on personal devices. We do not possess any such data in our capacity as former counsel to the Legend entities.” At the time of my November 8 email, I relied on your statements regarding the capacity in which your firm holds data.

However, since our exchange on November 8, we have learned of a subpoena dated October 4, 2022 issued by the SEC to Legend (the “Subpoena”). It is our understanding that at the time the Subpoena was issued to Legend, there were no outstanding SEC subpoenas to your clients in their individual capacities. It is our further understanding that in responding to the Subpoena, Legend’s former counsel Sheppard Mullin collected images of personal devices from your clients and produced a small number of documents from those devices, including copies of your client’s text messages that relate to the business operations of Legend. See attached January 6, 2023 Letter From Sheppard Mullin on behalf of Legend in response to SEC’s October 4, 2022 Request, LVP-LTR-00019 (“In further response to Request 10(d) [All Documents and Communications Concerning the Legend Offerings], enclosed bearing Bates numbers LVP-0023247 through LVP-0023308 are responsive communications. The Firm is in the process of identifying additional materials responsive to this request and will produce such records on a rolling basis”). See also attached Bates Number LVP-23298-23308, Messages exported from: Steve’s iPhone, Group Chat, Brandon Carr LVP, Savage, (discussing Legend business operations).

Additionally, we understand that when your firm replaced Sheppard Mullin as counsel to Legend, your firm received clone images of the contents of the personal devices from Sheppard Mullin that it had collected in response to the Subpoena. Accordingly, it is our understanding that your firm received the clone images when it represented Legend, not, or at least not solely, in your firm's capacity as counsel to individuals in their personal capacities, and at a time after the SEC had served the Subpoena on Legend and while it was outstanding (as it still remains). Please advise me if your firm continues to have possession of the cloned images of the contents of the personal devices.

B. The November 22 Email

So far as we can discern from your November 22 email, your clients refuse to produce the Requested Data (i) because your firm has not reviewed your clients' personal devices and does not know if any Requested Data exists, and (ii) on possible Fifth Amendment grounds. Neither basis bears scrutiny based on the facts.

1. Failure to Review

It is black letter law that a failure to review is not grounds for a refusal to produce. The Requested Data is relevant to the Receiver's duties and includes certain company documents. While you previously raised the costs of review, as you will recall, I offered to work collaboratively with you, to try to develop a protocol that would reduce those costs. That offer was not accepted.

Additionally, while your firm may not have reviewed the data on the personal devices, as noted above, Shepard Mullin had clones of the personal devices imaged, had reviewed all or a part of those images and then produced certain documents found on the personal devices to the SEC. Given Shepard Mullin's prior review (and potential creation of a log), please advise me what further review is required by your firm.

2. Possible Assertion of the Fifth Amendment

You contend that your clients might assert their Fifth Amendment privilege to any subpoena served by the Receiver for the production of the Requested Data. However, you provide no basis for your clients' possible assertion of that privilege. Please advise me of the alleged good faith basis for an assertion of the Fifth Amendment privilege by your clients. We are aware that certain individuals related to StraightPath have been indicted but that indictment does not refer to Legend or your clients.

Moreover, as you of course know, the production of documents is not subject to the Fifth Amendment privilege unless the Act of Production exception applies. We do not understand how the Act of Production is applicable here. Please explain how the Act of Production exception applies particularly given your clients' waiver of any purported Fifth Amendment protection by their production of contents of the personal devices in response to the SEC subpoena.

I look forward to your responses to the questions raised in this email. Your clients will need to provide answers to these questions (among others) if the Receiver is required to proceed by formal means to obtain the Requested Data (and any other Legend documents in the possession, custody or control of your clients). We still are hopeful that this impasse on production can be resolved amicably.

All rights reserved.

Michael A. Pantzer



Michael A. Pantzer • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3767 • Cell: (518) 573-2022 • Fax: (212) 682-6104 • mpantzer@otterbourg.com • otterbourg.com

The information contained in this communication may be privileged and/or confidential and is intended only for the individual to whom it is addressed or agent responsible to deliver it to the intended recipient. If you have received this communication in error, please immediately notify us by telephone.

From: Selbie Jason <selbie.jason@csvllp.com>
Sent: Wednesday, November 22, 2023 11:47 AM
To: Michael A. Pantzer <MPantzer@otterbourg.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Michael,

Our client's (Mario Gogliormella, Steve Lacaj, and Adam Ibrahim) decline to produce any data in response to the Receiver's request for emails, texts or other electronic data that relate to the business, finances and/or other activities of Legend that are contained on their personal electronic devices. As we previously discussed, we have not reviewed the contents of their personal electronic devices and are unaware whether such communications exist. If the Receiver proceeds with a formal request such as a subpoena, our clients are likely to invoke the Fifth Amendment.

Best,
Selbie

Selbie L. Jason
Clark Smith Villazor LLP
250 West 55th Street, 30th Floor
New York, New York 10019
O (212) 377-0856 | M (508) 844-7351

CLARK SMITH VILLAZOR

www.csvllp.com

From: Michael A. Pantzer <MPantzer@otterbourg.com>
Sent: Wednesday, November 8, 2023 1:41 PM
To: Selbie Jason <selbie.jason@csvllp.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Selbie,

I am in receipt of your November 7 email, which responded to my email of the same date. In my November 7 email I described our phone conversation from earlier that day. I was surprised to read in your email that you disagree with my email. I stand by my account of our call.

More importantly though is the Receiver's request for information which is outlined in my email to you dated November 3. Specifically, the Receiver requests the production of the emails, texts or other electronic data (collectively, the "Data") that relate to the business, finances and/or other activities of Legend that are contained on the personal electronic devices of Legend's former managers, directors, officers, employees, consultants, contractors, and other agents (the "Related Persons"). It is our understanding that your firm has represented and continues to represent one or more of the Related Persons, including Mario Gorgliormella, Steven Lacaj, and Adam Ibrahim. As I noted in my November 3 email, the order appointing the Receiver (the "Receivership Order") expressly requires that the Legend entities' "past and/or present officers, directors, agents, attorneys, managers, shareholders, employees, accountants, debtors, creditors, managers, general and limited partners ... shall ... produce all documents as required by the Receiver regarding the business of the Receivership Entities" (See, e.g., Receivership Order at Section IV.) Production of the requested Data from the personal devices is thus expressly required by the terms of the Receivership Order.

In your November 7 email, you state that your firm does not possess Data stored on the personal devices in your "capacity as former counsel to the Legend entities." You also state that the Receiver's request for Data on your clients' personal electronic devices "should be directed to those individuals." While I thought it was clear, to avoid any further uncertainty, please note that the Receiver's request for the Data is made to your clients through your firm as their counsel, much as we previously communicated with your firm when we demanded that the individuals "maintain and preserve, until further notice, any devices or items in their possession, custody or control upon which any information concerning the Receivership Entities may currently be, or may previously have been, located". (See Email from Erik Weinick to you dated July 10, 2023.)

The Receiver's request for the Data remains outstanding, and as I mentioned during our call and my November 7 email, we would like to work with you to reach a cost effective resolution of the turnover request. If that cannot be arranged, we will proceed by more formal means, as set forth in my November 7 email.

I am available to discuss these topics with you by phone, but in any event, please advise me by November 22 if your clients intend to comply with the terms of the Receivership Order and will produce the Data. All rights reserved.

Thank you,
Michael



Michael A. Pantzer • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3767 • Cell: (518) 573-2022 • Fax: (212) 682-6104 • mpantzer@otterbourg.com • otterbourg.com

The information contained in this communication may be privileged and/or confidential and is intended only for the individual to whom it is addressed or agent responsible to deliver it to the intended recipient. If you have received this communication in error, please immediately notify us by telephone.

From: Selbie Jason <selbie.jason@csvllp.com>
Sent: Tuesday, November 7, 2023 7:05 PM
To: Michael A. Pantzer <MPantzer@otterbourg.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Michael,

I don't agree with your recollection and understandings of the topics discussed during our call this morning. While you made various requests for information and further process related to our clients' personal electronic devices, I

confirmed that I would get back to you generally after speaking with our clients. I also noted that our firm had not reviewed any electronic communications on personal devices. We do not possess any such data in our capacity as former counsel to the Legend entities. To the extent that the Receiver seeks information and documents from our clients' personal electronic devices, such requests should be directed to those individuals.

Thanks,
Selbie

Selbie L. Jason

Clark Smith Villazor LLP
250 West 55th Street, 30th Floor
New York, New York 10019
O (212) 377-0856 | M (508) 844-7351

CLARK SMITH VILLAZOR

www.csvllp.com

From: Michael A. Pantzer <MPantzer@otterbourg.com>

Sent: Tuesday, November 7, 2023 2:42 PM

To: Selbie Jason <selbie.jason@csvllp.com>

Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>

Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Selbie,

Thank you for the phone call this morning. Based on our call, I understand that your firm is in possession of electronic devices and/or images of electronic devices owned by certain individuals associated with Legend. I also understand based on our call that your firm has not undertaken a review of the information and/or communications on the devices to determine if the devices contain information and/or communications related to Legend. As I mentioned on the call, and explained in my November 2 email, pursuant to the terms of the Receivership Order, we seek the production of information and/or communications on the devices that relate to the business, finances and/or other activities of Legend. Additionally, as I mentioned on the call, we would appreciate if you could provide us with further details on the devices you are currently holding, including who owns the devices, and the number and types of devices.

As discussed on the call, we would like to work with you to reach a cost effective resolution for the turnover of the information and/or communications stored on the devices that relate to Legend. I understand that you will be speaking with your clients to discuss this matter. We are hopeful of reaching a prompt resolution. Given the needs of the Receivership, unless we reach a consensual a resolution by November 22, 2023, we reserve the right to proceed by more formal means, including through the issuance of subpoena(s).

I look forward to hearing from you. We reserve all rights and remedies of the Receiver.

Thank you,
Michael



Michael A. Pantzer • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3767 • Cell: (518) 573-2022 • Fax: (212) 682-6104 • mpantzer@otterbourg.com • otterbourg.com

The information contained in this communication may be privileged and/or confidential and is intended only for the individual to whom it is addressed or agent responsible to deliver it to the intended recipient. If you have received this communication in error, please immediately notify us by telephone.

From: Michael A. Pantzer
Sent: Monday, November 6, 2023 3:28 PM
To: 'Selbie Jason' <selbie.jason@csvllp.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Selbie,

11:00 am tomorrow works for me. I will send you an invite with a dial-in.

Thank you,
Michael

From: Selbie Jason <selbie.jason@csvllp.com>
Sent: Monday, November 6, 2023 1:39 PM
To: Michael A. Pantzer <MPantzer@otterbourg.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Michael – I'm available 11am-2pm tomorrow. Is there a time in that window that works for you?

Thanks,
Selbie

Selbie L. Jason
Clark Smith Villazor LLP
250 West 55th Street, 30th Floor
New York, New York 10019
O (212) 377-0856 | M (508) 844-7351

CLARK SMITH VILLAZOR

www.csvllp.com

From: Michael A. Pantzer <MPantzer@otterbourg.com>
Sent: Friday, November 3, 2023 11:40 AM
To: Selbie Jason <selbie.jason@csvllp.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Selbie,

Thank you for your November 2 email. Your email responded to my email, also of November 2, in which I asked if we could schedule a call to discuss electronic devices in the Legend matter. You responded to note that your firm is not aware of any electronic devices that were owned by Legend other than the laptops that were held at the company's office.

I think there may be a misunderstanding. I did want to ask if Legend owned the cell phones used by Legend's managers, directors, officers, employees, consultants, contractors, and other agents (the "Related Persons") – and based on your

email, I gather that the cell phones were not Legend property. However, had we had the chance to speak, I would have explained that we also seek the production of any emails, texts or other electronic data contained on the Related Persons' cell phones that relate to the business, finances and/or other activities of Legend. Under the terms of the Receivership Order, any such documents, even if they are stored on the Related Persons' personal property, should be immediately turned over to the Receiver. (See, e.g., Receivership Order at Section IV: "... The Receivership Entities' past and/or present officers, directors, agents, attorneys, managers, shareholders, employees, accountants, debtors, creditors, managers, general and limited partners ... shall ... produce all documents as required by the Receiver regarding the business of the Receivership Entities")

I think it would be helpful if we could discuss this request and any search your firm conducted to identify and extract any responsive materials. If you agree, please advise me of available dates and times.

We reserve all rights and remedies of the Receiver.

Thank you,
Michael

From: Selbie Jason <selbie.jason@csvllp.com>
Sent: Thursday, November 2, 2023 1:19 PM
To: Michael A. Pantzer <MPantzer@otterbourg.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>
Subject: RE: Legend Venture Partners - Electronic Devices

Michael,

Other than the laptops we understand were previously collected from Legend's office, we're not aware of any other electronic devices belonging to Legend.

Best,
Selbie

Selbie L. Jason
Clark Smith Villazor LLP
250 West 55th Street, 30th Floor
New York, New York 10019
O (212) 377-0856 | M (508) 844-7351

CLARK SMITH VILLAZOR

www.csvllp.com

From: Michael A. Pantzer <MPantzer@otterbourg.com>
Sent: Thursday, November 2, 2023 9:23 AM
To: Selbie Jason <selbie.jason@csvllp.com>
Subject: [EXTERNAL EMAIL] Legend Venture Partners - Electronic Devices

Selbie,

Do you have availability for a phone call to discuss electronic devices in the Legend matter?

Thank you,

Michael



Michael A. Pantzer • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3767 • Cell: (518) 573-2022 • Fax: (212) 682-6104 • mpantzer@otterbourg.com • otterbourg.com

The information contained in this communication may be privileged and/or confidential and is intended only for the individual to whom it is addressed or agent responsible to deliver it to the intended recipient. If you have received this communication in error, please immediately notify us by telephone.

EXHIBIT C



NEW YORK
REGIONAL OFFICE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
100 PEARL STREET, SUITE 20-100
NEW YORK, NY 10004-2616

DIVISION OF ENFORCEMENT

October 4, 2022

VIA EMAIL (jkern@sheppardmullin.com)

Legend Venture Partners LLC
c/o Jeff Kern, Esq.
30 Rockefeller Plaza
New York, NY 10112

Re: In the Matter of Legend Venture Partners LLC, NY-10588

Dear Mr. Kern:

The enclosed subpoena has been issued pursuant to a formal order entered by the United States Securities and Exchange Commission ("Commission"). Pursuant to Rule 8 of the Commission's Rules Relating to Investigations, 17 C.F.R. § 203.8, I have enclosed a subpoena for documents issued to your client, Legend Venture Partners LLC ("Legend"), in connection with the above-referenced investigation.

The enclosed subpoena requires your client to produce documents to the SEC by October 18, 2022. Please deliver the materials by October 18, 2022 at 5:00 p.m. to:

ENF-CPU
U.S. Securities and Exchange Commission
14420 Albemarle Point Place, Suite 102
Chantilly, VA 20151-1750

For smaller electronic productions under 10MB in size, the materials may be emailed to the following email address: ENF-CPU@sec.gov.

Please also provide a duplicate copy of any document production cover letters to me at tannenjo@sec.gov. Additionally, please include the SEC matter number and the name of the requesting attorney when responding.

Please carefully read the subpoena attachment, which contains, among other things, important instructions related to the manner of producing documents. In particular, if your client

prefers to send us copies of original documents, **the staff requests that you scan and produce hard copy documents, as well as electronic documents, in an electronic format consistent with the SEC Data Delivery Standards attached hereto. All electronic documents responsive to the subpoena, including all metadata, should also be produced in their native software format.** If you have any questions concerning the production of documents in an electronic format, please contact me as soon as possible and in any event before producing documents. For security reasons, we strongly encourage the encryption of sensitive documents before production.

When producing the records, please consecutively number and mark each document produced with a symbol that identifies it as being produced by Legend.

In your cover letter(s) accompanying the production of responsive documents, please enclose a list briefly describing each item you send. The list should identify the paragraph(s) in the subpoena attachment to which each item responds. Please also state in the cover letter(s) whether you believe your client has met the obligations of the subpoena by searching carefully and thoroughly for everything called for by the subpoena, and sending it all to us.

A copy of the subpoena should be included with the documents that are produced. Correspondence should reference case number, case name, and requesting SEC staff member.

Passwords for documents, files, compressed archives, and encrypted media should be provided separately either via email addressed to ENF-CPU@sec.gov, or in a separate cover letter mailed separately from the data. Password correspondence should reference case number, case name, and requesting SEC staff member.

Please also provide a narrative description describing what was done to identify and collect documents responsive to the subpoena. At a minimum, the narrative should describe:

- who searched for documents;
- who reviewed documents found to determine whether they were responsive;
- which custodians were searched;
- what sources were searched (*e.g.*, computer files, CDs, DVDs, thumb drives, flash drives, online storage media, hard copy files, diaries, datebooks, planners, filing cabinets, storage facilities, home offices, work offices, voice mails, home email, webmail, work email, backup tapes, or other media);
- what search terms, if any, were employed to identify responsive documents;
- what firms and/or persons, if any, assisted in analyzing the data collected;
- what third parties, if any, were contacted to obtain responsive documents (*e.g.*, phone companies for phone records, brokerage firms for brokerage records); and
- where the original electronic and hardcopy documents are maintained and by whom.

In addition, for any documents that qualify as records of regularly conducted activities under Federal Rule of Evidence 902(11), please have the appropriate representative(s) of Legend complete a business records certification (a sample of which is enclosed) and return it with the document production. Execution of this certification may allow the Commission to introduce the

documents provided by Legend in any subsequent judicial proceeding, without requiring the testimony of a records custodian.

Please note that, in any matter in which enforcement action is ultimately deemed to be warranted, the Division of Enforcement will not recommend any settlement to the Commission unless the party wishing to settle certifies, under penalty of perjury, that all documents responsive to Commission subpoenas and formal and informal document requests in this matter have been produced.

Enclosed is a copy of the Commission's Form 1662, entitled "Supplemental Information for Persons Requested to Supply Information Voluntarily or Directed to Supply Information Pursuant to a Commission Subpoena." This form explains how we may use the information that Legend provides to the Commission and has other important information. Please provide a copy of this form to your client.

This investigation is a non-public, fact-finding inquiry. We are trying to determine whether there have been any violations of the federal securities laws. The investigation does not mean that we have concluded that anyone has violated the law. Also, the investigation does not mean that we have a negative opinion of any person, entity, or security.

If you have any questions or would like to discuss this matter, you may contact me at (212) 336-0548.

Sincerely,

/s/ Joshua D. Tannen
Joshua D. Tannen
Counsel
Division of Enforcement
(212) 336-0548
tannenjo@sec.gov

Enclosures: Subpoena and Attachment
SEC Data Delivery Standards
SEC Form 1662
Business Records Certification



SUBPOENA

UNITED STATES OF AMERICA SECURITIES AND EXCHANGE COMMISSION

In the Matter of Legend Venture Partners LLC, NY-10588

To: Legend Venture Partners LLC
c/o Jeff Kern, Esq.
30 Rockefeller Plaza
New York, NY 10112

☒ **YOU MUST PRODUCE** everything specified in the Attachment to this subpoena to officers of the Securities and Exchange Commission, at the place, date, and time specified below:

ENF-CPU, U.S. Securities and Exchange Commission, 14420 Albemarle Point Place, Suite 102
Chantilly, VA 20151-1750, no later than October 18, 2022 at 5:00 p.m.

☐ **YOU MUST TESTIFY** before officers of the Securities and Exchange Commission, at the place, date and time specified below:

FEDERAL LAW REQUIRES YOU TO COMPLY WITH THIS SUBPOENA.

If you do not comply with this subpoena, the SEC may bring an action in Federal Court to enforce this subpoena. Failure to comply with a court order enforcing this subpoena may result in the court imposing a fine, imprisonment, or both.

By: /s/ Joshua D. Tannen
Joshua D. Tannen, Counsel
U.S. Securities and Exchange Commission
New York Regional Office
100 Pearl Street, Suite 20-100
New York, NY 10004-2616

Date: October 4, 2022

I am an officer of the U.S. Securities and Exchange Commission authorized to issue subpoenas in this matter. The Securities and Exchange Commission has issued a formal order authorizing this investigation under: Section 20(a) of the Securities Act of 1933, Section 21(a) of the Securities Exchange Act of 1934, and Section 209(a) of the Investment Advisers Act of 1940.

NOTICE TO WITNESS: If you claim a witness fee or mileage, submit this subpoena with the claim voucher.

SUBPOENA ATTACHMENT FOR LEGEND VENTURE PARTNERS LLC
In the Matter of Legend Venture Partners LLC, NY-10588

October 4, 2022

Definitions

As used in this subpoena, the words and phrases listed below shall have the following meanings:

1. “Legend” means the entity doing business under the name “Legend Venture Partners LLC,” including parents, subsidiaries, affiliates, predecessors, successors, officers, directors, employees, agents, general partners, limited partners, partnerships and aliases, code names, or trade or business names used by any of the foregoing, including but not limited to LVH, LVM, LA, and the Legend Offerings as defined below.
2. “LVH” means the entity doing business under the name “Legend Venture Holdings LLC,” including parents, subsidiaries, affiliates, predecessors, successors, officers, directors, employees, agents, general partners, limited partners, partnerships and aliases, code names, or trade or business names used by any of the foregoing.
3. “LVM” means the entity doing business under the name “Legend Venture Management, LLC,” including parents, subsidiaries, affiliates, predecessors, successors, officers, directors, employees, agents, general partners, limited partners, partnerships and aliases, code names, or trade or business names used by any of the foregoing.
4. “LA” means the entity doing business under the name “Legend Advisors, LLC,” including parents, subsidiaries, affiliates, predecessors, successors, officers, directors, employees, agents, general partners, limited partners, partnerships and aliases, code names, or trade or business names used by any of the foregoing.
5. “Lacaj” means (i) Steven Lacaj and/or (ii) any present or former Representative of Lacaj.
6. “Gogliormella” means (i) Mario Gogliormella and/or (ii) any present or former Representative of Gogliormella.
7. “Savage” means (i) Robert Davy Savage and/or (ii) any present or former Representative of Savage.
8. “A. Ibrahim” means (i) Adam Ibrahim and/or (ii) any present or former Representative of A. Ibrahim.
9. “K. Ibrahim” means (i) Karim Ibrahim and/or (ii) any present or former representative of K. Ibrahim.
10. “Legend Offerings” means any investments, securities transactions, fundraising activities,

life settlement products, merchant cash advance products, real estate investments, private securities transactions, investment banking deals, unregistered offerings, private placements, bridge loans, debentures, partnership interests, funds, equity and/or debt financing, including but not limited to any of the foregoing involving Legend Ventures Fund 1 LLC, Legend Ventures Fund 2 LLC, Legend Ventures Fund 3 LLC, Legend Ventures Fund 4 LLC, Legend Ventures Fund 5 LLC, and/or Legend Ventures Fund 6 LLC.

11. “Person” means a natural person, firm, association, organization, partnership, business, trust, corporation, bank, or any other private or public entity.
12. A “Representative” of a Person means any present or former family members, officers, executives, partners, joint-venturers, directors, trustees, employees, consultants, accountants, attorneys, agents, or any other representative acting or purporting to act on behalf of the Person.
13. “Document” shall include, but is not limited to, any written, printed, or typed matter including, but not limited to all drafts and copies bearing notations or marks not found in the original, letters and correspondence, interoffice communications, slips, tickets, records, worksheets, financial records, accounting documents, bookkeeping documents, memoranda, reports, manuals, telephone logs, facsimiles, messages of any type, telephone messages, text messages, voice mails, tape recordings, notices, instructions, minutes, summaries, notes of meetings, file folder markings, and any other organizational indicia, purchase orders, information recorded by photographic process, including microfilm and microfiche, computer printouts, spreadsheets, and other electronically stored information, including but not limited to writings, drawings, graphs, charts, photographs, sound recordings, images, and other data or data compilations that are stored in any medium from which information can be retrieved, obtained, manipulated, or translated.
14. “Communication” means any correspondence, contact, discussion, e-mail, instant message, or any other kind of oral or written exchange or transmission of information (in the form of facts, ideas, inquiries, or otherwise) and any response thereto between two or more Persons or entities, including, without limitation, all telephone conversations, face-to-face meetings or conversations, internal or external discussions, or exchanges of a Document or Documents.
15. “Concerning” means directly or indirectly, in whole or in part, describing, constituting, evidencing, recording, evaluating, substantiating, concerning, referring to, alluding to, in connection with, commenting on, relating to, regarding, discussing, showing, describing, analyzing, or reflecting.
16. An “Agreement” means any actual or contemplated (i) written or oral Agreement; (ii) term or provision of such Agreement; or (iii) amendment of any nature or termination of such Agreement. A request for any Agreement among or between specified parties includes a request for all Documents Concerning (i) any actual or contemplated

Agreement among or between such parties, whether or not such Agreement included any other Person; (ii) the drafting or negotiation of any such Agreement; (iii) any actual or contemplated demand, request, or application for any such Agreement, and any response thereto; and (iv) any actual or contemplated objection or refusal to enter into any such Agreement, and any response thereto.

17. The term “Reviewed” means examined, assessed, considered, analyzed, or evaluated.
18. The term “you” and “your” means the Person to whom or entity to which this subpoena was issued.
19. To the extent necessary to bring within the scope of this this subpoena any information or Documents that might otherwise be construed to be outside its scope:
 - a. the word “or” means “and/or”;
 - b. the word “and” means “and/or”;
 - c. the functional words “each,” “every” “any” and “all” shall each be deemed to include each of the other functional words;
 - d. the masculine gender includes the female gender and the female gender includes the masculine gender; and
 - e. the singular includes the plural and the plural includes the singular.
20. “Relevant Period” means the time period beginning January 1, 2021, and continuing to the present, unless otherwise specified.

Instructions

1. Unless otherwise specified, this subpoena calls for production of the original Documents and all copies and drafts of same. Documents responsive to this subpoena may be in electronic or paper form. Electronic Documents such as email should be produced in accordance with the attached Document entitled SEC Data Delivery Standards. All responsive electronic Documents, including all metadata, should also be produced in their native software format.
2. For Documents in paper format, you may send the originals, or, if you prefer, you may send copies of the originals. The Commission cannot reimburse you for the copying costs. If you are sending copies, the staff requests that you scan (rather than photocopy) hard copy Documents and produce them in an electronic format consistent with the SEC Data Delivery Standards. Alternatively, you may send us photocopies of the Documents in paper format. If you choose to send copies, you must secure and retain the originals and store them in a safe place. The staff may later request or require that you produce the originals.
3. Whether you scan or photocopy Documents, the copies must be identical to the originals, including even faint marks or print. Also, please note that if copies of a Document differ in any way, they are considered separate Documents and you must send each one. For

example, if you have two copies of the same letter, but only one of them has handwritten notes on it, you must send both the clean copy and the one with notes.

4. In producing a photocopy of an original Document that contains post-it(s), notation flag(s), or other removable markings or attachments which may conceal all or a portion of the markings contained in the original Document, photocopies of the original Document both with and without the relevant post-it(s), notation flag(s), or removable markings or attachments should be produced.
5. Documents should be produced as they are kept in the ordinary course of business or be organized and labeled to correspond with the categories in this request. In that regard, Documents should be produced in a unitized manner, *i.e.*, delineated with staples or paper clips to identify the Document boundaries.
6. Documents should be labeled with sequential numbering (bates-stamped).
7. You must produce all Documents created during, or Concerning, the period from January 1, 2021 to the date of this subpoena, unless otherwise specified.
8. The scope of any given request should not be limited or narrowed based on the fact that it calls for Documents that are responsive to another request.
9. You are not required to produce exact duplicates of any Documents that have been previously produced to the Securities and Exchange Commission staff in connection with this matter. If you are not producing Documents based upon a prior production, please identify the responsive Documents that were previously produced.
10. For any Documents that qualify as records of regularly conducted activities under Federal Rule of Evidence 902(11), please complete a business records certification (a sample of which is enclosed) and return it with the Document production.
11. This subpoena covers all Documents in or subject to your possession, custody or control, including all Documents that are not in your immediate possession but that you have the effective ability to obtain, that are responsive, in whole or in part, to any of the individual requests set forth below. If, for any reason – including a claim of attorney-client privilege – you do not produce something called for by the request, you should submit a list of what you are not producing. The list should describe each item separately, noting:
 - a. its author(s);
 - b. its date;
 - c. its subject matter;
 - d. the name of the Person who has the item now, or the last Person known to have it;
 - e. the names of everyone who ever had the item or a copy of it, and the names of everyone who was told the item's contents;
 - f. the basis upon which you are not producing the responsive Document;
 - g. the specific request in the subpoena to which the Document relates;

- h. the attorney(s) and the client(s) involved; and
 - i. in the case of the work product doctrine, the litigation for which the Document was prepared in anticipation.
12. If Documents responsive to this subpoena no longer exist because they have been lost, discarded, or otherwise destroyed, you should identify such Documents and give the date on which they were lost, discarded, or destroyed.

Documents to be Produced

1. Documents sufficient to show the organizational structure of Legend, LVH, LVM, LA, and the Legend Offerings.
2. Documents sufficient to identify the principals, owners, officers, and directors of Legend, LVH, LVM, LA, and the Legend Offerings.
3. Documents sufficient to identify all Persons with an email address from any domain name associated with Legend, LVH, LVM, LA, or the Legend Offerings (including, but not limited, to @legendventurepartners.com and @legendadvisors.com) including, without limitation, each Person's name, telephone numbers, email addresses, home address, and business address.
4. Documents sufficient to identify all employees, independent contractors, consultants, and all others acting on behalf of Legend, LVH, LVM, LA, or the Legend Offerings, including:
 - a. Name
 - b. Title;
 - c. Entity with which affiliated;
 - d. Dates of affiliation;
 - e. Current or last known home address and telephone number;
 - f. Current or last known employment address and telephone number; and
 - g. Salary and/or other compensation for each year.
5. Documents sufficient to identify all payments made by Legend, LVH, LVM, LA, or the Legend Offerings to any Person, including, without limitation, documents sufficient to identify:
 - a. Name, address, telephone numbers, and email addresses for the recipient of payment;
 - b. The date of payment;
 - c. The amount of payment;
 - d. Any agreement concerning payment; and
 - e. The goods or services delivered in consideration of the payment.
6. All accounting Documents maintained for Legend, LVH, LVM, LA, and the Legend Offerings, including, without limitation, the following:

- a. All financial statements;
 - b. Audit logs;
 - c. Account lists;
 - d. General ledgers;
 - e. Journals;
 - f. Trial balances;
 - g. Balance sheets; and
 - h. Profit & loss statements.
7. All Transaction Detail Reports for Legend, LVH, LVM, LA, and the Legend Offerings.
8. Organizational, formation, and/or incorporation Documents of Legend, LVH, LVM, LA, and the Legend Offerings.
9. All Agreements among and between Legend, LVH, LVM, LA, the Legend Offerings, Lacaj, Gogliormella, Savage, A. Ibrahim, and/or K. Ibrahim.
10. All Documents and Communications Concerning the Legend Offerings, including but not limited to:
 - a. Documents sufficient to identify all Legend Offerings, including but not limited to offerings involving Legend Ventures Fund 1 LLC, Legend Ventures Fund 2 LLC, Legend Ventures Fund 3 LLC, Legend Ventures Fund 4 LLC, Legend Ventures Fund 5 LLC, and Legend Ventures Fund 6 LLC.
 - b. All organizational and/or offering Documents, including amendments, including but not limited to limited partnership agreements, operating agreements, advisory and/or management agreements, private placement memoranda, policies, investment agreements, purchase agreements, and/or promissory notes;
 - c. Marketing materials, pitch books, advertisements, lead sheets, cold call lists, sales scripts, press releases, brochures, and/or other written materials Concerning all Legend Offerings; and
 - d. All Communications with Persons Concerning the potential or actual acquisition of shares of or interests in “pre-IPO” issuers, including but not limited to Dataminr, Inc., InsuranceZebra, Inc., Payward Ventures, Inc. (d/b/a Kraken), Plaid Inc., Space Exploration Technologies Corp. (d/b/a SpaceX), ThoughtSpot, Inc., Triller Inc., Voyager Space Holdings, Inc., and Zipline International Inc., the potential or actual acquisition of which related to the Legend Offerings, and also including any Communications and Agreements with broker-dealers Concerning the same subject(s).
11. Documents sufficient to evidence ownership of securities held in each Legend Offering identified in response to Request 10.

12. Documents sufficient to identify all salespersons, including but not limited to finders, marketers, and referral agents, for the Legend Offerings identified in response to Request 10, including:
 - a. Name;
 - b. Title;
 - c. Current or last known home address and telephone number;
 - d. Current or last known employment address and telephone number;
 - e. Offering(s) with which the individual was affiliated and/or sold;
 - f. Any Agreements or contracts with the salesperson; and
 - g. Documents sufficient to identify the salesperson's compensation and/or commissions.
13. Documents sufficient to identify all potential and/or actual investors in the Legend Offerings, including:
 - a. Name, address, telephone numbers, and email addresses;
 - b. Amount and date of investment;
 - c. Type of investment and/or in which Offering invested;
 - d. Status of investment;
 - e. Dates and amounts of all interest, dividend, or redemption payments;
 - f. Verification of accredited investor status; and
 - g. Name of individual or entity who referred the investor to Legend.
14. All Communications with all potential and/or actual investors in the Legend Offerings, including but not limited to written and electronic correspondence.
15. All subscription agreements, investor questionnaires, welcome letters, email communications, and written correspondence Concerning potential and/or actual clients of Legend, LVH, LVM, LA, or the Legend Offerings.
16. Annual, quarterly, or other periodic reports to investors in the Legend Offerings.
17. Documents sufficient to identify all bank accounts owned by Legend, LVH, LVM, LA, or the Legend Offerings.
18. All audited and unaudited financial statements of Legend, LVH, LVM, LA, and the Legend Offerings.



U.S. Securities and Exchange Commission

Data Delivery Standards

This document describes the technical requirements for paper and electronic document productions to the U.S. Securities and Exchange Commission (SEC). ****Any questions or proposed file formats other than those described below must be discussed with the legal and technical staff of the SEC Division of Enforcement prior to submission.****

General Instructions.....	1
Delivery Formats.....	2
I. Imaged Productions.....	3
1. Images.....	3
2. Image Cross-Reference File	3
3. Data File.....	3
4. Text.....	3
5. Linked Native Files.....	3
II. Native File Productions without Load Files	4
III. Adobe PDF File Productions	4
IV. Audio Files.....	4
V. Video Files	4
VI. Electronic Trade and Bank Records.....	4
VII. Electronic Phone Records	4
VIII. Audit Workpapers.....	5
IX. Mobile Device Data	5

General Instructions

Due to COVID-19 restrictions the current, temporary mailing address for all physical productions sent to the SEC is:
ENF-CPU (U.S. Securities & Exchange Commission), 14420 Albemarle Point Place, Suite 102, Chantilly, VA 20151-1750

Electronic files must be produced in their native format, i.e. the format in which they are ordinarily used and maintained during the normal course of business. For example, an MS Excel file must be produced as an MS Excel file rather than an image of a spreadsheet. ***(Note: An Adobe PDF file is not considered a native file unless the document was initially created as a PDF.)***

In the event produced files require the use of proprietary software not commonly found in the workplace, the SEC will explore other format options with the producing party.

The proposed use of file de-duplication methodologies or *computer-assisted review* or *technology-assisted review* (TAR) during the processing of documents must be discussed with and approved by the legal and technical staff of the Division of Enforcement (ENF). If your production will be de-duplicated it is vital that you 1) preserve any unique metadata associated with the duplicate files, for example, custodian name and file location and, 2) make that unique metadata part of your production to the SEC.

General requirements for **ALL** document productions are:

1. A cover letter must be included with each production and should include the following information:
 - a. Case number, case name and requesting SEC staff member name
 - b. A list of each piece of media included in the production with its unique production volume number
 - c. A list of custodians, identifying the Bates range for each custodian
 - d. The time zone in which the emails were standardized during conversion
 - e. Whether the production contains native files produced from Mac operating system environments
2. Data can be produced on CD, DVD, thumb drive, etc., using the media requiring the least number of deliverables and labeled with the following:
 - a. Case number
 - b. Production date
 - c. Producing party
 - d. Bates range (if applicable)
3. All submissions must be organized by **custodian** unless otherwise instructed.
4. All document family groups, i.e. email attachments, embedded files, etc., should be produced together and children files should follow parent files sequentially in the Bates numbering.
5. All load-ready collections should include only one data load file and one image pointer file.
6. All load-ready text must be produced as separate document-level text files.
7. All load-ready collections should account for custodians in the custodian field.
8. All load-ready collections must provide the extracted contents of any container files to ensure all relevant files are produced as separate records.
9. Audio files should be separated from data files if both are included in the production.
10. Only alphanumeric characters and the underscore character are permitted in file names and folder names. Special characters are not permitted.
11. All electronic productions submitted on media must be produced using industry standard self-extracting encryption software.
12. The SEC uses 7zip to access compressed files. Note that the SEC **cannot** accept files that use AES-256 Jpeg or pkAES-256-Cert Deflate compression methods, even if the files are created with 7zip. If you have any questions or need additional information, please reach out to the requesting SEC staff member.
13. Electronic productions of 20 GB or less are strongly encouraged to be submitted via Secure File Transfer. All Secure File Transfers should be sent to the SEC Centralized Production Unit (ENF-CPU@sec.gov) with a CC to the requesting SEC staff member. If you do not have your own Secure File Transfer application, you may reach out to the requesting SEC staff member for a link to the SEC system in order to upload your production. If using the SEC Secure File Transfer system, you will NOT be able to CC individuals outside the SEC on your upload transmission. Note that the SEC **cannot** accept productions made using file sharing sites such as Google Drive, Microsoft Office 365 or Dropbox.
14. Productions containing BSA or SAR material must be delivered on encrypted physical media. The SEC **cannot** accept electronic transmission of BSA or SAR material. Any BSA or SAR material produced should be segregated and appropriately marked as BSA or SAR material, or should be produced separately from other case related material.
15. Passwords for electronic documents, files, compressed archives and encrypted media must be provided separately either via email or in a cover letter apart from the media.
16. All electronic productions should be produced free of computer viruses.
17. Before producing forensically collected images, parties should reach out to the requesting SEC staff member in order to discuss appropriate handling.
18. Before producing unique data sets (large sets of relational data, website reconstruction, chat room data, etc.), parties should reach out to the requesting SEC staff member in order to discuss an appropriate production format.
19. Additional technical descriptions can be found in the addendum to this document.

Please note that productions sent to the SEC via United States Postal Service are subject to Mail Irradiation, and as a result electronic productions may be damaged.

Delivery Formats

I. Imaged Productions

The SEC prefers that all scanned paper and electronic file collections be produced in a structured format including industry standard load files, Bates numbered image files, native files and searchable document-level text files.

1. Images

- a. Black and white images must be 300 DPI Group IV single-page TIFF files
- b. Color images must be produced in JPEG format
- c. File names cannot contain embedded spaces or special characters (including the comma)
- d. Folder names cannot contain embedded spaces or special characters (including the comma)
- e. All image files must have a unique file name, i.e. Bates number
- f. Images must be endorsed with sequential Bates numbers in the lower right corner of each image
- g. The number of image files per folder should not exceed 2,000 files
- h. Excel spreadsheets should have a placeholder image named by the Bates number of the file
- i. AUTOCAD/photograph files should be produced as a single page JPEG file

2. Image Cross-Reference File

The image cross-reference file (.LOG or .OPT) links the images to the database records. It should be a comma-delimited file consisting of seven fields per line with a line in the cross-reference file for every image in the database with the following format:

ImageID,VolumeLabel,ImageFilePath,DocumentBreak,FolderBreak,BoxBreak,PageCount

3. Data File

The data file (.DAT) contains all of the fielded information that will be loaded into the database.

- a. The first line of the .DAT file must be a header row identifying the field names
- b. The .DAT file must use the following *Concordance*® default delimiters:
 - Comma ¶ ASCII character (020)
 - Quote ¢ ASCII character (254)
- c. If the .DAT file is produced in Unicode format it must contain the byte order marker
- d. Date fields should be provided in the format: mm/dd/yyyy
- e. Date and time fields must be two separate fields
- f. The time zone must be included in all time fields
- g. If the production includes imaged emails and attachments, the attachment fields must be included to preserve the parent/child relationship between an email and its attachments
- h. An OCRPATH field must be included to provide the file path and name of the extracted text file on the produced storage media. The text file must be named after the FIRSTBATES. Do not include the text in the .DAT file.
- i. For productions with native files, a LINK field must be included to provide the file path and name of the native file on the produced storage media. The native file must be named after the FIRSTBATES.
- j. BEGATTACH and ENDATTACH fields must be two separate fields
- k. A complete list of metadata fields is available in **Addendum A** to this document

4. Text

Text must be produced as separate document-level text files, not as fields within the .DAT file. The text files must be named per the FIRSTBATES/Image Key and the full path to the text file (OCRPATH) should be included in the .DAT file. Text files may be in either ANSI or Unicode format, however, ALL text files must be in the same format within the same production. Note that productions containing text with foreign characters must produce text files in Unicode format to preserve the foreign characters. Text files must be in a separate folder, and the number of text files per folder should not exceed 2,000 files. There should be no special characters (including commas) in the folder names. For redacted documents, provide the full text for the redacted version.

5. Linked Native Files

Copies of original email and native file documents/attachments must be included for all electronic productions.

- a. Native file documents must be named per the FIRSTBATES number
- b. The full path of the native file must be provided in the .DAT file for the LINK field
- c. The number of native files per folder should not exceed 2,000 files

II. Native File Production without Load Files

With prior approval, native files may be produced without load files. The native files must be produced as they are maintained in the normal course of business and organized by custodian-named file folders. When approved, native email files (.PST or .MBOX) may be produced. A separate folder should be provided for each custodian.

III. Adobe PDF File Production

With prior approval, Adobe PDF files may be produced in native file format.

1. All PDFs must be unitized at the document level, i.e., each PDF must represent a discrete document.
2. PDF files should be produced in separate folders named by the custodian. The folders should not contain any special characters (including commas).
3. All PDF files must contain embedded text that includes all discernible words within the document, not selected text or image only. This requires all layers of the PDF to be flattened first.
4. If PDF files are Bates endorsed, the PDF files must be named by the Bates range.

IV. Audio Files

Audio files from telephone recording systems must be produced in a format that is playable using Microsoft Windows Media Player™. Additionally, the call information (metadata) related to each audio recording MUST be provided. The metadata file must be produced in a delimited text format. Field names must be included in the first row of the text file. The metadata must include, at a minimum, the following fields:

- | | |
|------------------------|--|
| 1) Caller Name: | Caller's name or account/identification number |
| 2) Originating Number: | Caller's phone number |
| 3) Called Party Name: | Called party's name |
| 4) Terminating Number: | Called party's phone number |
| 5) Date: | Date of call |
| 6) Time: | Time of call |
| 7) Filename: | Filename of audio file |

V. Video Files

Video files must be produced in a format that is playable using Microsoft Windows Media Player™.

VI. Electronic Trade and Bank Records

When producing electronic trade records, bank records, or financial statements, provide the files in one of the following formats:

1. MS Excel spreadsheet with header information detailing the field structure. If any special codes exist in the dataset, a separate document must be provided that details all such codes. If details of the field structure do not fit in the header, a separate document must be provided that includes such details.
2. Delimited text file with header information detailing the field structure. The preferred delimiter is a vertical bar "|". If any special codes exist in the dataset, a separate document must be provided that details all such codes. If details of the field structure do not fit in the header, a separate document must be provided that includes such details.

VII. Electronic Phone Records

When producing electronic phone records, provide the files in the following format:

1. MS Excel spreadsheet with header information detailing the field structure. If any special codes exist in the dataset, a separate document must be provided that details all such codes. If details of the field structure do not fit in the header, a separate document must be provided that includes such details. Data must be formatted in its native format (i.e. dates in a date format, numbers in an appropriate numerical format, and numbers with leading zeroes as text).
 - a. The metadata that must be included is outlined in **Addendum B** of this document. Each field of data must be loaded into a separate column. For example, Date and Start_Time must be produced in separate columns and not combined into a single column containing both pieces of information. Any fields of data that are provided in addition to those listed in **Addendum B** must also be loaded into separate columns.

VIII. Audit Workpapers

The SEC prefers for workpapers to be produced in two formats: (1) With Bates numbers in accordance with the SEC Data Delivery Standards; and (2) in native format or if proprietary software was used, on a standalone laptop with the appropriate software loaded so that the workpapers may be reviewed as they would have been maintained in the ordinary course of business. The laptop must have printing capability, and when possible, the laptop should be configured to enable a Virtual Machine (VM) environment.

IX. Mobile Device Data

Before producing mobile device data (including but not limited to text messages) parties should reach out to the requesting SEC staff member in order to discuss the appropriate production format.

ADDENDUM A

The metadata of electronic document collections should be extracted and provided in a .DAT file using the field definition and formatting described below:

Field Name	Sample Data	Description
FIRSTBATES	EDC0000001	First Bates number of native file document/email
LASTBATES	EDC0000001	Last Bates number of native file document/email **The LASTBATES field should be populated for single page documents/emails.
ATTACHRANGE	EDC0000001 - EDC0000015	Bates number of the first page of the parent document to the Bates number of the last page of the last attachment "child" document
BEGATTACH	EDC0000001	First Bates number of attachment range
ENDATTACH	EDC0000015	Last Bates number of attachment range
PARENT_BATES	EDC0000001	First Bates number of parent document/Email **This PARENT_BATES field should be populated in each record representing an attachment "child" document
CHILD_BATES	EDC0000002; EDC0000014	First Bates number of "child" attachment(s); can be more than one Bates number listed depending on the number of attachments **The CHILD_BATES field should be populated in each record representing a "parent" document
CUSTODIAN	Smith, John	Email: Mailbox where the email resided Native: Name of the individual or department from whose files the document originated
FROM	John Smith	Email: Sender Native: Author(s) of document **semi-colon should be used to separate multiple entries
TO	Coffman, Janice; LeeW [mailto:LeeW@MSN.com]	Recipient(s) **semi-colon should be used to separate multiple entries
CC	Frank Thompson [mailto:frank_Thompson@cdt.com]	Carbon copy recipient(s) **semi-colon should be used to separate multiple entries
BCC	John Cain	Blind carbon copy recipient(s) **semi-colon should be used to separate multiple entries
SUBJECT	Board Meeting Minutes	Email: Subject line of the email Native: Title of document (if available)
FILE_NAME	BoardMeetingMinutes.docx	Native: Name of the original native file, including extension
DATE_SENT	10/12/2010	Email: Date the email was sent Native: (empty)
TIME_SENT/TIME_ZONE	07:05 PM GMT	Email: Time the email was sent/ Time zone in which the emails were standardized during conversion. Native: (empty) **This data must be a separate field and cannot be combined with the DATE_SENT field
TIME_ZONE	GMT	The time zone in which the emails were standardized during conversion. Email: Time zone Native: (empty)

LINK	D:\001\ EDC0000001.msg	Hyperlink to the email or native file document **The linked file must be named per the FIRSTBATES number
MIME_TYPE	application/msword	The content type of an email or native file document as identified/extracted from the header
FILE_EXTEN	MSG	The file type extension representing the email or native file document; will vary depending on the format
AUTHOR	John Smith	Email: (empty) Native: Author of the document
LAST_AUTHOR	Jane Doe	Email: (empty) Native: Last Author of the document
DATE_CREATED	10/10/2010	Email: (empty) Native: Date the document was created
TIME_CREATED/TIME_ZONE	10:25 AM GMT	Email: (empty) Native: Time the document was created including time zone **This data must be a separate field and cannot be
DATE_MOD	10/12/2010	Email: (empty) Native: Date the document was last modified
TIME_MOD/TIME_ZONE	07:00 PM GMT	Email: (empty) Native: Time the document was last modified including the time zone **This data must be a separate field and cannot be
DATE_ACCESSD	10/12/2010	Email: (empty) Native: Date the document was last accessed
TIME_ACCESSD/TIME_ZONE	07:00 PM GMT	Email: (empty) Native: Time the document was last accessed including the time zone **This data must be a separate field and cannot be
PRINTED_DATE	10/12/2010	Email: (empty) Native: Date the document was last printed
FILE_SIZE	5,952	Size of native file document/email in KB
PGCOUNT	1	Number of pages in native file document/email
PATH	J:\Shared\SmithJ\October Agenda.doc	Email: (empty) Native: Path where native file document was stored including original file name.
INTFILEPATH	Personal Folders\Deleted Items\Board Meeting Minutes.msg	Email: original location of email including original file name. Native: (empty)
INTMSGID	<000805c2c71b\$75977050\$cb 8306d1@MSN>	Email: Unique Message ID Native: (empty)

HEADER	Return-Path: <example_from@dc.edu> X-SpamCatcher-Score:1[X] Received:from[136.167.40.119] (HELO dc.edu) by fe3.dc.edu (CommuniGate Pro SMTP4.1.8) with ESMTP-TLS id 61258719 for example_to@mail.dc.edu; Mon, 23 Aug 2004 11:40:10 - 0400 Message-ID: <4129F3CA.2020509@dc.edu> Date: Mon, 23 Aug 2005 11:40:36 -400 From: Taylor Evans <example_from@dc.edu> User-Agent:Mozilla/5.0 (Windows;U; Windows NT 5.1; en-US;rv:1.0.1) Gecko/20020823 Netscape/7.0 X-Accept-Language:en-us,en MIME-Version:1.0 To: Jon Smith <example_to@mail.dc.edu> Subject:Business Development Meeting Content-Type: text/plain;charset=us-ascii; format=flowed Content-Transfer-Encoding:7bit	Email: The email header information Native: (empty)
MD5HASH	d131dd02c5e6eec4693d9a069 8aff95c 2fcab58712467eab4004583eb 8fb7f89	MD5 Hash value of the document.
OCRPATH	TEXT/001/EDC0000001.txt	Path to extracted text of the native file

Sample Image Cross-Reference File:

```

IMG00000001,,E:\001\IMG00000001.TIF,Y,,,
IMG00000002,,E:\001\IMG00000002.TIF,,,,
IMG00000003,,E:\001\IMG00000003.TIF,,,,
IMG00000004,,E:\001\IMG00000004.TIF,Y,,,
IMG00000005,,E:\001\IMG00000005.TIF,Y,,,
IMG00000006,,E:\001\IMG00000006.TIF,,,,

```

ADDENDUM B

For Electronic Phone Records, include the following fields in separate columns:

For Calls:

- 1) Account Number
- 2) Connection Date – Date the call was received or made
- 3) Connection Time – Time call was received or made
- 4) Seizure Time – Time it took for the call to be placed in seconds
- 5) Originating Number – Phone that placed the call
- 6) Terminating Number – Phone that received the call
- 7) Elapsed Time – The length of time the call lasted, preferably in seconds
- 8) End Time – The time the call ended
- 9) Number Dialed – Actual number dialed
- 10) IMEI Originating – Unique id to phone used to make call
- 11) IMEI Terminating– Unique id to phone used to receive call
- 12) IMSI Originating – Unique id to phone used to make call
- 13) IMSI Terminating- Unique id to phone used to receive call
- 14) Call Codes – Identify call direction or other routing information
- 15) Time Zone – Time Zone in which the call was received or placed, if applicable

For Text messages:

- 1) Account Number
- 2) Connection Date – Date the text was received or made
- 3) Connection Time – Time text was received or made
- 4) Originating Number – Who placed the text
- 5) Terminating Number – Who received the text
- 6) IMEI Originating – Unique id to phone used to make text
- 7) IMEI Terminating– Unique id to phone used to receive text
- 8) IMSI Originating - Unique id to phone used to make text
- 9) IMSI Terminating- Unique id to phone used to receive text
- 10) Text Code – Identify text direction, or other text routing information
- 11) Text Type Code – Type of text message (sent SMS, MMS, or other)
- 12) Time Zone – Time Zone in which the call was received or placed, if applicable

For Mobile Data Usage:

- 1) Account Number
- 2) Connection Date – Date the data was received or made
- 3) Connection Time – Time data was received or made
- 4) Originating number – Number that used data
- 5) IMEI Originating – Unique id of phone that used data
- 6) IMSI Originating - Unique id of phone that used data
- 7) Data or Data codes – Identify data direction, or other data routing information
- 8) Time Zone – Time Zone in which the call was received or placed, if applicable

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Supplemental Information for Persons Requested to Supply
Information Voluntarily or Directed to Supply Information
Pursuant to a Commission Subpoena**

A. False Statements and Documents

Section 1001 of Title 18 of the United States Code provides that fines and terms of imprisonment may be imposed upon:

[W]hoever, in any matter within the jurisdiction of the executive, legislative, or judicial branch of the Government of the United States, knowingly and willfully--

- (1) falsifies, conceals, or covers up by any trick, scheme, or device a material fact;
- (2) makes any materially false, fictitious, or fraudulent statement or representation; or
- (3) makes or uses any false writing or document knowing the same to contain any materially false, fictitious, or fraudulent statement or entry.

Section 1519 of Title 18 of the United States Code provides that fines and terms of imprisonment may be imposed upon:

Whoever knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States . . . , or in relation to or contemplation of any such matter.

B. Testimony

If your testimony is taken, you should be aware of the following:

1. *Record.* Your testimony will be transcribed by a reporter. If you desire to go off the record, please indicate this to the Commission employee taking your testimony, who will determine whether to grant your request. The reporter will not go off the record at your, or your counsel's, direction.
2. *Counsel.* You have the right to be accompanied, represented and advised by counsel of your choice. Your counsel may advise you before, during and after your testimony; question you briefly at the conclusion of your testimony to clarify any of the answers you give during testimony; and make summary notes during your testimony solely for your use. If you are accompanied by counsel, you may consult privately.

If you are not accompanied by counsel, please advise the Commission employee taking your testimony if, during the testimony, you desire to be accompanied, represented and advised by counsel. Your testimony will be adjourned once to afford you the opportunity to arrange to be so accompanied, represented or advised.

You may be represented by counsel who also represents other persons involved in the Commission's investigation. This multiple representation, however, presents a potential conflict of interest if one client's interests are or may be adverse to another's. If you are represented by counsel who also represents other persons involved in the investigation, the Commission will assume that you and counsel have discussed and resolved all issues concerning possible conflicts of interest. The choice of counsel, and the responsibility for that choice, is yours.

3. *Transcript Availability.* Rule 6 of the Commission's Rules Relating to Investigations, 17 CFR 203.6, states:

A person who has submitted documentary evidence or testimony in a formal investigative proceeding shall be entitled, upon written request, to procure a copy of his documentary evidence or a transcript of his testimony on payment of the appropriate fees: *Provided, however,* That in a nonpublic formal investigative proceeding the Commission may for good cause deny such request. In any event, any witness, upon proper identification, shall have the right to inspect the official transcript of the witness' own testimony.

If you wish to purchase a copy of the transcript of your testimony, the reporter will provide you with a copy of the appropriate form. Persons requested to supply information voluntarily will be allowed the rights provided by this rule.

4. *Perjury.* Section 1621 of Title 18 of the United States Code provides that fines and terms of imprisonment may be imposed upon:

Whoever--

- (1) having taken an oath before a competent tribunal, officer, or person, in any case in which a law of the United States authorizes an oath to be administered, that he will testify, declare,

depose, or certify truly, or that any written testimony, declaration, deposition, or certificate by him subscribed, is true, willfully and contrary to such oath states or subscribes any material matter which he does not believe to be true; or

(2) in any declaration, certificate, verification, or statement under penalty of perjury as permitted under section 1746 of title 28, United States Code, willfully subscribes as true any material matter which he does not believe to be true.

5. *Fifth Amendment and Voluntary Testimony.* Information you give may be used against you in any federal, state, local or foreign administrative, civil or criminal proceeding brought by the Commission or any other agency.

You may refuse, in accordance with the rights guaranteed to you by the Fifth Amendment to the Constitution of the United States, to give any information that may tend to incriminate you.

If your testimony is not pursuant to subpoena, your appearance to testify is voluntary, you need not answer any question, and you may leave whenever you wish. Your cooperation is, however, appreciated.

6. *Formal Order Availability.* If the Commission has issued a formal order of investigation, it will be shown to you during your testimony, at your request. If you desire a copy of the formal order, please make your request in writing.

C. Submissions and Settlements

Rule 5(c) of the Commission's Rules on Informal and Other Procedures, 17 CFR 202.5(c), states:

Persons who become involved in . . . investigations may, on their own initiative, submit a written statement to the Commission setting forth their interests and position in regard to the subject matter of the investigation. Upon request, the staff, in its discretion, may advise such persons of the general nature of the investigation, including the indicated violations as they pertain to them, and the amount of time that may be available for preparing and submitting a statement prior to the presentation of a staff recommendation to the Commission for the commencement of an administrative or injunction proceeding. Submissions by interested persons should be forwarded to the appropriate Division Director or Regional Director with a copy to the staff members conducting the investigation and should be clearly referenced to the specific investigation to which they relate. In the event a recommendation for the commencement of an enforcement proceeding is presented by the staff, any submissions by interested persons will be forwarded to the Commission in conjunction with the staff memorandum.

The staff of the Commission routinely seeks to introduce submissions made pursuant to Rule 5(c) as evidence in Commission enforcement proceedings, when the staff deems appropriate.

Rule 5(f) of the Commission's Rules on Informal and Other Procedures, 17 CFR 202.5(f), states:

In the course of the Commission's investigations, civil lawsuits, and administrative proceedings, the staff, with appropriate authorization, may discuss with persons involved the disposition of such matters by consent, by settlement, or in some other manner. It is the policy of the Commission, however, that the disposition of any such matter may not, expressly or impliedly, extend to any criminal charges that have been, or may be, brought against any such person or any recommendation with respect thereto. Accordingly, any person involved in an enforcement matter before the Commission who consents, or agrees to consent, to any judgment or order does so solely for the purpose of resolving the claims against him in that investigative, civil, or administrative matter and not for the purpose of resolving any criminal charges that have been, or might be, brought against him. This policy reflects the fact that neither the Commission nor its staff has the authority or responsibility for instituting, conducting, settling, or otherwise disposing of criminal proceedings. That authority and responsibility are vested in the Attorney General and representatives of the Department of Justice.

D. Freedom of Information Act

The Freedom of Information Act, 5 U.S.C. 552 (the "FOIA"), generally provides for disclosure of information to the public. Rule 83 of the Commission's Rules on Information and Requests, 17 CFR 200.83, provides a procedure by which a person can make a written request that information submitted to the Commission not be disclosed under the FOIA. That rule states that no determination as to the validity of such a request will be made until a request for disclosure of the information under the FOIA is received. Accordingly, no response to a request that information not be disclosed under the FOIA is necessary or will be given until a request for disclosure under the FOIA is received. If you desire an acknowledgment of receipt of your written request that information not be disclosed under the FOIA, please provide a duplicate request, together with a stamped, self-addressed envelope.

E. Authority for Solicitation of Information

Persons Directed to Supply Information Pursuant to Subpoena. The authority for requiring production of information is set forth in the subpoena. Disclosure of the information to the Commission is mandatory, subject to the valid assertion of any legal right or privilege you might have.

Persons Requested to Supply Information Voluntarily. One or more of the following provisions authorizes the Commission to solicit the information requested: Sections 19 and/or 20 of the Securities Act of 1933; Section 21 of the Securities Exchange Act of 1934; Section 321 of the Trust Indenture Act of 1939; Section 42 of the Investment Company Act of 1940; Section 209 of the Investment Advisers Act of 1940; and 17 CFR 202.5. Disclosure of the requested information to the Commission is voluntary on your part.

F. Effect of Not Supplying Information

Persons Directed to Supply Information Pursuant to Subpoena. If you fail to comply with the subpoena, the Commission may seek a court order requiring you to do so. If such an order is obtained and you thereafter fail to supply the information, you may be subject to civil and/or criminal sanctions for contempt of court. In addition, Section 21(c) of the Securities Exchange Act of 1934, Section 42(c) of the Investment Company Act of 1940, and Section 209(c) of the Investment Advisers Act of 1940 provide that fines and terms of imprisonment may be imposed upon any person who shall, without just cause, fail or refuse to attend and testify or to answer any lawful inquiry, or to produce books, papers, correspondence, memoranda, and other records in compliance with the subpoena.

Persons Requested to Supply Information Voluntarily. There are no direct sanctions and thus no direct effects for failing to provide all or any part of the requested information.

G. Principal Uses of Information

The Commission's principal purpose in soliciting the information is to gather facts in order to determine whether any person has violated, is violating, or is about to violate any provision of the federal securities laws or rules for which the Commission has enforcement authority, such as rules of securities exchanges and the rules of the Municipal Securities Rulemaking Board. Facts developed may, however, constitute violations of other laws or rules. Information provided may be used in Commission and other agency enforcement proceedings. Unless the Commission or its staff explicitly agrees to the contrary in writing, you should not assume that the Commission or its staff acquiesces in, accedes to, or concurs or agrees with, any position, condition, request, reservation of right, understanding, or any other statement that purports, or may be deemed, to be or to reflect a limitation upon the Commission's receipt, use, disposition, transfer, or retention, in accordance with applicable law, of information provided.

H. Routine Uses of Information

The Commission often makes its files available to other governmental agencies, particularly United States Attorneys and state prosecutors. There is a likelihood that information supplied by you will be made available to such agencies where appropriate. Whether or not the Commission makes its files available to other governmental agencies is, in general, a confidential matter between the Commission and such other governmental agencies.

Set forth below is a list of the routine uses which may be made of the information furnished.

1. To appropriate agencies, entities, and persons when (1) the SEC suspects or has confirmed that there has been a breach of the system of records, (2) the SEC has determined that as a result of the suspected or confirmed breach there is a risk of harm to individuals, the SEC (including its information systems, programs, and operations), the Federal Government, or national security; and (3) the disclosure made to such agencies, entities, and persons is reasonably necessary to assist in connection with the SEC's efforts to respond to the suspected or confirmed breach or to prevent, minimize, or remedy such harm.
2. To other Federal, state, local, or foreign law enforcement agencies; securities self-regulatory organizations; and foreign financial regulatory authorities to assist in or coordinate regulatory or law enforcement activities with the SEC.
3. To national securities exchanges and national securities associations that are registered with the SEC, the Municipal Securities Rulemaking Board; the Securities Investor Protection Corporation; the Public Company Accounting Oversight Board; the Federal banking authorities, including, but not limited to, the Board of Governors of the Federal Reserve System, the Comptroller of the Currency, and the Federal Deposit Insurance Corporation; state securities regulatory agencies or organizations; or regulatory authorities of a foreign government in connection with their regulatory or enforcement responsibilities.
4. By SEC personnel for purposes of investigating possible violations of, or to conduct investigations authorized by, the Federal securities laws.
5. In any proceeding where the Federal securities laws are in issue or in which the Commission, or past or present members of its staff, is a party or otherwise involved in an official capacity.
6. In connection with proceedings by the Commission pursuant to Rule 102(e) of its Rules of Practice, 17 CFR 201.102(e).

7. To a bar association, state accountancy board, or other Federal, state, local, or foreign licensing or oversight authority; or professional association or self-regulatory authority to the extent that it performs similar functions (including the Public Company Accounting Oversight Board) for investigations or possible disciplinary action.
8. To a Federal, state, local, tribal, foreign, or international agency, if necessary to obtain information relevant to the SEC's decision concerning the hiring or retention of an employee; the issuance of a security clearance; the letting of a contract; or the issuance of a license, grant, or other benefit.
9. To a Federal, state, local, tribal, foreign, or international agency in response to its request for information concerning the hiring or retention of an employee; the issuance of a security clearance; the reporting of an investigation of an employee; the letting of a contract; or the issuance of a license, grant, or other benefit by the requesting agency, to the extent that the information is relevant and necessary to the requesting agency's decision on the matter.
10. To produce summary descriptive statistics and analytical studies, as a data source for management information, in support of the function for which the records are collected and maintained or for related personnel management functions or manpower studies; may also be used to respond to general requests for statistical information (without personal identification of individuals) under the Freedom of Information Act.
11. To any trustee, receiver, master, special counsel, or other individual or entity that is appointed by a court of competent jurisdiction, or as a result of an agreement between the parties in connection with litigation or administrative proceedings involving allegations of violations of the Federal securities laws (as defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)) or pursuant to the Commission's Rules of Practice, 17 CFR 201.100 through 900 or the Commission's Rules of Fair Fund and Disgorgement Plans, 17 CFR 201.1100 through 1106, or otherwise, where such trustee, receiver, master, special counsel, or other individual or entity is specifically designated to perform particular functions with respect to, or as a result of, the pending action or proceeding or in connection with the administration and enforcement by the Commission of the Federal securities laws or the Commission's Rules of Practice or the Rules of Fair Fund and Disgorgement Plans.
12. To any persons during the course of any inquiry, examination, or investigation conducted by the SEC's staff, or in connection with civil litigation, if the staff has reason to believe that the person to whom the record is disclosed may have further information about the matters related therein, and those matters appeared to be relevant at the time to the subject matter of the inquiry.
13. To interns, grantees, experts, contractors, and others who have been engaged by the Commission to assist in the performance of a service related to this system of records and who need access to the records for the purpose of assisting the Commission in the efficient administration of its programs, including by performing clerical, stenographic, or data analysis functions, or by reproduction of records by electronic or other means. Recipients of these records shall be required to comply with the requirements of the Privacy Act of 1974, as amended, 5 U.S.C. 552a.
14. In reports published by the Commission pursuant to authority granted in the Federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), which authority shall include, but not be limited to, section 21(a) of the Securities Exchange Act of 1934, 15 U.S.C. 78u(a)).
15. To members of advisory committees that are created by the Commission or by Congress to render advice and recommendations to the Commission or to Congress, to be used solely in connection with their official designated functions.
16. To any person who is or has agreed to be subject to the Commission's Rules of Conduct, 17 CFR 200.735-1 through 200.735-18, and who assists in the investigation by the Commission of possible violations of the Federal securities laws (as such term is defined in section 3(a)(47) of the Securities Exchange Act of 1934, 15 U.S.C. 78c(a)(47)), in the preparation or conduct of enforcement actions brought by the Commission for such violations, or otherwise in connection with the Commission's enforcement or regulatory functions under the Federal securities laws.
17. To a Congressional office from the record of an individual in response to an inquiry from the Congressional office made at the request of that individual.
18. To members of Congress, the press, and the public in response to inquiries relating to particular Registrants and their activities, and other matters under the Commission's jurisdiction.
19. To prepare and publish information relating to violations of the Federal securities laws as provided in 15 U.S.C. 78c(a)(47)), as amended.
20. To respond to subpoenas in any litigation or other proceeding.
21. To a trustee in bankruptcy.
22. To any governmental agency, governmental or private collection agent, consumer reporting agency or commercial reporting agency, governmental or private employer of a debtor, or any other person, for collection,

including collection by administrative offset, Federal salary offset, tax refund offset, or administrative wage garnishment, of amounts owed as a result of Commission civil or administrative proceedings.

23. To another Federal agency or Federal entity, when the SEC determines that information from this system of records is reasonably necessary to assist the recipient agency or entity in (1) responding to a suspected or confirmed breach or (2) preventing, minimizing, or remedying the risk of harm to individuals, the recipient agency or entity (including its information systems, programs, and operations), the Federal Government, or national security, resulting from a suspected or confirmed breach.

* * * * *

Small Business Owners: The SEC always welcomes comments on how it can better assist small businesses. If you would like more information, or have questions or comments about federal securities regulations as they affect small businesses, please contact the Office of Small Business Policy, in the SEC's Division of Corporation Finance, at 202-551-3460. If you would prefer to comment to someone outside of the SEC, you can contact the Small Business Regulatory Enforcement Ombudsman at <http://www.sba.gov/ombudsman> or toll free at 888-REG-FAIR. The Ombudsman's office receives comments from small businesses and annually evaluates federal agency enforcement activities for their responsiveness to the special needs of small business.

**DECLARATION OF *[Insert Name]* CERTIFYING RECORDS
OF REGULARLY CONDUCTED BUSINESS ACTIVITY**

I, the undersigned, *[insert name]*, pursuant to 28 U.S.C. § 1746, declare that:

1. I am employed by *[insert name of company]* as *[insert position]* and by reason of my position am authorized and qualified to make this declaration. *[if possible supply additional information as to how person is qualified to make declaration, e.g., I am custodian of records, I am familiar with the company's recordkeeping practices or systems, etc.]*
2. I further certify that the documents *[attached hereto or submitted herewith]* and stamped *[insert bates range]* are true copies of records that were:
 - (a) made at or near the time of the occurrence of the matters set forth therein, by, or from information transmitted by, a person with knowledge of those matters;
 - (b) kept in the course of regularly conducted business activity; and
 - (c) made by the regularly conducted business activity as a regular practice.

I declare under penalty of perjury that the foregoing is true and correct. Executed on *[date]*.

[Name]

EXHIBIT D

From: Christopher Bosch <CBosch@sheppardmullin.com>
Sent: Tuesday, January 31, 2023 11:03 AM
To: 'Tannen, Joshua'
Cc: 'Rawlings, Steven'; 'Greenwood, Lee'; 'Bettis, Suzanne'; 'Smith, Douglas'; 'Jeff Kern'
Subject: RE: NY-10588 / Legend - Text Messages

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Hi all,

As an update, our team has access to Mario's data and we will begin our review today so that we can identify and produce responsive communications promptly. The data for Steve and Adam's phones are both being processed as expeditiously as technically possible, and will similarly enter our queue as soon as the data is reviewable.

Best,

Chris

Christopher Bosch
+1 212-653-8185 | direct
CBosch@sheppardmullin.com

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From: Christopher Bosch
Sent: Thursday, January 26, 2023 5:47 PM
To: 'Tannen, Joshua' <TannenJo@SEC.GOV>
Cc: Rawlings, Steven <RawlingsS@sec.gov>; Greenwood, Lee <greenwoodl@SEC.GOV>; Bettis, Suzanne <BettisS@SEC.GOV>; Smith, Douglas <SmithDo@sec.gov>; Jeff Kern <jkern@sheppardmullin.com>
Subject: RE: NY-10588 / Legend - Text Messages

Hi Josh,

I have a call in to Setec to see where they are and we'll revert tomorrow.

Best,

Chris

Christopher Bosch
+1 212-653-8185 | direct
CBosch@sheppardmullin.com

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From: Tannen, Joshua <TannenJo@SEC.GOV>

Sent: Thursday, January 26, 2023 5:19 PM

To: Jeff Kern <jkern@sheppardmullin.com>; Christopher Bosch <CBosch@sheppardmullin.com>

Cc: Rawlings, Steven <RawlingsS@sec.gov>; Greenwood, Lee <greenwoodl@SEC.GOV>; Bettis, Suzanne <BettisS@SEC.GOV>; Smith, Douglas <SmithDo@sec.gov>

Subject: NY-10588 / Legend - Text Messages

Jeff, Chris,

Can you please give us an update on when we can expect additional production(s) of text messages?

Thanks,

Josh

Joshua D. Tannen

U.S. Securities and Exchange Commission | Division of Enforcement

100 Pearl St | New York, NY 10004

(212) 336-0548 | TannenJo@sec.gov

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EXHIBIT E

From: Jeff Kern <jkern@sheppardmullin.com>
Sent: Friday, April 19, 2024 2:57 PM
To: Peter Feldman; Michael A. Pantzer; Erik B. Weinick
Subject: RE: Legend: Receiver's document request

Well, I didn't present the proposition that the emails are not subject to a claim of privilege as Sheppard Mullin's "position." I said I didn't have any legal authority for the opposite proposition. See the highlighted text below. And, if read in its entirety, the upshot of my email is that, given the state of play, I don't have really have a position. If anything, I have so much regard for the importance of privilege, particularly in a potential criminal context, that I don't think you all should be looking at the emails. This is the meaning behind my "I'm not comfortable" statement. So, I think the process would be best served to merely provide Pat with a copy of our communications without attributing specific positions to Sheppard Mullin or me.

Jeff Kern
+1 212-634-3075 | direct
jkern@sheppardmullin.com | [Bio](#)

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From: Peter Feldman <pfeldman@otterbourg.com>
Sent: Friday, April 19, 2024 2:27 PM
To: Jeff Kern <jkern@sheppardmullin.com>; Michael A. Pantzer <MPantzer@otterbourg.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: RE: Legend: Receiver's document request

Jeff,

Thanks for your April 18 email.

We fully agree with your position that the emails sent on the Legend server to Sheppard Mullin are not subject to any claim of privilege. However, in Pat Smith's email dated February 12, 2024 he claimed, without explanation, that "[t]here is a privilege between the law firms and the individual clients" that is not waived. Given this blanket assertion of privilege, we believe we need to advise Pat Smith of Sheppard Mullin's position. If Clark Smith continues to contend that the emails are privileged, we will seek a determination from the Court. We will copy you on our communications with Pat Smith over this issue.

Peter

Peter Feldman • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3615 • Cell: (917) 306-4449 • Fax: (212) 682-6104 • pfeldman@otterbourg.com • otterbourg.com

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From: Jeff Kern <jkern@sheppardmullin.com>

Sent: Thursday, April 18, 2024 10:27 AM

To: Michael A. Pantzer <MPantzer@otterbourg.com>; Peter Feldman <pfeldman@otterbourg.com>; Erik B. Weinick <eweinick@otterbourg.com>

Subject: RE: Legend: Receiver's document request

Good Morning Michael:

Just to be clear, I wasn't necessarily going to check with Clark Smith. So, since we spoke, while I have not reached out to Pat Smith, I have used the time to give the situation some thought and consult with colleagues. Here's where I'm at: Part of the challenge here, I think for all of us, is the sort of novelty (at least for me) of this entire situation. The truth is I'm not comfortable with another law firm looking at my firm's communications with clients, especially clients currently being investigated by two separate federal agencies. But, I don't think I actually have any say in the matter. As previously communicated, **I don't have any legal authority for the proposition that communications on the Legend server are privileged** vis a vis the Receiver, who now holds Legend's privilege. And you all actually have the emails and are positioned to review them. Given this state of play, I don't think there's anything for me to do at this point, other than to rely on Otterbourg's well-deserved honor that should you come across something that regard as privileged, you will cease reviewing it and notify me and/or Clark Smith.

Jeff

Jeff Kern

+1 212-634-3075 | direct
jkern@sheppardmullin.com | [Bio](#)

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From: Michael A. Pantzer <MPantzer@otterbourg.com>

Sent: Thursday, April 18, 2024 9:24 AM

To: Jeff Kern <jkern@sheppardmullin.com>; Peter Feldman <pfeldman@otterbourg.com>; Erik B. Weinick <eweinick@otterbourg.com>

Subject: RE: Legend: Receiver's document request

Jeff,

As we discussed on Tuesday, while you stated that you did not believe that any of the emails stored on Legend's server are subject to the Individuals' personal privilege, you were going to check with the Individuals' current counsel, Clark Smith, to see if they take a different position. Can you please advise?

Thank you,
Michael



Michael A. Pantzer • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3767 • Cell: (518) 573-2022 • Fax: (212) 682-6104 • mpantzer@otterbourg.com • otterbourg.com

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From: Jeff Kern <jkern@sheppardmullin.com>
Sent: Tuesday, April 16, 2024 3:32 PM
To: Peter Feldman <pfeldman@otterbourg.com>; Erik B. Weinick <eweinick@otterbourg.com>
Cc: Michael A. Pantzer <MPantzer@otterbourg.com>
Subject: RE: Legend: Receiver's document request

Good by me.

Jeff Kern
+1 212-634-3075 | direct
jkern@sheppardmullin.com | [Bio](#)

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From: Peter Feldman <pfeldman@otterbourg.com>
Sent: Tuesday, April 16, 2024 3:27 PM
To: Jeff Kern <jkern@sheppardmullin.com>; Erik B. Weinick <eweinick@otterbourg.com>
Cc: Michael A. Pantzer <MPantzer@otterbourg.com>
Subject: RE: Legend: Receiver's document request

All,

I am stuck and need to delay. Can we start the call at 4:30?

Peter

Peter Feldman • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3615 • Cell: (917) 306-4449 • Fax: (212) 682-6104 • pfeldman@otterbourg.com • otterbourg.com

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On April 15, 2024 at 8:48:36 PM GMT+2, Jeff Kern <jkern@sheppardmullin.com> wrote:
Sure.

Jeff Kern
+1 212-634-3075 | direct
jkern@sheppardmullin.com | [Bio](#)

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From: Peter Feldman <pfeldman@otterbourg.com>
Sent: Monday, April 15, 2024 10:37 AM
To: Jeff Kern <jkern@sheppardmullin.com>; Erik B. Weinick <eweinick@otterbourg.com>
Cc: Michael A. Pantzer <MPantzer@otterbourg.com>
Subject: RE: Legend: Receiver's document request

Jeff:

Can we set up a call for tomorrow, late in the afternoon? Say at 4 PM or so? I just want to tie the knot on this and make certain that we understand each other's position.

Thanks,
Peter



Peter Feldman • Otterbourg P.C. • [230 Park Avenue](#) • [New York, NY 10169](#) • Direct: [\(212\) 905-3615](tel:(212)905-3615) • Cell: [\(917\) 306-4449](tel:(917)306-4449) • Fax: [\(212\) 682-6104](tel:(212)682-6104) • pfeldman@otterbourg.com • otterbourg.com

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On April 11, 2024 at 2:02:18 AM GMT+2, Jeff Kern <jkern@sheppardmullin.com> wrote:
Yes, assuming that no other unusual scenarios exist relating to privilege, which I don't think is the case.

Jeff Kern
+1 212-634-3075 | direct
jkern@sheppardmullin.com | [Bio](#)

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From: Erik B. Weinick <eweinick@otterbourg.com>
Sent: Wednesday, April 10, 2024 2:02 PM
To: Jeff Kern <jkern@sheppardmullin.com>; Peter Feldman <pfeldman@otterbourg.com>
Cc: Michael A. Pantzer <MPantzer@otterbourg.com>
Subject: RE: Legend: Receiver's document request

Jeff,

Thank you for sending the engagement letter between Sheppard Mullin Richter & Hampton ("Sheppard") and Legend Venture Partners LLC ("Legend"), and clarifying the engagement by Mario Gogliomella and Steven Lacaj (the "Individuals").

As to the documents, and as a first step, can you please confirm that Sheppard will allow Otterbourg, as counsel to the Receiver, to review the emails between the Individuals and Sheppard using the @legendventurepartners.com domain, including the emails the Individuals sent to Sheppard attaching documents for review prior to production to the SEC (along with the attached documents themselves)?

Please let me know. Happy to speak further if that is helpful.

Erik

From: Jeff Kern <jkern@sheppardmullin.com>
Sent: Tuesday, April 9, 2024 4:37 PM
To: Peter Feldman <pfeldman@otterbourg.com>
Cc: Erik B. Weinick <eweinick@otterbourg.com>; Michael A. Pantzer <MPantzer@otterbourg.com>
Subject: RE: Legend: Receiver's document request

Peter, Erik & Michael:

As per my conversation with Erik last evening, I write to confirm that my firm, Sheppard Mullin Richter & Hampton was engaged as counsel to Legend Venture Partners LLC in from October 10, 2022 until the date (which I don't recall or have any record of) that Patrick Smith assumed representation of the Company. During this same period, we also represented Mario Gogliomella and Steven Lacaj in their individual capacities. We are prepared to provide my firm's communications with any employees of Legend conducted through Legend Venture Partner controlled channels. As also discussed with Erik, in that I believe you already have these communications through your assumption of control over the companies server, I request that we work together to determine whether our firm has any communications you don't already have so as to lessen the burdens of production for Sheppard Mullin.

Thanks,

Jeff

Jeff Kern
+1 212-634-3075 | direct
jkern@sheppardmullin.com | [Bio](#)

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From: Peter Feldman <pfeldman@otterbourg.com>

Sent: Sunday, April 7, 2024 8:35 PM

To: Jeff Kern <jkern@sheppardmullin.com>

Cc: Erik B. Weinick <eweinick@otterbourg.com>; Michael A. Pantzer <MPantzer@otterbourg.com>

Subject: Legend: Receiver's document request

Jeff

I will be out of pocket for parts of tomorrow. Can you please call my partner Erik Weinick in my place? Erik's cell number is 516-343-8356.

Thank you.

Peter



Peter Feldman • Otterbourg P.C. • [230 Park Avenue](#) • [New York, NY 10169](#) • Direct: [\(212\) 905-3615](#) • Cell: [\(917\) 306-4449](#) • Fax: [\(212\) 682-6104](#) • pfeldman@otterbourg.com • otterbourg.com

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EXHIBIT F

From: Michael A. Pantzer <MPantzer@otterbourg.com>
Sent: Saturday, February 10, 2024 1:20 PM
To: 'Jeff Kern'; 'Selbie Jason'
Cc: 'Patrick Smith'; Erik B. Weinick
Subject: RE: SEC v. Legend Venture Partners - Email Systems

Jeff,

Thanks for the phone call yesterday. While we did not discuss the substance of my below email, you let me know that you have availability to speak on Monday at 2:30 pm. I will send an invite for that time. I haven't heard from Selbie but will include her and Pat on the invitation.

Thank you,
Michael

From: Michael A. Pantzer
Sent: Thursday, February 8, 2024 9:29 AM
To: 'Jeff Kern' <jkern@sheppardmullin.com>; 'Selbie Jason' <selbie.jason@csvllp.com>
Cc: Patrick Smith <patrick.smith@csvllp.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: SEC v. Legend Venture Partners - Email Systems

Jeff and Selbie,

We are writing in connection with the receivership of Legend Venture Partners, LLC, and its related entities (collectively, "Legend"). As you are aware, my firm is counsel to Melanie L. Cyganowski, the Court appointed Receiver of the Legend entities as more fully set forth in the order appointing Ms. Cyganowski (the "Receivership Order"). I am writing to discuss an issue regarding Legend's legacy email systems. As you may be aware, Legend maintained an email domain (@legendventurepartners.com) and email addresses which appear to be assigned to individuals associated with Legend including, among others, Steven Lacaj (slacaj@legendventurepartners.com), Mario Gogliormella (mgoglio@legendventurepartners.com) and Adam Ibrahim (adam@legendventurepartners.com) (collectively, the "Individuals" and the "Legacy Email System"). We understand that Jeff's firm, Sheppard Mullin, represented Legend, and may also have represented the Individuals individually or jointly with Legend. We ask that Jeff please confirm whether Sheppard Mullin did represent the Individuals and if so, the dates of that representation. We understand that Selbie's firm Clark Smith Villazor LLP ("Clark Smith") replaced Sheppard Mullin as counsel to Legend, and currently represents the Individuals.

After the Receiver's appointment, in accordance with the Receivership Order, the Receiver took control of the Legacy Email System. Our preliminary review of the Legacy Email System has revealed that certain emails, including attachments, were sent between the accounts associated with the Individuals and Sheppard Mullin (the "Potentially Privileged Emails"). We have not opened or reviewed the Potentially Privileged Emails.

As Selbie knows and as Jeff may be aware, we have been in discussions with Clark Smith regarding the turnover to the Receiver, in accordance with the Receivership Order, of text messages and other electronic data collected from the personal electronic devices of the Individuals (the "Data"). We understand that while

Sheppard Mullin represented the company (and perhaps the Individuals), the firm collected the Data from certain of the Individuals and produced certain text messages to the SEC on behalf of the company in response to a subpoena issued by the SEC to Legend in October 2022. Given Sheppard Mullin's role in collecting the Data, we assume (but do not know) that certain of the Data may possibly be contained in the Potentially Privileged Emails.

During our discussions with Clark Smith, counsel has advised that the Individuals refuse to produce the Data in response to the Receiver's request for emails, texts or other electronic data that relate to the business, finances and/or other activities of Legend that are contained on the Individuals' personal electronic devices. Clark Smith also has advised, among other things, that the Individuals will likely assert their Fifth Amendment rights in response to any formal demands by the Receiver for such turnover.

Under law, the Receiver has succeeded to Legend's attorney-client privilege, and in accordance with the Receiver's powers set forth in the Receivership Order, the Receiver seeks to review the Potentially Privileged Emails. However, we do not know if the Individuals claim that the Potentially Privileged Emails were sent by them to obtain personal legal advice and are therefore subject to their personal attorney-client privilege or because the Data might be attached to the Potentially Privileged Emails, that the Individuals claim that their alleged Fifth Amendment rights protect against disclosure. We expect that before the Individuals can make either such assertion, they will need to review each of the Potentially Privileged Emails and provide an appropriate log. Sheppard Mullin should have all of the Potentially Privileged Emails for a review.

We would like to discuss this matter with both of you or your colleagues. Please let us know if you are available for a telephone call on Friday, February 9 at 10:00 am or Monday, February 12 at 2:30 pm to discuss these items. Thank you.

Lastly, nothing in this email is intended to indicate that the Receiver is in agreement with any of the Individuals' claims of privilege or constitutional protections or other assertions. Nothing herein is intended to or shall waive any of the Receiver's rights and remedies, all of which are expressly reserved.

Michael Pantzer



Michael A. Pantzer • Otterbourg P.C. • 230 Park Avenue • New York, NY 10169 • Direct: (212) 905-3767 • Cell: (518) 573-2022 • Fax: (212) 682-6104 • mpantzer@otterbourg.com • otterbourg.com

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EXHIBIT G

From: Patrick Smith <patrick.smith@csvllp.com>
Sent: Monday, February 12, 2024 10:31 AM
To: Michael A. Pantzer; 'Jeff Kern'; Selbie Jason; Peter Feldman; Erik B. Weinick
Subject: RE: SEC v. Legend Venture Partners

We will not be joining this call.

Here is how we see it:

1. There is a privilege between the law firms and the individual clients.
2. That privilege is not waived.
3. We will not undertake to do an (expensive) privilege review to facilitate the receiver's work.
4. There are other ways for you to solve this problem instead of shifting the cost to us.

Patrick J. Smith

Clark Smith Villazor LLP

250 West 55th Street, 30th Floor

New York, New York 10019

O [212.377.0851](tel:212.377.0851) | **M** [917.705.8667](tel:917.705.8667)

patrick.smith@csvllp.com

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-----Original Appointment-----

From: Michael A. Pantzer <MPantzer@otterbourg.com>

Sent: Saturday, February 10, 2024 1:22 PM

To: 'Jeff Kern'; Selbie Jason; Patrick Smith; Peter Feldman; Erik B. Weinick

Subject: [EXTERNAL EMAIL] SEC v. Legend Venture Partners

When: Monday, February 12, 2024 2:30 PM-3:00 PM (UTC-05:00) Eastern Time (US & Canada).

Where: +1 7208995170

+1 720 899 5170 (US Toll)

* No Conference ID needed

EXHIBIT H

From: Selbie Jason <selbie.jason@csvllp.com>
Sent: Thursday, April 25, 2024 3:43 PM
To: Michael A. Pantzer; Patrick Smith
Cc: 'Jeff Kern'; Peter Feldman; Erik B. Weinick
Subject: RE: Legend: Receiver's document request

Michael,

The individuals object to any review of individual privileged communications with Sheppard Mullin.

Best,
Selbie

Selbie L. Jason
Clark Smith Villazor LLP
250 West 55th Street, 30th Floor
New York, New York 10019
O (212) 377-0856 | M (508) 844-7351

CLARK SMITH VILLAZOR

www.csvllp.com

From: Michael A. Pantzer <MPantzer@otterbourg.com>
Sent: Monday, April 22, 2024 2:48 PM
To: Patrick Smith <patrick.smith@csvllp.com>
Cc: Selbie Jason <selbie.jason@csvllp.com>; 'Jeff Kern' <jkern@sheppardmullin.com>; Peter Feldman <pfeldman@otterbourg.com>; Erik B. Weinick <eweinick@otterbourg.com>
Subject: [EXTERNAL EMAIL] Legend: Receiver's document request

Dear Mr. Smith:

As you are aware, we represent Melanie L. Cyganowski, as Receiver of Legend Venture Partners LLC and its affiliates (collectively, "Legend"). We understand that you previously represented Legend but currently represent Mario Gogliormella, Steven Lacaj and Adam Ibrahim (the "Insiders"), each of whom, prior to the Receiver's appointment, was involved with Legend's business and operations. We further understand that prior to your firm's retention, Sheppard Mullin represented Legend and at some point, Messrs. Gogliormella and Lacaj.

We previously wrote to you and your colleague, Selbie Jason, and to Jeff Kern of Sheppard Mullin, about the Receiver's request for the production of certain emails and text messages that relate to Legend's operation and business. In our email dated March 14, 2024 to Jeff Kern with a copy to you and to Ms. Jason, we noted the existence of emails between the Insiders and Sheppard Mullin that were sent and received on Legend's email server (the "Insider/SM Emails"). The Receiver currently maintains Legend's email server and under law, she succeeds to Legend's attorney-client privilege. Nonetheless, as explained in our prior communications, we have not opened or reviewed the Insider/SM Emails.

Below is an email from Mr. Kern to us setting forth Sheppard Mullin's position with respect to the Receiver's request to review the Insider/SM Emails. We explained to Mr. Kern that we intended to advise you of what we understood to be

Sheppard Mullin's position and he asked that we simply send you his email below rather than attempt to describe Sheppard Mullin's position.

Please advise us by close of business on April 24, 2024 if, based on Mr. Kern's email, your position has changed and you withdraw any objection to the Receiver's review of the Insider/SM Emails. If not, please advise us of the basis of your position. Additionally, please advise if Sheppard Mullin's position on the Insider/SM Emails changes your position that the text messages and emails on the Insiders' personal devices relating to Legend's business and operations are protected from production to the Receiver on alleged Fifth Amendment and attorney-client privilege grounds.

We reserve all rights.

Michael A. Pantzer



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From: Jeff Kern <jkern@sheppardmullin.com>

Sent: Thursday, April 18, 2024 10:27 AM

To: Michael A. Pantzer <MPantzer@otterbourg.com>; Peter Feldman <pfeldman@otterbourg.com>; Erik B. Weinick <eweinick@otterbourg.com>

Subject: RE: Legend: Receiver's document request

Good Morning Michael:

Just to be clear, I wasn't necessarily going to check with Clark Smith. So, since we spoke, while I have not reached out to Pat Smith, I have used the time to give the situation some thought and consult with colleagues. Here's where I'm at: Part of the challenge here, I think for all of us, is the sort of novelty (at least for me) of this entire situation. The truth is I'm not comfortable with another law firm looking at my firm's communications with clients, especially clients currently being investigated by two separate federal agencies. But, I don't think I actually have any say in the matter. As previously communicated, I don't have any legal authority for the proposition that communications on the Legend server are privileged *vis a vis* the Receiver, who now holds Legend's privilege. And you all actually have the emails and are positioned to review them. Given this state of play, I don't think there's anything for me to do at this point, other than to rely on Otterbourg's well-deserved honor that should you come across something that regard as privileged, you will cease reviewing it and notify me and/or Clark Smith.

Jeff

Jeff Kern

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