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10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 12 SAN FRANCISCO DIVISION

14 SECURITIES AND EXCHANGE COMMISSION,

15 Plaintiff,

16 v.

17 SAN FRANCISCO REGIONAL CENTER, LLC;
 THOMAS M. HENDERSON; CALIFORNIA
 18 GOLD MEDAL, L.P.; CALLSOCKET, L.P.;
 CALLSOCKET II, L.P.; CALLSOCKET III, L.P.;
 19 COMPREHENSIVE CARE OF OAKLAND, L.P.;
 NA3PL, L.P.; WEST OAKLAND PLAZA, L.P.;
 20 CALLSOCKET, LLC; CALLSOCKET II, LLC;
 CALLSOCKET III, LLC; COMPREHENSIVE
 21 CARE OF CALIFORNIA, LLC; IMMEDIA, LLC;
 NORTH AMERICA 3PL, LLC;

22 Defendants,

23 CALLSOCKET HOLDING COMPANY, LLC;
 24 CALLSOCKET III HOLDING COMPANY, LLC;
 CENTRAL CALIFORNIA FARMS, LLC;
 25 BERKELEY HEALTHCARE DYNAMICS, LLC;
 26 JL GATEWAY, LLC;

27 Relief Defendants.
 28

Case No. 3:17-cv-00223-RS

DECLARATION OF ELLEN CHEN IN
 SUPPORT OF PLAINTIFF SECURITIES AND
 EXCHANGE COMMISSION'S MOTION FOR
 PRELIMINARY INJUNCTION AND FOR
 APPOINTMENT OF RECEIVER

1 I, Ellen Chen, declare pursuant to 28 U.S.C. § 1746, as follows:

2 1. I have personal knowledge of the facts set forth below and, if called as a witness, I
3 could and would competently testify to the facts stated herein.

4 2. I am a Certified Public Accountant licensed by the State of California and a Certified
5 Fraud Examiner. I am currently employed as an Accountant by the Securities and Exchange
6 Commission (“SEC” or “Commission”), Division of Enforcement, in the San Francisco Regional
7 Office. I have been a practicing accountant for 12 years, with my work focusing on financial
8 statement audits, forensic and investigative accounting, and litigation support.

9
10 **I. QUICKBOOKS ACCOUNTING RECORDS AND BANK ACCOUNT RECORDS**

11 3. On or about April 26, 2016 and June 24, 2016, Marvin Tate, CPA, produced pursuant
12 to a Commission subpoena, QuickBooks accounting records for entities including, California Gold
13 Medal, L.P. (“CGM”), CallSocket LLC, CallSocket L.P., CallSocket II, L.P., CallSocket III, L.P.,
14 CallSocket III Holding Company, LLC, CallSocket Holding Company, LLC, Comprehensive Care of
15 California, LLC, NA3PL, L.P., San Francisco Regional Center, LLC (“SFRC”), West Oakland Plaza,
16 L.P. and Immedia, LLC (“Immedia”).

17 4. The Commission also received, in response to subpoenas, voluminous bank account
18 statements from September 2010 forward for the entities identified in paragraph 3, as well as those
19 for Comprehensive Care of Oakland, L.P. (“CCOO L.P.”), North America 3PL, LLC, and Central
20 California Farms, LLC. These three entities, and those identified in paragraph 3, are collectively
21 referred to as “SFRC and its Related Entities”.

22 5. I relied on the produced set of QuickBooks accounting records and bank records to
23 analyze the transactions described in this declaration. The QuickBooks accounting records I analyzed
24 for SFRC and its Related Entities include transactions from November 2010 through June 2016.

25 6. I verified to my satisfaction that the information contained in the Quickbooks
26 accounting records was reliable and complete by cross referencing information from Quickbooks
27 accounting records with information in SFRC and its Related Entities’ bank records. Because the
28 Quickbooks accounting records appeared to be reliable and complete, I relied on the account

1 transactions in the QuickBooks accounting records in the many analyses and calculations contained
2 in my declaration¹.

3 7. The factual summaries provided in my declaration are supported by both the
4 information in the QuickBooks accounting records and bank records listed below in Table 1. The
5 voluminous bank records include account statements, account opening documents, signature cards,
6 wire transfers, deposit slips and copies of deposited items, withdrawal slips, cancelled checks,
7 transfer slips, and electronic payment information for each account (collectively “bank records”).
8 Table 1 lists for each account, the bank institution, an abbreviated account number reference, the time
9 period covered and the authorized signatories.

10 **Table 1**

ACCOUNT NAME PER STATEMENT	INSTITUTION	ACCOUNT NUMBER	PRODUCTION DATE RANGE	ACCOUNT SIGNER(S)	EXHIBIT
CALIFORNIA GOLD MEDAL L.P.	East West Bank	CAGMLP-EWB-6026	04/15/15-05/31/16	Thomas Henderson	1
CALIFORNIA GOLD MEDAL LP	Preferred bank	CAGM-PB-8915	09/18/15-11/30/16	Thomas Henderson	2
CENTRAL ESCROW INC ATF CALIFORNIA GOLD MEDAL LP	Preferred bank	CAGM-PB-8877	05/19/15-11/30/16	n/a - Central Escrow Account	n/a
CALLSOCKET LP THOMAS M HENDERSON	Community Bank	CSHLLC-CB-8828	05/30/12-02/11/16	Thomas Henderson	3
CALLSOCKET HOLDING COMPANY, LLC.	East West Bank	CSHLLC-EWB-6398	01/23/13-03/31/16	Thomas Henderson	4
CALLSOCKET HOLDING COMPANY LLC	Community Bank	CSHLLC-CB-3103	11/21/11-01/30/15	<i>Not included in bank records production</i>	-
CALLSOCKET II LP	East West Bank	CSIIIP-EWB-3866	12/11/12-12/31/15	Thomas Henderson	5
CALLSOCKET II LP (RENTAL)	East West Bank	CSIIIP-EWB-6380	01/23/13-12/31/15	Thomas Henderson	5
CALLSOCKET II, LP	Citibank	CSIIIP-Citi-5998	09/10/12-05/31/13	Thomas Henderson	6
CALLSOCKET III HOLDING COMPANY, LLC.	East West Bank	CSIIHLLC-EWB-4682	07/02/13-03/31/16	Thomas Henderson	7
CALLSOCKET III, L.P.	East West Bank	CSIIHLLP-EWB-6778	03/19/13-12/31/15	Thomas Henderson	8
CALLSOCKET III, L.P.	East West Bank	CSIIHLLP-EWB-6893	02/24/14-12/31/15	Thomas Henderson	9
CALLSOCKET LP	East West Bank	CSLP-EWB-3288	06/08/12-12/31/15	Thomas Henderson	10
CALLSOCKET LP (PAYROLL)	East West Bank	CSLP-EWB-4849	01/17/14-12/31/15	Thomas Henderson	10
CALLSOCKET LP (OPERATING)	East West Bank	CSLP-EWB-6638	01/23/13-12/31/15	Allan Young, Thomas Henderson	11
CALLSOCKET LP DBA RUNWAY DBA RUNWAY BY CALLSOCKET	East West Bank	CSLP-EWB-4443	04/14/13-12/31/15	Allan Young, Thomas Henderson	12
CALLSOCKET LP	Citibank	CSLP-Citi-5181	12/08/11-06/30/13	Thomas Henderson	13

25
26
27
28 ¹ I relied only on bank records for the following entities and time periods to extend beyond the dates of the produced QuickBooks accounting records: West Oakland Plaza, L.P. (November 2015-November 2016), California Gold Medal, L.P. (September 2015-November 2016), Comprehensive Care of Oakland, L.P. (September 2010- April 2015), and Central California Farms, LLC (March 2015-May 2016).

ACCOUNT NAME PER STATEMENT	INSTITUTION	ACCOUNT NUMBER	PRODUCTION DATE RANGE	ACCOUNT SIGNER(S)	EXHIBIT
CENTRAL ESCROW INC MONTEREY PARK TRUST ACCOUNT #2	Preferred bank	CE-PB-8788	04/01/15-09/30/16	n/a - Central Escrow Account	n/a
CENTRAL ESCROW INC ARCADIA TRUST ACCOUNT #2	Preferred bank	CE-PB-4898	07/18/11-05/31/16	n/a - Central Escrow Account	n/a
CENTRAL CALIFORNIA FARMS LLC	East West Bank	CCF-EWB-5945	03/07/15-05/31/16	Thomas Henderson	14
COMPREHENSIVE CARE OF CALIFORNIA, LLC	Citibank	CCOCLLC-Citi-9460	<i>no bank records were received pursuant to subpoena</i>		-
COMPREHENSIVE CARE OF CALIFORNIA, LLC	Citibank	CCOCLLC-Citi-8446	<i>no bank records were received pursuant to subpoena</i>		-
COMPREHENSIVE CARE OF OAKLAND, L.P.	East West Bank	CCOOLP-EWB-4690	07/02/13-04/30/15	Thomas Henderson	15
COMPREHENSIVE CARE OF OAKLAND, L.P.	Citibank	CCOOLP-Citi-8685	09/20/10-07/31/12	Thomas Henderson	16
COMPREHENSIVE CARE OF OAKLAND, L.P.	Citibank	CCOOLP-Citi-8887	02/24/11-06/30/13	Thomas Henderson	17
COMPREHENSIVE CARE OF OAKLAND, L.P.	Citibank	CCOOLP-Citi-7099	10/21/12-02/28/13	Thomas Henderson, Shirley Ma	17
COMPREHENSIVE CARE OF OAKLAND, L.P.	Citibank	CCOOLP-Citi-7081	10/21/12-12/31/13	Thomas Henderson, Shirley Ma	17
IMMEDIA, LLC. DBA SFRC	East West Bank	Immedia-EWB-5531	11/17/15-09/30/16	Thomas Henderson	18
IMMEDIA, LLC. DBA SFRC	East West Bank	Immedia-EWB-5523	11/17/15-09/30/16	Thomas Henderson	18
NA3PL L.P.	East West Bank	NA3PLLP-EWB-6927	03/28/14-08/31/16	Thomas Henderson	19
NORTH AMERICA 3PL, LLC	East West Bank	NA3PLLLC-EWB-9697	01/01/16-09/30/16	Kevin Shimamoto, Clement Chin, Thomas Henderson	20
NORTH AMERICA 3PL, LLC	East West Bank	NA3PLLLC-EWB-4351	01/29/13-09/30/16	Kevin Shimamoto, Clement Chin, Thomas Henderson	20, 21
NORTH AMERICA 3PL, LLC (WIRES)	East West Bank	NA3PLLLC-EWB-5176	01/01/16-09/30/16	Clement Chin, Kevin Shimamoto, Thomas Henderson	21
NORTH AMERICA 3PL, LLC (PAYROLL)	East West Bank	NA3PLLLC-EWB-7826	01/01/16-09/30/16	Kevin Shimamoto, Clement Chin, Thomas Henderson	22
SAN FRANCISCO REG CENTER LLC	Community Bank	SFRC-CB-2980	10/31/11-01/29/16	Thomas Henderson	23
SAN FRANCISCO REG CENTER LLC THOMAS M HENDERSON	Community Bank	SFRC-CB-3590	10/11/12-01/30/15	Thomas Henderson	23
SAN FRANCISCO REGIONAL CENTER LLC	East West Bank	SFRC-EWB-2249	11/27/12-10/05/15	Thomas Henderson	24
SAN FRANCISCO REGIONAL CENTER LLC	East West Bank	SFRC-EWB-6256	03/07/14-04/07/14	Thomas Henderson	24
SAN FRANCISCO REGIONAL CENTER LLC	East West Bank	SFRC-EWB-9196	12/17/14-12/31/15	Thomas Henderson	25
SAN FRANCISCO REGIONAL CENTER LLC	East West Bank	SFRC-EWB-2439	12/01/14-12/31/14	Thomas Henderson	26
SAN FRANCISCO REGIONAL CENTER LLC (OPERATING ACCOUNT)	East West Bank	SFRC-EWB-3213	10/18/12-12/31/15	Thomas Henderson	27
SAN FRANCISCO REGIONAL CENTER LLC (PAYROLL)	East West Bank	SFRC-EWB-4807	08/01/13-12/31/15	Thomas Henderson	28
SF REGIONAL CENTER, LLC	Citibank	SFRC-Citi-6638	10/06/10-01/31/16	Thomas Henderson	29
WEST OAKLAND PLAZA L.P.	East West Bank	WOPLP-EWB-5036	09/10/15-05/31/16	Thomas Henderson	30
WEST OAKLAND PLAZA LP	Preferred bank	WOP-PB-9407	10/23/15-11/30/16	Thomas Henderson	31
CENTRAL ESCROW INC ATF WEST OAKLAND PLAZA LP	Preferred bank	WOP-PB-9075	10/30/15-11/30/16	n/a - Central Escrow Account	n/a
AILEEN YEN	East West Bank	AY-EWB-8314	10/01/14-11/12/14	<i>Not included in bank records production</i>	-
AILEEN YEN THOMAS M HENDERSON	Citibank	AYTH-Citi-7955	12/01/11-01/02/12	<i>Not included in bank records production</i>	-
THOMAS M HENDERSON	Citibank	TH-Citi-1005	12/01/11-01/02/12	<i>Not included in bank records production</i>	-
THOMAS M HENDERSON	East West Bank	TH-EWB-8222	03/15/13-09/30/15	Thomas Henderson	32

1 **II. A NET OF 215 INVESTORS CONTRIBUTED APPROXIMATELY \$107,300,000**
 2 **IN CAPITAL CONTRIBUTIONS TO EB-5 ENTITIES**

3 8. According to QuickBooks accounting records and bank records, from March 2011²
 4 through November 2016³, I calculated a net of 215 investors contributing approximately
 5 \$107,300,000 in capital contributions to the Limited Partnerships identified below in Table 2. The
 6 negative value for SFRC in Table 2 reflects a return of unidentified investors' capital contributions
 7 from SFRC's bank accounts. The most recent capital contribution deposits occurred in October and
 8 November 2016 and came from three investors' deposits into California Gold Medal, L.P.'s account.
 9 Based on the available records, I calculated and traced to QuickBooks accounting records and bank
 10 records, approximately \$8,890,000 in total syndication fees collected from investors, ranging from
 11 \$40,000 to \$60,000 per investor. In addition, it appeared that some syndication fees were for
 12 unknown reasons never paid and are excluded from the \$8,800,000 collected. Investor money was
 13 transferred between all of the entities listed in Table 2, and it appeared that the transfers often had no
 14 benefit to the original investor.

15 **Table 2**

Entity	Number of Investors	Capital Contribution	Syndication Fees	Total from Investors	Date Range of Received Investor Funds	Transaction Date Range Analyzed
CALLSOCKET, L.P.	36	18,000,000	1,770,805	19,770,805	04/09/12-06/24/13	12/08/11-04/18/16
CALLSOCKET II, L.P.	31	15,500,000	1,538,062	17,038,062	11/13/12-06/27/14	10/01/12-04/14/16
CALLSOCKET III, L.P.	39	19,509,304	1,658,012	21,167,316	11/20/13-01/08/16	03/31/13-03/31/16
CALLSOCKET III HOLDING COMPANY, LLC.	-	-	-	-		07/02/13-04/08/16
CALLSOCKET HOLDING COMPANY, LLC	-	-	-	-		11/21/11-04/05/16
NA3PL, L.P.	40	19,996,371	2,027,825	22,024,196	05/28/14-03/29/16	03/31/14-03/31/16
NORTH AMERICA 3PL, LLC	-	-	-	-		
WEST OAKLAND PLAZA, L.P.	4	1,997,306	209,030	2,206,336	11/04/15-09/06/16	09/10/15-11/30/16
CALIFORNIA GOLD MEDAL, L.P.	43	21,470,275	1,073,463	22,543,738	08/27/15-11/07/16	04/15/15-11/30/16
CENTRAL CALIFORNIA FARMS LLC	-	-	-	-		03/17/15-05/31/16
COMPREHENSIVE CARE OF OAKLAND, L.P.	24	11,989,630	441,140	12,430,770	03/31/11-12/18/13	09/20/10-04/30/15
COMPREHENSIVE CARE OF CALIFORNIA, LLC	-	-	-	-		01/01/11-07/07/12
SAN FRANCISCO REGIONAL CENTER, LLC	(2)	(1,100,000)	179,944	(920,056)		11/01/10-03/31/16
IMMEDIA, LLC	-	-	-	-		11/18/15-06/17/16
TOTAL	215	107,362,886	8,898,281	116,261,167		

26 ² The first deposits of investor funds I found were for Comprehensive Care of Oakland, L.P. in March 2011.

27 ³ California Gold Medal, L.P. continued to receive investor money through at least November 2016 based on
 28 produced bank records.

1 **A. CallSocket III, L.P. Transferred a Net of Approximately \$19,000,000 to SFRC and**
 2 **Immedia**

3 9. Table 3 below represents a summary of my review and categorization for the
 4 CallSocket III, L.P. accounts from March 31, 2013⁴ through March 31, 2016. During this period of
 5 time, a net of approximately \$21,160,000 of investor money was raised by CallSocket III, L.P.
 6 (approximately \$19,500,000 in capital contributions and \$1,660,000 in syndication fees). However,
 7 as indicated in Table 3, nearly all of the investor money was transferred from CallSocket III, L.P. to
 8 accounts for other entities. Also indicated in Table 3, a net of approximately \$19,000,000, including
 9 approximately \$16,485,000⁵ in capital contributions, (excluding potential syndication fees) was
 10 transferred to SFRC and Immedia and not returned to the account of CallSocket III, L.P.

11 **Table 3**

CallSocket III, L.P. (CSIIILP-EWB-6778, CSIIILP-EWB-6893)			
Category	Inflow	Outflow	Net
Bank Fee	20	(592)	(572)
CallSocket III Holding LLC	379,000	(3,269,400)	(2,890,400)
CallSocket III Holding LLC (I. Magnin Building Sale)	9,750,000		9,750,000
Immedia		(1,754,000)	(1,754,000)
Investors- Capital Contribution and Syndication Fees	22,699,801	(1,582,500)	21,117,301
SFRC	1,048,400	(18,386,700)	(17,338,300)
Withdrawal of Remaining I. Magnin Sale Proceeds		(8,884,044)	(8,884,044)
Uncategorized	200	(185)	15
Grand Total	33,877,421	(33,877,421)	0

17 **B. NA3PL, L.P. Transferred a Net of Approximately \$18,833,000 to SFRC and**
 18 **Immedia**

19 10. Table 4 below represents a summary of my review and categorization for the NA3PL,
 20 L.P. bank account from March 31, 2014⁶ through March 31, 2016 based on QuickBooks accounting
 21 records and bank records. A net of approximately \$22,030,000 of investor money was raised by
 22 _____

23 ⁴ From March 31, 2013 to November 19, 2013 (the starting date range for Table 8), bank account activity
 24 included \$50 in bank fees and a \$5,000 transfer in from SFRC's account.

25 ⁵ The approximately \$16,485,000 sourced from investor capital contributions (excluding potential syndication
 26 fees) was calculated as the net transferred to SFRC and Immedia of \$19,000,000, less \$1,650,000 of potential
 27 syndication fees, less a net \$865,000 of I.Magnin sale proceeds less remaining proceeds transferred out.

28 ⁶ From March 31, 2014 to May 27, 2014 (starting date range in Table 8), NA3PL, L.P.'s account (NA3PLLP-
 EWB-6927) activity included a \$15,000 transfer in from SFRC's account (SFRC-EWB-3213) and \$14,900 net
 transfer out to North America 3PL, LLC's account (NA3PLLLC-EWB-4351). From April 1, 2016 to June 17,
 2016 (ending date range in Table 8), activity included a \$100,000 transfer to Immedia's account (Immedia-
 EWB-5523) from NA3PL, LP's account.

1 NA3PL, L.P. (approximately \$20,000,000 in capital contributions and \$2,030,000⁷ in syndication
 2 fees). However, as indicated by Table 4 below, a majority of that money was transferred to accounts
 3 for other entities. From March 31, 2014 through March 31, 2016, approximately \$18,200,000 was
 4 transferred from NA3PL, L.P. to North America 3PL, LLC, and \$17,397,000 of this amount was
 5 transferred to SFRC and Immedia. As indicated by Table 4 below, from March 31, 2014 through
 6 March 31, 2016, another \$1,436,000 net was transferred directly from NA3PL, L.P. to SFRC and
 7 Immedia.

8 Thus, adding in amounts transferred through North America 3PL, LLC, from March 31, 2014
 9 through March 31, 2016, a net of \$18,833,000 was transferred from NA3PL, L.P. to SFRC and
 10 Immedia. Approximately \$16,800,000⁸ of this amount was sourced from investor capital
 11 contributions (excluding potential syndication fees).

12 **Table 4**

NA3PL, L.P. (NA3PLLP-EWB-6927)			
Category	Inflow	Outflow	Net
Bank Fee	12	(278)	(266)
Berkeley Healthcare Dynamics LLC		(25,000)	(25,000)
CallSocket II L.P.		(1,163,000)	(1,163,000)
Expenses- Services, Rent, Legal, Other	307	(357)	(50)
Immedia		(450,000)	(450,000)
Investors- Capital Contribution and Syndication Fees	22,904,192	(1,000,000)	21,904,192
North America 3PL LLC		(18,217,165)	(18,217,165)
SFRC	664,000	(1,650,000)	(986,000)
Tesh		(223,478)	(223,478)
Uncategorized	2,100	(590,343)	(588,243)
Grand Total	23,570,611	(23,319,621)	250,990

20 From March 31, 2014 to March 31, 2016, approximately \$1,437,500⁹ was transferred from
 21 SFRC and Immedia to North America 3PL, LLC.

23 ⁷ A total of \$120,000 in syndication fees appeared to be from NA3PL, L.P. investors but was deposited
 24 directly into SFRC's account as opposed to NA3PL, L.P.'s. As a result, I excluded these syndication fees from
 Table 4. However, this \$120,000 is included in the \$2,030,000 total syndication figure in Tables 2 and 10.

25 ⁸ The \$16,800,000 sourced from investor capital contributions (excluding potential syndication fees) was
 26 calculated as the net total transferred from NA3PL, L.P. to North America 3PL, LLC, SFRC and Immedia of
 \$18,833,000 less \$2,030,000 of potential syndication fees.

27 ⁹ From March 31, 2014 to May 28, 2014 (the starting date range for Table 8), North America 3PL, LLC's bank
 28 account activity included \$76,000 of transfers to SFRC's account (SFRC-EWB-3213) and \$42,000 of transfers
 from SFRC's account. From March 31, 2016 to June 17, 2016 (ending date range in Table 8), activity

Footnote continued on next page

1 Thus, from March 31, 2014 to March 31, 2016, net of approximately \$17,395,000 was
 2 transferred from NA3PL, L.P. and North America PL, LLC to SFRC and Immedia that did not come
 3 back to the accounts for NA3PL, L.P. and North America 3PL, LLC.

4 Furthermore, even assuming the entire amount of \$1,380,500 transferred back was capital
 5 contributions, taking the \$16,800,000 in investor capital contributions transferred from NA3PL, L.P.
 6 to SFRC or Immedia above and further deducting the \$1,437,500 North America 3PL, LLC received
 7 back from SFRC or Immedia, a net of at least \$15,362,500 from both NA3PL, L.P. and North
 8 America 3PL, LLC to SFRC or Immedia was sourced from investor capital contributions (excluding
 9 potential syndication fees).

10 **C. West Oakland Plaza, L.P. Transferred a Net of Approximately \$1,030,500 to North**
 11 **America 3PL, LLC and Immedia**

12 11. Table 5 below represents a summary of my review and categorization for the West
 13 Oakland Plaza, L.P. accounts from September 10, 2015¹⁰ through November 30, 2016.
 14 Approximately \$2,210,000 of investor money was raised by West Oakland Plaza, L.P. (\$2,000,000 in
 15 capital contributions and \$210,000 in syndication fees).¹¹ However, a majority of that money was
 16 transferred to other business entities. Approximately \$786,000 was disbursed to North America 3PL,
 17 LLC (from April 2016 to August 2016), and a net of \$244,500 was transferred to Immedia.
 18 Approximately \$820,000¹² of the net \$1,030,500 transferred to North America 3PL, LLC and
 19 Immedia was sourced from investor capital contributions (excluding potential syndication fees).
 20

21 _____
 22 included \$543,500 of transfers to Immedia's account (Immedia-EWB-5523). \$1,437,500 is calculated by
 23 taking the total transfers of \$1,395,500 from SFRC and Immedia's accounts from May 28, 2014 to June 17,
 24 2016 (Table 8), plus \$42,000 of transfers from SFRC's account prior to May 28, 2014 excluded from Table 8.

25 ¹⁰ From September 10, 2015 to November 3, 2015 (starting date range in Table 8), bank account activity
 26 included \$1,500 of transfers in from SFRC's account (SFRC-EWB-3213) and a \$1,000 transfer in from JL
 27 Gateway, LLC.

28 ¹¹ Syndication fees of approximately \$150,000 were traced to West Oakland Plaza, L.P. bank records, while
 another \$60,000 was received by SFRC and excluded from Table 8. However, this \$60,000 is included and
 accounted for in the \$210,000 total syndication figure in Tables 2 and 10.

¹² The approximately \$820,000 sourced from investor capital contributions (excluding potential syndication
 fees) was calculated as the net total transferred to North America 3PL, LLC and Immedia of \$1,030,500 less
 \$210,000 of potential syndication fees.

1 **Table 5**

2 West Oakland Plaza, L.P. (WOPLP-EWB-5036, WOPLP-PB-9407)			
3 Category	Inflow	Outflow	Net
4 Bank Fee		(616)	(616)
5 Expenses- Services, Legal, Other		(152,923)	(152,923)
6 Expenses- Mortgage payments		(242,687)	(242,687)
7 Finders' Fee		(100,000)	(100,000)
8 Immedia	12,500	(257,000)	(244,500)
9 Investors- Capital Contribution and Syndication Fees	2,146,336		2,146,336
JL Gateway, LLC	1,000	(603,930)	(602,930)
North America 3PL, LLC		(786,000)	(786,000)
SFRC	1,500		1,500
West Oakland Plaza	347,000	(347,000)	-
Grand Total	2,508,336	(2,490,156)	18,180

10 **D. California Gold Medal, L.P. Transferred a Net of Approximately \$1,410,000 to**
11 **SFRC and Immedia**

12 12. Table 6 below represents a summary of my review and categorization for the
13 California Gold Medal, L.P. accounts from April 15, 2015¹³ through November 30, 2016. A net of
14 approximately \$22,540,000 of investor money was raised by California Gold Medal, L.P.
15 (\$21,470,000 in capital contributions and approximately \$1,070,000 in syndication fees). However, a
16 net of approximately \$1,410,000 of investor money was transferred from California Gold Medal, L.P.
17 to SFRC and Immedia and not returned to California Gold Medal, L.P. Approximately \$333,500¹⁴ of
18 the total transferred to SFRC and Immedia was sourced from investor capital contributions
19 (excluding potential syndication fees). As of November 30, 2016, there was approximately
20 \$15,200,000 remaining in the three California Gold Medal, L.P. accounts listed in Table 1.

21
22
23
24
25 _____
26 ¹³ From April 15, 2015 to August 26, 2015 (starting date range in Table 8), bank account activity included a
27 \$1,000 transfer in from SFRC's account (SFRC-EWB-3213).

28 ¹⁴ The \$333,500 sourced from investor capital contributions (excluding potential syndication fees) was
calculated as the net total transferred to SFRC and Immedia of approximately \$1,410,000 less \$1,070,000 of
potential syndication fees and \$6,500 transfers in from CallSocket, LP.

1 **Table 6**

2 California Gold Medal, L.P. (CAGMLP-EWB-6026, CAGMLP-PB-8915, CAGMLP-PB-8877)			
3 Category	Inflow	Outflow	Net
4 Aileen Yen		(10,500)	(10,500)
5 Bank Fee		(764)	(764)
6 California Gold Medal L.P.	2,255,000	(2,755,000)	(500,000)
7 CallSocket L.P.	6,500	-	6,500
8 Car Payment		(889)	(889)
9 Central CA Farms LLC		(2,656,500)	(2,656,500)
10 Central CA Farms LLC (behalf of)		(181,500)	(181,500)
11 Crystal Golden LLC		(100,000)	(100,000)
12 Crystal Golden LLC (behalf of)		(5,000)	(5,000)
13 Expenses- Services, Rent, Legal, Other		(1,829,853)	(1,829,853)
14 Finders' Fee		(630,000)	(630,000)
15 Immedia	165,000	(1,460,500)	(1,295,500)
16 Investors- Capital Contribution and Syndication Fees	23,043,738	(500,000)	22,543,738
17 SFRC		(120,000)	(120,000)
18 Uncategorized	1,000	-	1,000
19 Grand Total	25,471,238	(10,250,506)	15,220,732

20 **III. SUMMARY OF MONEY INFLOWS AND OUTFLOWS OF SFRC AND IMMEDIA**

21 13. SFRC opened at least nine bank accounts in its name, and Immedia opened at least
22 two bank accounts in its name. I reviewed a multitude of transactions for all of these accounts and
23 categorized them using the produced QuickBooks accounting records and bank records. My analysis
24 of the transactions are based off the produced QuickBooks accounting records¹⁵ and bank records and
25 include the following SFRC and Immedia bank accounts (abbreviated references): SFRC-EWB-3213,
26 SFRC-EWB-9196, SFRC-EWB-2439, SFRC-EWB-4807, SFRC-EWB-2249, SFRC-EWB-6256,
27 SFRC-CB-2980, SFRC-CB-3590, SFRC-Citi-6638, Immedia-EWB-5531, and Immedia-EWB-5523.
28 The SFRC transactions per QuickBooks accounting records range from November 1, 2010 through
March 31, 2016 and the Immedia transactions range from November 18, 2015 to June 17, 2016. The
results of my review and analysis are summarized in Table 7, detailed in Exhibit 33, and described in
paragraphs 13A through 13L, 14, and 15.

¹⁵ The QuickBooks accounting records I used in my analyses throughout the report include the following extracted reports: transaction detail by account, journals, profit and loss statements, and balance sheet statements.

1 **Table 7**

2	Category	Inflow	Outflow	Net	Ref
3	Total from/to EB-5 Projects	90,892,799	(45,705,602)	45,187,197	A
4	Finders' Fees	360,985	(14,287,086)	(13,926,101)	B
5	Real Estate Purchases	-	(8,975,339)	(8,975,339)	C
6	North America 3PL LLC related businesses	896,000	(5,065,163)	(4,169,163)	D
7	CallSocket Entities related businesses	-	(361,600)	(361,600)	E
8	Returned to investors (behalf of other entities)	959,963	(1,675,000)	(715,037)	F
9	Non-EB-5 businesses	246,490	(5,233,713)	(4,987,223)	G
10	Expenses and Purchases	266,979	(9,348,821)	(9,081,842)	H
11	Henderson and Related Parties	671,900	(1,669,913)	(998,013)	I
12	Loans	1,246,947	(207,583)	1,039,363	J
13	Transfers between SFRC, Immedia accounts	6,877,656	(7,098,189)	(220,533)	K
14	Other (uncategorized, bank fees)	769,523	(3,083,226)	(2,313,703)	L
15	Total of all categories	103,189,241	(102,711,235)	478,005	

- 16 A. An analysis of the transactions in SFRC and Immedia's QuickBooks accounting records and bank records, show a net of \$45,187,197, from CallSocket, L.P., CallSocket II, L.P., CallSocket III, L.P., CallSocket III Holding Company, LLC, CallSocket Holding Company, LLC (collectively "CallSocket Entities"), Comprehensive Care of Oakland, L.P., California Gold Medal, L.P., Central California Farms, LLC, JL Gateway, LLC, NA3PL, L.P., North America 3PL, LLC, and West Oakland Plaza, L.P. (with CallSocket Entities, collectively "EB-5 Entities").
- 17 B. A net of \$13,926,101 from the SFRC and Immedia accounts was used to pay finders' fees to overseas agents. As indicated below, additional finders' fees were paid from other, non-SFRC or Immedia accounts. See Section VI for a more detailed analysis of finders' fee payments.
- 18 C. A net of \$8,975,339 was paid to various title companies for real estate purchases. Properties purchased include the warehouse at 1700 20th Street, Dufwin Towers Building, Community Bank Building, Jack London Gateway Shopping Center ("JL Gateway"), I. Magnin Building, and Tribune Tower. See Section VII for a more detailed analysis of real estate purchases.
- 19 D. A net of \$4,169,163 was transferred to or paid on behalf of six businesses that appear to be related to North America 3PL, LLC. These businesses include Bay Area Trading, LLC, Berkeley Healthcare Dynamics, LLC, Berkeley Healthcare Dynamics, L.P.¹⁶, Magic Ear, LLC, Tesh, LLC, and True Agility, LLC.

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27 ¹⁶ As detailed in Section V below, Berkeley Healthcare Dynamics, L.P. received approximately \$2,200,000 from SFRC's accounts prior to February 2014.

- 1 E. A net of \$361,600 was transferred to or paid on behalf of two businesses that appeared
2 to be related to the CallSocket Entities. These businesses are City Brand Media, LLC
3 and CallTeks Security, LLC.
- 4 F. A net of \$715,037 in capital contributions and syndication fees received by SFRC or
5 returned back to the investors from SFRC on behalf of an EB-5 Entity. This is
6 comprised of a net of \$384,963 of received syndication fees from EB-5 investors
7 directly to SFRC and includes a net \$1,100,000 of returned investor money from
8 SFRC.
- 9 G. A net of \$4,987,223 was transferred to or paid on behalf of non-EB-5 Entities. These
10 entities include net \$3,802,434 to the two restaurants, Lungomare and Tribune Tavern,
11 and \$1,184,789 net to other non-EB-5 Entities including Starr Brand, LLC, Superior
12 Healthcare Services, LLC, BillMatt Leasing, California Immigration Service Center,
13 LLC, and CallSafe, LLC. For example, from January 2013 to December 2013, at the
14 direction of Tom Henderson, a net of approximately \$257,000 was paid to or on behalf
15 of Starr Brand, LLC from SFRC's account.
- 16 H. A net of \$9,081,842 was used to pay for expenses and purchases. It is unclear whether
17 the expenses were for SFRC or Immedia or whether a portion of the expenses were
18 paid on behalf of the EB-5 Entities. The larger expense categories include
19 approximately \$1,300,000 for accounting services, \$1,160,000 for legal services,
20 \$1,200,000 for other professional services, \$2,360,000 for payroll, \$350,000 for
21 advertising, and \$215,000 in credit card payments.
- 22 I. A net of \$998,013 was transferred to or paid on behalf of Tom Henderson, Matt
23 Henderson, and Aileen Yen. The payments include Tom Henderson's draws, payment
24 to purchase Tom Henderson and Aileen Yen's personal residence, Aileen Yen's car
25 payments, and Matt Henderson's credit card payments.
- 26 J. A net of \$1,039,363 was deposited through funding from three loans. This included a
27 \$100,000 loan from Clement Chin and Kevin Shimamoto, a \$199,947 loan from a
28 person of unknown relation and a \$947,000 loan with Community Bank of the Bay.
Approximately \$207,000 in repayments was offset against the loans.
- 29 K. A net of \$220,533 is due to deposits and transfers between SFRC accounts, between
30 Immedia accounts, and between SFRC and Immedia accounts.
- 31 L. The remaining category has a net outflow of \$2,313,703 and includes a net of
32 \$1,188,159 in uncategorized transactions, \$1,100,000 of unknown payments, and
33 \$32,101 in bank fees, offset by \$6,557 in interest income.
- 34 14. As indicated by Table 7, \$90,892,799 was transferred from the accounts of EB-5
35 Entities into SFRC and Immedia, and \$45,705,602 was transferred back to these EB-5 Entities'

1 accounts, resulting in difference of \$45,187,197. Subtracting the \$9,081,842 in expenses from this
2 reduces the difference to \$36,105,355.

3 15. Also, as indicated by Table 7, \$90,892,799 was transferred from the accounts of EB-5
4 Entities into SFRC and Immedia, and \$45,705,602 was transferred back to these EB-5 Entities'
5 accounts. Table 8 below summarizes a subset of the direct inflows and outflows of money to/from
6 SFRC and Immedia by the EB-5 Entities (excluding payments made on behalf of), according to
7 QuickBooks accounting records and bank records. The starting date range used for the analysis, and
8 included in the table below, is either the date when investor money first came into the entity's
9 account (if a limited partnership, "L.P.") or when investor funds first transferred to SFRC and
10 Immedia (for a limited liability company, "LLC"). The ending date range is either March 24, 2016,
11 the day before the state court issued its amended order granting the Receiver control over the
12 CallSocket Entities or June 17, 2016, which is the last transaction in Immedia's QuickBooks
13 accounting records.

14 **Table 8**

Entity	Outgoing to SFRC/ Immedia	Incoming from SFRC/ Immedia	Net to SFRC/ Immedia	Transaction Date Range Analyzed (per SFRC and Immedia QuickBooks)
CALLSOCKET, L.P.	(17,820,229)	24,627,900	6,807,671	04/09/12-03/24/16
CALLSOCKET II, L.P.	(18,403,500)	3,604,000	(14,799,500)	11/13/12-03/24/16
CALLSOCKET III, L.P.	(20,015,000)	1,130,000	(18,885,000)	11/20/13-03/24/16
CALLSOCKET III HOLDING COMPANY, LLC.	(5,171,400)	1,929,500	(3,241,900)	07/10/13-03/24/16
CALLSOCKET HOLDING COMPANY, LLC	(534,162)	7,377,599	6,843,437	11/30/11-03/24/16
NA3PL, L.P.	(2,200,000)	650,000	(1,550,000)	05/28/14-06/17/16
NORTH AMERICA 3PL, LLC	(17,540,500)	1,395,500	(16,145,000)	05/28/14-06/17/16
WEST OAKLAND PLAZA, L.P.	(257,000)	12,500	(244,500)	11/04/15-06/17/16
CALIFORNIA GOLD MEDAL, L.P.	(1,520,500)	135,000	(1,385,500)	08/27/15-06/17/16
CENTRAL CALIFORNIA FARMS LLC	-	121,000	121,000	03/17/15-06/17/16
COMPREHENSIVE CARE OF OAKLAND, L.P.	(7,203,008)	2,505,055	(4,697,953)	03/31/11-06/17/16
COMPREHENSIVE CARE OF CALIFORNIA, LLC	-	-	-	-
TOTAL TO/FROM SFRC and IMMEDIA	(90,665,299)	43,488,054	(47,177,245)	

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16. In addition, I traced transfers into SFRC and Immedia sourced from capital contributions (excluding potential syndication fees) over selected time periods using QuickBooks accounting records and bank records. In order to trace the transferred amount sourced from investor

1 capital contributions (excluding potential syndication fees), I traced the transfer back to the
 2 originating entity that received the initial investor money. Then, I deducted any potential received
 3 syndication fees, unknown funds, or prior account ending balances to calculate the minimum amount
 4 sourced from investor capital contributions. See below for selected months and amounts and a
 5 breakdown by entity at Exhibit 34.

- 6 • October 2012: At least \$1,300,000 in capital contributions was transferred into SFRC from
 7 CallSocket, L.P.
- 8 • March 2013: At least \$3,000,000 in capital contributions was transferred into SFRC from
 9 CallSocket, L.P.
- 10 • August-September 2013: At least \$2,900,000 in capital contributions was transferred into
 11 SFRC from CallSocket II, L.P. and Comprehensive Care of Oakland, L.P.
- 12 • April 2014: At least \$1,730,000 in capital contributions was transferred into SFRC from
 13 CallSocket III, L.P.
- 14 • June-October 2014: At least \$9,480,000 in capital contributions was transferred into SFRC
 15 from CallSocket III, L.P., CallSocket III Holding Company, LLC (as originated from
 16 CallSocket III, L.P.), North America 3PL, LLC (as originated from NA3PL, L.P.) and
 17 NA3PL, L.P.
- 18 • June 2015: At least \$1,370,000 in capital contributions was transferred into SFRC from
 19 CallSocket III, L.P., North America 3PL, LLC (as originated from NA3PL, L.P.) and NA3PL,
 20 L.P.
- 21 • September 2015: At least \$1,000,000 in capital contributions was transferred into SFRC from
 22 CallSocket III, L.P.
- 23 • January-March 2016: At least \$1,830,000 in capital contributions was transferred into
 24 Immedia from CallSocket III, L.P., California Gold Medal, L.P., North America 3PL, LLC
 25 (as originated from NA3PL, L.P.) and NA3PL, L.P.

23 **IV. EXAMPLES DEMONSTRATING EB-5 INVESTOR FUNDS TRANSFERRED TO SFRC AND IMMEDIA AND BETWEEN EB-5 PROJECTS**

24 **A. Example 1: \$325,000 is Transferred from NA3PL, L.P. and CallSocket III, L.P. to 25 Other Entities**

26 17. The following paragraphs provide an example that traces the use of money, including
 27 investors' capital contributions, from NA3PL, L.P. and CallSocket III, L.P. for uses unrelated to
 28 those two entities. According to QuickBooks accounting records and bank records, on October 7,

1 2014, Central Escrow deposited \$549,099 from a CallSocket III, L.P. investor into a CallSocket III,
2 L.P. account (CSIIILP-EWB-6778), increasing the balance from \$105 to \$549,204. That same day
3 \$549,000 was transferred from CallSocket III, L.P.'s account (CSIIILP-EWB-6778) to SFRC's
4 account (SFRC-EWB-3213), increasing the balance from \$3,664 to \$552,664. That same day,
5 \$350,000¹⁷ was then transferred, at the direction of Tom Henderson, from SFRC's account (SFRC-
6 EWB-3213) to Aileen Yen's personal account (AY-EWB-8314), decreasing SFRC's balance to
7 \$202,664.

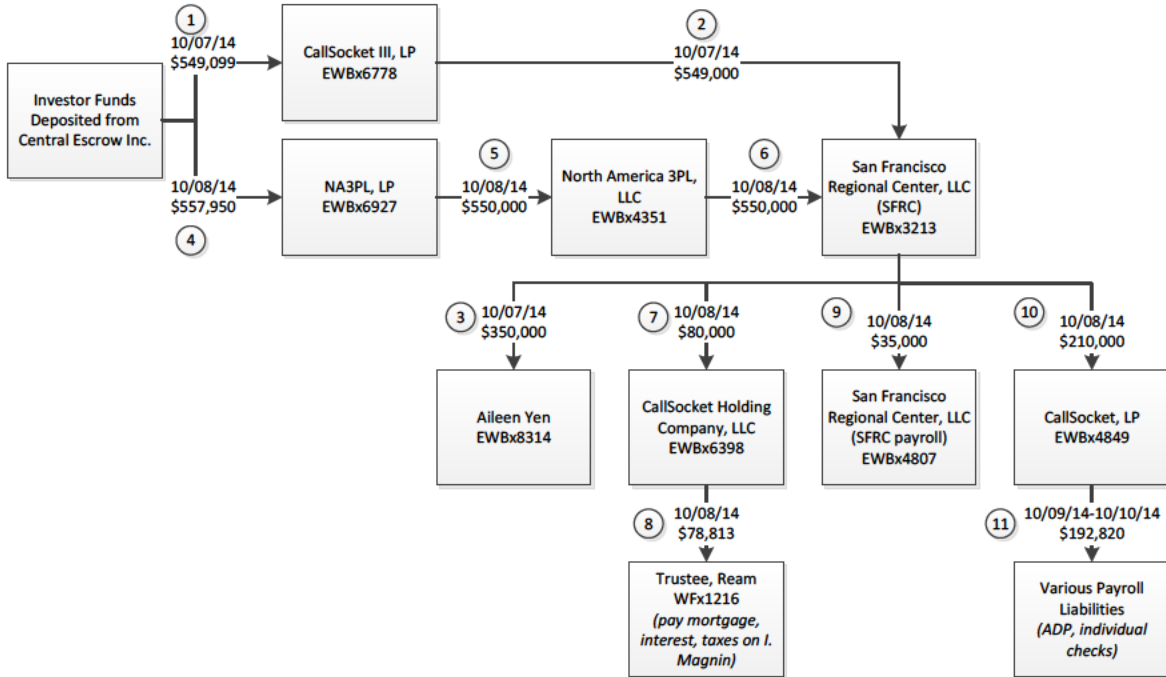
8 18. On October 8, 2014, Central Escrow deposited \$557,950 from a NA3PL, L.P. investor
9 into NA3PL, L.P.'s account (NA3PLLP-EWB-6927), increasing the balance from \$844 to \$558,794.
10 That same day, at the direction of Tom Henderson, \$550,000 was transferred from NA3PL, L.P.'s
11 account (NA3PLLP-EWB-6927) to North America 3PL, LLC's account (NA3PLLLC-EWB-4351),
12 and then from North America 3PL, LLC's account (NA3PLLLC-EWB-4351) to SFRC's account
13 (SFRC-EWB-3213), increasing SFRC's balance from \$202,664 to \$752,664. Three disbursements
14 totaling \$325,000, which included at least \$214,000¹⁸ in capital contributions from NA3PL, L.P. and
15 CallSocket III, L.P., were transferred from SFRC's account (SFRC-EWB-3213), at the direction of
16 Tom Henderson, with \$210,000 to CallSocket, L.P. (CSLP-EWB-4849), \$80,000 to CallSocket
17 Holding Company, LLC (CSHLLC-EWB-6398), and \$35,000 to SFRC's payroll disbursement
18 account (SFRC-EWB-4807). On the same day the \$80,000 was transferred to CallSocket Holding
19 Company, LLC's account (CSHLLC-EWB-6398), approximately \$78,000 was wired to the
20 bankruptcy Trustee to pay mortgage and interest expenses. Of the \$210,000 transferred to
21 CallSocket, L.P.'s account (CSLP-EWB-4849), at least \$192,800 net was used from October 9, 2014
22 to October 10, 2014 for payroll liabilities.

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25 ¹⁷ \$346,000 of the \$350,000 was sourced from CallSocket III, L.P. investor money (including potential
26 syndication fees). The \$346,000 is calculated as \$350,000 transferred to Aileen Yen, less SFRC's ending
balance of \$3,664 on October 6, 2014.

27 ¹⁸ The \$214,000 sourced from capital contributions (excluding potential syndication fees) was calculated by
28 taking the \$325,000 transferred out from SFRC, less potential syndication fees of \$58,000 from NA3PL, L.P.
and \$49,000 from CallSocket III, L.P., less SFRC's ending balance on October 6, 2014 of \$3,664.

19. Diagram A provides a flowchart depiction of the movement of money from the above example. Attached as Exhibit 35 are pertinent pages from the QuickBooks accounting records and bank records supporting the example. Due to the voluminous nature of the many bank statements that support this example, I have only attached the relevant bank record pages.

Diagram A



B. Example 2: \$470,000 is Transferred from CallSocket II, L.P. to Other Entities on November 1, 2013

20. According to QuickBooks accounting records and bank records, on October 31, 2013, Central Escrow sent \$549,160 from an investor in CallSocket II, L.P. to a CallSocket II, L.P. account (CSIILP-EWB-3866), increasing the balance from \$20,982 to \$570,142. On November 1, 2013, at the direction of Tom Henderson, CallSocket II, L.P. (CSIILP-EWB-3866) transferred \$470,000 to SFRC (SFRC-EWB-3213), increasing SFRC’s balance from \$22,318 to \$492,318. At least \$377,000¹⁹ of this amount transferred was sourced from investor capital contributions, (excluding potential syndication fees). Cash outflows from the SFRC account (SFRC-EWB-3213) on November

¹⁹ The \$377,000 sourced from capital contributions (excluding potential syndication fees) was calculated by taking the \$470,000 transferred to SFRC, less potential CallSocket II, L.P. syndication fees of \$49,100, less CallSocket II, L.P. ending balance of \$20,982 on October 30, 2013, less SFRC’s ending balance on October 31, 2013 of \$22,318.

1, 2013 include a \$20,000 cleared check from the prior month and \$420,000 in transfers to other entities, at the direction of Tom Henderson, leaving an ending balance of \$52,318. A total of \$109,938 in checks issued on November 1, 2013 cleared on a later date, according to QuickBooks and bank records. The cash received from CallSocket II, L.P. investors was used primarily to fund accounts of other entities including \$200,000 to CallSocket, L.P. (CSLP-EWB-3288), \$100,000 to Berkeley Healthcare Dynamics, L.P. and \$70,000 to CallSocket Holding Company, LLC (CSHLLC-EWB-6398).

21. The November 1, 2013 SFRC cash inflows and outflows are summarized by the following Table 9. Attached as Exhibit 36 are pertinent pages from the bank records supporting the example. Due to the voluminous nature of the many bank statements that support this example, I have only attached the relevant bank record pages.

Table 9

SFRC Inflows and Outflows on November 1, 2013	
CATEGORY	NET AMOUNT
SAME DAY CASH NET INFLOW AND OUTFLOWS	
BERKELEY HEALTHCARE DYNAMICS, L.P.	(100,000)
CALLSOCKET HOLDING COMPANY, LLC	(70,000)
CALLSOCKET II, L.P.	470,000
CALLSOCKET III HOLDING COMPANY, LLC.	(30,000)
CALLSOCKET, L.P.	(200,000)
SFRC (<i>from 10/31/13 cleared check</i>)	(20,000)
STARR BRAND, LLC	(20,000)
SUBTOTAL	30,000
SAME DAY DISBURSEMENTS CASHED AT LATER DATE	
SUBTOTAL	(109,938)
NET	(79,938)

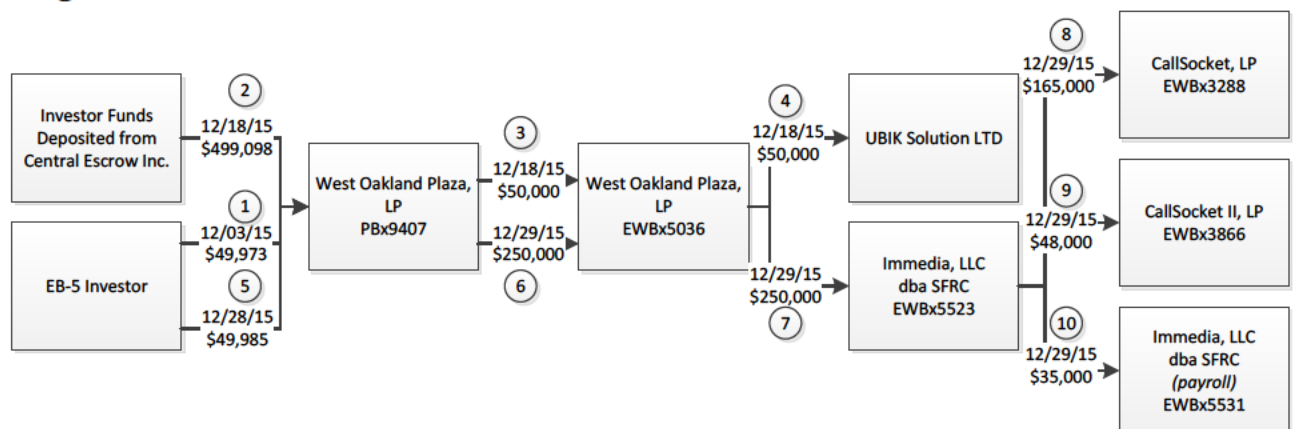
C. Example 3: \$250,000 is Transferred from West Oakland Plaza, L.P. to CallSocket, L.P., CallSocket II, L.P., and Immedia's Payroll Account

22. According to QuickBooks accounting records and bank records, on December 3, 2015, \$49,973 in syndication fees from an investor was wired into West Oakland Plaza, L.P. (WOPLP-PB-9407), increasing the balance from \$6,858 to \$56,821 (at end of day). On December 18, 2015, Central Escrow deposited \$499,098 from an investor into West Oakland Plaza, L.P.'s account (WOPLP-PB-9407), increasing the balance from \$56,821 to \$555,919. On the same day \$50,000 was transferred from West Oakland Plaza, L.P.'s account (WOPLP-PB-9407) to another West Oakland

1 Plaza, L.P. account (WOPLP-EWB-5036), to pay an overseas finder \$50,000 the same day. On
 2 December 28, 2015, \$49,985 in syndication fees was wired into West Oakland Plaza, L.P.'s account
 3 (WOPLP-PB-9407) from another investor, further increasing the balance to \$555,854. On December
 4 29, 2015, \$250,000 was transferred from the West Oakland Plaza, L.P. account (WOPLP-PB-9407)
 5 to another account (WOPLP-EWB-5036), increasing the balance in WOPLP-EWB-5036 from \$7,834
 6 to \$257,834. That same day, \$250,000 was transferred, at the direction of Tom Henderson, from
 7 West Oakland Plaza, L.P.'s account (WOPLP-EWB-5036) to Immedia's account (Immedia-EWB-
 8 5523), increasing the balance from \$4,711 to \$254,711. At least \$135,000²⁰ of the \$250,000
 9 transferred to Immedia was sourced from West Oakland Plaza, L.P. investor capital contributions
 10 (excluding potential syndication fees). Again on December 29, 2015, \$248,000 was transferred, at
 11 the direction of Tom Henderson, from Immedia's account (Immedia-EWB-5523) to other entities,
 12 with \$48,000 to CallSocket II, L.P. (CSII-EWB-3866), \$165,000 to CallSocket, L.P. (CSLP-EWB-
 13 3288), and \$35,000 to Immedia's payroll account (Immedia-EWB-5531).

14 23. The following Diagram B is a flowchart depicting these transactions. Attached as
 15 Exhibit 37 are pertinent pages from the bank records supporting the example. Due to the voluminous
 16 nature of the many bank statements that support this example, I have only attached the relevant bank
 17 record pages.

18 **Diagram B**



26 ²⁰ The \$135,000 sourced from investor capital contributions (excluding potential syndication fees) was
 27 calculated as the net total transferred to Immedia of \$250,000 less \$49,985 of potential syndication fees less
 28 West Oakland Plaza, L.P.'s (WOPLP-PB-9407) ending balance of \$56,821 on December 17, 2015 and West
 Oakland Plaza, L.P.'s (WOPLP-EWB-5036) ending balance of \$7,834 on December 18, 2015.

1 **D. Example 4: \$500,000 is Transferred from California Gold Medal, L.P. to Immedia**

2 24. According to QuickBooks accounting records and bank records, on February 9, 2016
3 Central Escrow transferred \$499,099 from a California Gold Medal, L.P. investor to a California
4 Gold Medal, L.P. account (CAGMLP-PB-8915), increasing the balance from \$32,498 to \$531,597.
5 On February 10, 2016, \$300,000 was transferred from the - Gold Medal, L.P. account (CAGMLP-
6 PB-8915) to another California Gold Medal, L.P. account (CAGMLP-EWB-6026), increasing the
7 balance from \$658 to \$300,658. The next day, at the direction of Tom Henderson, \$300,000 was
8 transferred from California Gold Medal, L.P. account (CAGMLP-EWB-6026) to Immedia's account
9 (Immedia-EWB-5523) increasing the balance from \$11,449 to \$311,449. On February 24, 2016,
10 another \$200,000 was transferred from California Gold Medal, L.P. account (CAGMLP-PB-8915) to
11 California Gold Medal, L.P. account (CAGMLP-EWB-6026), increasing the balance again to
12 \$200,638. That same day, at the direction of Tom Henderson, California Gold Medal, L.P.
13 (CAGMLP-EWB-6026) transferred \$200,000 to Immedia's account (Immedia-EWB-5523),
14 increasing the balance from \$2,118 to \$202,118. It appears that later that day, at the direction of Tom
15 Henderson, \$200,000 was transferred from Immedia's account (Immedia-EWB-5523) to CallSocket,
16 L.P.'s account (CSLP-EWB-3288) with a majority of the money sourced from California Gold
17 Medal, L.P. investors. In this example, at least \$453,000²¹ of California Gold Medal, L.P. capital
18 contributions (excluding potential syndication fees) was transferred to Immedia.

19 25. Attached as Exhibit 38 are pertinent pages from the bank records supporting the
20 example. Due to the voluminous nature of the many bank statements that support this example, I
21 have only attached the relevant bank record pages.

22 **V. BERKELEY HEALTHCARE DYNAMICS, L.P. RECEIVED APPROXIMATELY**
23 **\$2,200,000 FROM SFRC BETWEEN NOVEMBER 2012 AND JANUARY 2014**

24 26. From November 9, 2012 to January 31, 2014, SFRC's accounts (SFRC-EWB-3213,
25 SFRC-CB-2980) transferred \$2,218,000 to Berkeley Healthcare Dynamics, L.P. During the same

26 ²¹ A total of \$453,000 in capital contributions (excluding potential syndication fees) was calculated by taking
27 the total wired amount of \$500,000 less California Gold Medal, L.P.'s February 8, 2016 ending balance of
28 \$32,498, Immedia's ending balance of \$11,449 on February 10, 2016 and Immedia's ending balance of \$2,118
on February 23, 2016.

1 period of time, SFRC's accounts paid \$26,322 on behalf of Berkeley Healthcare Dynamics, L.P.
 2 (Exhibit 39). The first investor funds for NA3PL, L.P. were deposited in its account (NA3PLLP-
 3 EWB-6927) on May 28, 2014 from Central Escrow.

4 VI. INVESTOR CAPITAL CONTRIBUTIONS WERE USED TO PAY OVERSEAS 5 FINDERS

6 27. Table 10 summarizes my research and analysis of the commissions/finders' fees paid
 7 by the entities identified therein. Using QuickBooks accounting records and bank records, I traced
 8 approximately \$8,890,000 in paid syndication fees from investors from November 21, 2011 through
 9 June 17, 2016²². During this same time period, at least \$16,600,000 was paid in finders' fees by the
 10 entities identified in Table 10, mainly to agents in China. I traced at least \$7,500,000 of investor
 11 capital contributions (excluding potential syndication fees) used to pay the finders' fees. The
 12 following paragraph describes the methodology.

13 **Table 10**

Entity	Number of Investors	Capital Contribution	Syndication Fees	Total from Investors	Finders' Fees Paid
CALLSOCKET, L.P.	36	18,000,000	1,770,805	19,770,805	(2,300,000)
CALLSOCKET II, L.P.	31	15,500,000	1,538,062	17,038,062	-
CALLSOCKET III, L.P.	39	19,509,304	1,658,012	21,167,316	-
CALLSOCKET III HOLDING COMPANY, LLC.	-	-	-	-	-
CALLSOCKET HOLDING COMPANY, LLC	-	-	-	-	-
NA3PL, L.P.	40	19,996,371	2,027,825	22,024,196	-
NORTH AMERICA 3PL, LLC	-	-	-	-	-
WEST OAKLAND PLAZA, L.P.	4	1,997,306	209,030	2,206,336	(100,000)
CALIFORNIA GOLD MEDAL, L.P.	43	21,470,275	1,073,463	22,543,738	(630,000)
CENTRAL CALIFORNIA FARMS LLC	-	-	-	-	-
COMPREHENSIVE CARE OF OAKLAND, L.P.	24	11,989,630	441,140	12,430,770	-
COMPREHENSIVE CARE OF CALIFORNIA, LLC	-	-	-	-	-
SAN FRANCISCO REGIONAL CENTER, LLC	(2)	(1,100,000)	179,944	(920,056)	(12,498,163)
IMMEDIA, LLC	-	-	-	-	(1,075,400)
TOTAL	215	107,362,886	8,898,281	116,261,167	(16,603,563)

24 28. In order to trace the minimum of \$7,500,000 of paid finders' fees sourced from
 25 investor capital contributions (excluding potential syndication fees), I traced a selected population of
 26 _____

27 ²² SFRC received authorization from United States Citizenship and Immigration Services ("USCIS") to
 28 operate as an EB-5 "Regional Center" in late November 2011 (Eme Decl., ¶37, Exhibit 36).

1 finders' fee payments back to the originating entity that received the initial investor money. Then, I
 2 deducted any potential received syndication fees, unknown funds or prior account ending balances to
 3 calculate the minimum amount sourced from investor capital contributions. The following Table 11
 4 lists the entities that paid finders' fees and identifies the minimum in capital contributions (excluding
 5 syndication fees) used to pay finders' fees. See Exhibit 40 for a breakdown of my calculations that
 6 are summarized in Table 11 below.

7 **Table 11**

Entity	Total Finders' Fees Paid	Total Sourced from Capital Contributions
CALIFORNIA GOLD MEDAL, L.P.	(630,000)	
CALLSOCKET, L.P.	(2,300,000)	(1,439,833)
IMMEDIA, LLC	(1,075,400)	(51,836)
SAN FRANCISCO REGIONAL CENTER, LLC	(12,498,163)	(6,059,089)
WEST OAKLAND PLAZA, L.P.	(100,000)	
Total Finders' Fees	(16,603,563)	(7,550,758)

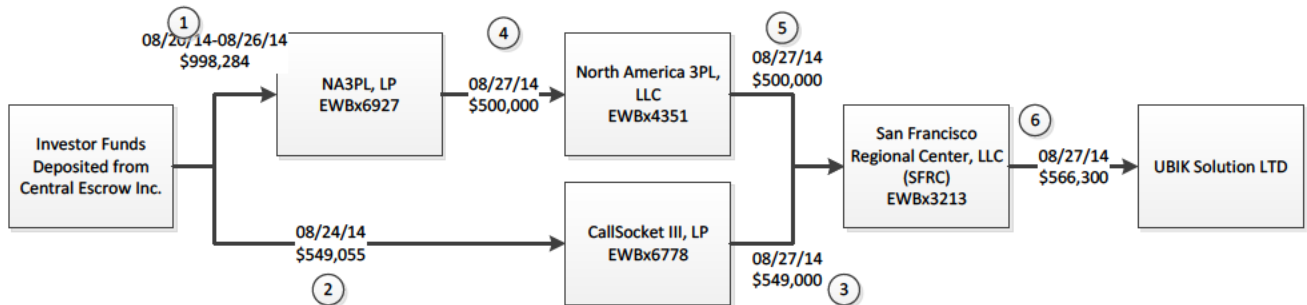
13 **Example of the Use of Capital Contributions to Pay Finder' Fees**

14 29. According to QuickBooks accounting records and bank records, from August 20, 2014
 15 to August 26, 2014, Central Escrow deposited \$998,284 from two NA3PL, L.P. investors into a
 16 NA3PL, L.P. account (NA3PLLP-EWB-6927), increasing the balance from \$461 to \$998,745. On
 17 August 26, 2014, Central Escrow also deposited \$549,055 from a CallSocket III, L.P. investor (which
 18 included \$49,055 in syndication fees) into a CallSocket III, L.P. account (CSIILP-EWB-6778),
 19 increasing the balance from \$196 to \$549,251. On August 27, 2014, \$500,000 was transferred from a
 20 NA3PL, L.P. account (NA3PLLP-EWB-6927) to a North America 3PL, LLC account (NA3PLLLC-
 21 EWB-4351), increasing the balance from \$72,786 to \$572,786. On the same day, at the direction of
 22 Tom Henderson, \$500,000 from this same North America 3PL, LLC account (NA3PLLLC-EWB-
 23 4351) and \$549,000 from CallSocket III, L.P.'s account (CSIILP-EWB-6778) were transferred to
 24 SFRC's account (SFRC-EWB-3213), increasing the balance from \$187,952 to \$1,236,952. Again on
 25 the same day, \$566,300 was wired from SFRC's account (SFRC-EWB-3213) to UBIK Solutions
 26
 27
 28

1 LTD, one of the finders based in China. At least \$329,000²³ of the \$566,300 wired to the finder was
2 sourced from capital contributions (excluding potential syndication fees).

3 30. The following Diagram C is a flowchart depicting these transactions. Attached as
4 Exhibit 41 are pertinent pages from the bank records supporting the example. Due to the voluminous
5 nature of the many bank statements that support this example, I have only attached the relevant bank
6 record pages.

7 **Diagram C**



13 **VII. SELECTED REAL ESTATE PURCHASES**

14 **A. Purchase of Tribune Tower**

15 31. The Tribune Tower, located at 409 13th Street, Oakland, CA was purchased through
16 three payments to Fidelity National Title Company totaling \$1,840,000 from September 2011
17 through December 2011, according to a final closing statement produced by Marvin Tate (Exhibit
18 42). The funding for the largest of the three payments is detailed below.

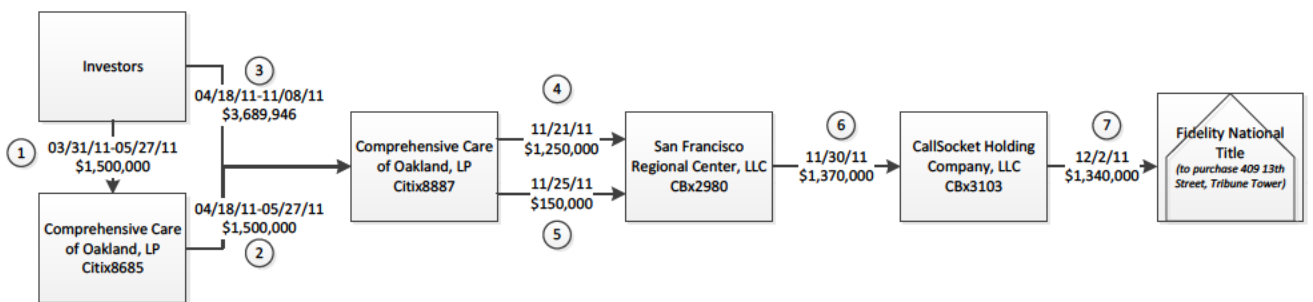
19 32. According to QuickBooks accounting records and bank records, from March 31, 2011
20 to May 27, 2011, \$1,500,000 from Comprehensive Care of Oakland, L.P. investor capital
21 contributions (excluding potential syndication fees) was deposited into Comprehensive Care of
22 Oakland, L.P.'s account (CCOOLP-Citi-8685) and transferred to another CCOO L.P. account
23 (CCOOLP-Citi-8887). From April 18, 2011 to November 8, 2011, \$4,690,021 of investor capital
24 contributions (excluding potential syndication fees) was deposited into a CCOO L.P. account
25 (CCOOLP-Citi-8887). Two checks were withdrawn at the direction of Tom Henderson from the
26

27 ²³ A total of \$329,000 in capital contributions (excluding potential syndication fees) was calculated by taking
28 the wired amount of \$566,300 less potential CallSocket III, L.P. syndication fees of \$49,055, less SFRC's
ending balance on August 26, 2014 of \$187,952.

1 CCOO L.P. account (CCOOLP-Citi-8887) and deposited into SFRC’s account (SFRC-CB-2980),
 2 with the first on November 21, 2011 for \$1,250,000 and a second on November 25, 2011 for
 3 \$150,000, increasing the balance in SFRC’s account (SFRC-CB-2980) from \$3,663 to \$1,400,133,
 4 net of additional transactions in the days between. The \$1,400,000 transferred appeared to be
 5 sourced from CCOO L.P. capital contributions (excluding potential syndication fees). On November
 6 30, 2011, SFRC’s account (SFRC-CB-2980) transferred \$1,370,000 to CallSocket Holding
 7 Company, LLC (CSHLLC-CB-3103), increasing the balance from \$500 to \$1,370,500. Finally on
 8 December 2, 2011, \$1,340,000 was wired from CallSocket Holding Company, LLC’s account
 9 (CSHLLC-CB-3103) to Fidelity National Title Company, with at least \$1,336,000²⁴ sourced from
 10 CCOO L.P. capital contributions (excluding potential syndication fees).

11 33. The following Diagram D is a flowchart depicting these transfers. Attached as Exhibit
 12 43 are pertinent pages from the bank records supporting the example. Due to the voluminous nature
 13 of the many bank statements that support this example, I have only attached the relevant bank record
 14 pages.

15 **Diagram D**



21 **B. Purchase of Community Bank Building**

22 34. The Community Bank Building, located at 1750 Broadway, Oakland, CA was
 23 purchased through two payments to Stewart Title Guaranty Company. While CallSocket II, L.P. is
 24 noted as the buyer of the property, the funds used to purchase the properties were sourced from
 25 CallSocket, L.P. The estimated buyer’s closing statement produced by Marvin Tate shows as of
 26

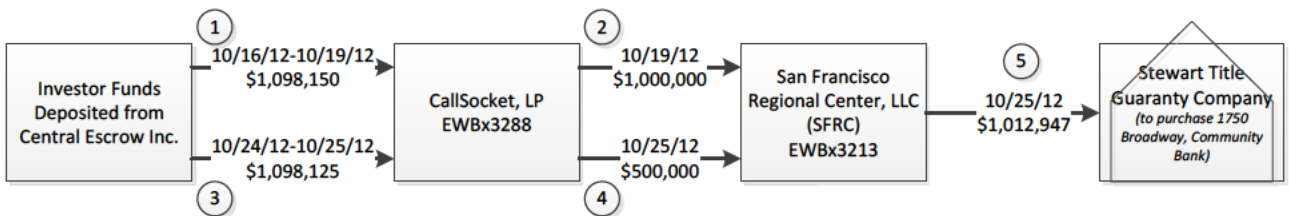
27 ²⁴ The total of \$1,336,000 in capital contributions (excluding potential syndication fees) was calculated as the
 28 total wire amount of \$1,340,000 less SFRC’s ending balance on November 20, 2011 of \$3,663.

1 October 24, 2012, CallSocket II, L.P. still owed a balance of \$1,012,947 to purchase the Community
 2 Bank Building (Exhibit 44).

3 35. According to QuickBooks accounting records and bank records, from October 16,
 4 2012 to October 19, 2012, Central Escrow transferred a total of \$1,098,150 of CallSocket, L.P.
 5 investor funds into CallSocket, L.P.’s account (CSLP-EWB-3288), increasing the balance from
 6 \$19,126 to \$1,117,276. On October 19, 2012, \$1,000,000 was transferred from CallSocket, L.P.’s
 7 account (CSLP-EWB-3288) to SFRC’s account (SFRC-EWB-3213), which previously had a \$0
 8 balance. From October 24, 2012 to October 25, 2012, Central Escrow transferred another \$1,098,125
 9 of CallSocket, L.P. investor funds to CallSocket, L.P.’s account (CSLP-EWB-3288), increasing the
 10 balance from \$117,276 to \$1,215,401. On October 25, 2012, at the direction of Tom Henderson,
 11 \$500,000 was transferred from CallSocket, L.P.’s account (CSLP-EWB-3288) to SFRC’s account
 12 (SFRC-EWB-3213), increasing the balance to \$1,500,000. On the same day, \$1,012,947 was wired
 13 from SFRC’s account (SFRC-EWB-3213) to Stewart Title Guaranty Company. At least \$797,000²⁵
 14 of the \$1,012,947 transferred consisted of CallSocket, L.P. capital contributions (excluding potential
 15 syndication fees).

16 36. The following Diagram E is a flowchart depicting these transfers. Attached as Exhibit
 17 45 are pertinent pages from the bank records supporting the example. Due to the voluminous nature
 18 of the many bank statements that support this example, I have only attached the relevant bank record
 19 pages.

20 **Diagram E**



26
 27 ²⁵ The amount sourced from capital contributions was calculated by taking the wired amount of \$1,012,947
 28 less \$196,275 in CallSocket, L.P. potential syndication fees from October 16, 2012 to October 25, 2012, less CallSocket, L.P.’s September 30, 2012 ending balance of \$19,126.

1 **C. Purchase of Dufwin Towers Building**

2 37. The Dufwin Towers Building, located at 519 17th St., Oakland, CA, was purchased
3 through two payments to First American Title Insurance. While CallSocket II, L.P. is noted as the
4 buyer of the property, the funds used to purchase the property were mainly sourced from CallSocket,
5 L.P. The largest payment is detailed below, according to QuickBooks accounting records and bank
6 records.

7 38. The buyer's final settlement statement produced by SFRC shows an escrow deposit of
8 \$1,017,240 received on December 7, 2012 from CallSocket II, L.P. to purchase the Dufwin Towers
9 Building (Exhibit 46). As of November 7, 2012, there was a balance of \$67,383 in CallSocket, L.P.'s
10 account (CSLP-EWB-3288). On November 9, 2012, \$238,826 was deposited into this account for an
11 unknown purpose. On November 16, 2012, Central Escrow transferred \$549,050 from a CallSocket,
12 L.P. investor to CallSocket, L.P.'s account (CSLP-EWB-3288), increasing the balance to \$855,259
13 (\$772,548 at end of day). On November 19, 2012, at the direction of Tom Henderson, CallSocket,
14 L.P.'s account (CSLP-EWB-3288) transferred \$500,000 to SFRC's account (SFRC-EWB-3213),
15 increasing SFRC's bank balance to \$511,836 (\$451,836 at end of day). From November 21, 2012 to
16 December 7, 2012, Central Escrow transferred another \$2,196,485 of CallSocket, L.P. investors'
17 funds to CallSocket, L.P.'s account (CSLP-EWB-3288). On December 7, 2012, at the direction of
18 Tom Henderson, CallSocket, L.P.'s account (CSLP-EWB-3288) transferred \$800,000 to SFRC's
19 account (SFRC-EWB-3213), increasing SFRC's bank balance from \$225,335 to \$1,025,335. On that
20 same day, SFRC's account (SFRC-EWB-3213) wired \$1,017,240 to First American Title insurance
21 to purchase the Dufwin Towers Building. At least \$453,000²⁶ of the funds to purchase the property
22 was sourced from CallSocket, L.P. capital contributions (excluding potential syndication fees).

23 39. It appears that in March 2013, the loans for the Community Bank Building and
24 Dufwin Towers Building were refinanced with a new lender. From January 9, 2013 through March
25

26 ²⁶ The amount sourced from capital contributions was calculated by first taking the \$1,017,240 and deducting
27 the SFRC ending balance of \$11,836 on November 18, 2012, \$245,535 in potential CallSocket, L.P. investor
28 syndication fees from November 16, 2012 to December 7, 2012, and the CallSocket, L.P. ending balance of
\$306,209 on November 9, 2012.

1 1, 2013, Central Escrow transferred \$3,278,599 from six CallSocket II, L.P. investors into CallSocket
2 II, L.P.'s account (CSIILP-EWB-3866). On March 5, 2013, \$1,331,305 was wired from CallSocket
3 II, L.P.'s account (CSIILP-EWB-3866) to First American Title Insurance.

4 40. Attached as Exhibits 47-48 are pertinent pages from the bank records supporting the
5 examples above. Due to the voluminous nature of the many bank statements that support the
6 examples, I have only attached the relevant bank record pages.

7 **D. Purchase of I. Magnin Building**

8 41. The I. Magnin Building, located at 2001 Broadway, Oakland, CA was purchased
9 through two payments to Chicago Title Company (Exhibit 49). While CallSocket III Holding
10 Company, LLC is noted at the buyer of the property, the funds used to purchase the property were
11 sourced from CallSocket, L.P. and CallSocket II, L.P. The larger of the two payments is detailed
12 below, according to QuickBooks accounting records and bank records.

13 42. From May 24, 2013 to June 25, 2013, Central Escrow deposited funds from six
14 CallSocket II, L.P. investors into a CallSocket II, L.P. account (CSIILP-EWB-3866) totaling
15 \$3,294,560, increasing the balance from \$32,961 to \$2,332,106 (net of additional transactions). On
16 June 25, 2013 \$2,300,000 was transferred from CallSocket II, L.P.'s account (CSIILP-EWB-3866) to
17 SFRC's account (SFRC-EWB-3213).

18 43. On June 24, 2013, Central Escrow deposited \$549,075 from a CallSocket, L.P.
19 investor into a CallSocket, L.P. account (CSLP-EWB-3288), increasing the balance in that account
20 from \$74,221 to \$623,296. On June 25, 2013, \$600,000 was transferred from CallSocket, L.P.'s
21 account (CSLP-EWB-3288) to SFRC's account (SFRC-EWB-3213). On June 25, 2013, a total of
22 \$2,900,000 was transferred from CallSocket, L.P.'s account (CSLP-EWB-3288) and CallSocket II,
23 L.P.'s account (CSIILP-EWB-3866) to SFRC's account (SFRC-EWB-3213), increasing the balance
24 in that account from \$27,573 to \$2,927,573. The next day, June 26, 2013, \$2,904,971 was wired
25 from SFRC's account (SFRC-EWB-3213) to Chicago Title Company. At least \$2,400,000²⁷ in
26 _____

27 ²⁷ The amount sourced from capital contributions was calculated by taking the transferred \$2,900,000 less
28 CallSocket, L.P. potential syndication fees of \$49,075, CallSocket, L.P. ending balance of \$74,221 on June 23,
2013, CallSocket II, L.P. potential syndication fees of \$294,560 from May 24, 2013 to June 25, 2013, an

Footnote continued on next page

1 capital contributions (excluding potential syndication fees) from CallSocket, L.P. and CallSocket II,
2 L.P. were used to purchase the I. Magnin Building, with the buyer reflected as CallSocket III Holding
3 Company, LLC.

4 44. The I. Magnin Building was sold in March 2016 (Eme Decl., ¶32, Exhibit 31). On
5 March 4, 2016, Chicago Title Company wired \$10,405,906 to CallSocket III Holding Company,
6 LLC's account (CSIIIHLLC-EWB-4682). On March 8, 2016, \$9,750,000 was transferred from
7 CallSocket III Holding Company, LLC's account (CSIIIHLLC-EWB-4682) to CallSocket III, L.P.'s
8 account (CSIIILP-EWB-6893). It appears that the remaining proceeds and account balance of
9 \$8,884,044 was withdrawn in the form of a cashier's check on March 31, 2016 to close CallSocket
10 III, L.P.'s account (CSIIILP-EWB-6893).

11 45. Attached as Exhibits 50-51 are pertinent pages from the bank records supporting the
12 example. Due to the voluminous nature of the many bank statements that support this example, I
13 have only attached the relevant bank record pages.

14 **E. Purchase of Berkeley Healthcare Dynamics Warehouse**

15 46. The Berkeley Healthcare Dynamics warehouse, located at 1700 20th Street in
16 Oakland, California was purchased through three payments to First American Title Company,
17 according to a buyer estimated closing statement dated December 20, 2012 produced by Marvin Tate
18 (Exhibit 52). While Berkeley Healthcare Dynamics, L.P. is the buyer of the property, the funds used
19 to purchase the property were sourced from CallSocket, L.P. The largest of the three payments is
20 detailed below, according to QuickBooks accounting records and bank records.

21 47. From October 16, 2012 through November 6, 2012, Central Escrow transferred nine
22 deposits totaling \$4,941,130 from CallSocket, L.P. investors to a CallSocket, L.P. account (CSLP-
23 EWB-3288), increasing the balance from \$23,855 to \$2,637,383 (net of transactions). On November
24 6, 2012, \$2,500,000 was transferred from CallSocket, L.P.'s account (CSLP-EWB-3288) to SFRC's
25 account (SFRC-EWB-3213), increasing SFRC's balance from \$147,018 to \$2,647,018. On
26 November 7, 2012, another \$70,000 was transferred from CallSocket, L.P.'s account (CSLP-EWB-

27 _____
28 unknown CallSocket II, L.P. deposit of \$19,000 on June 10, 2013, CallSocket II, L.P. ending balance of
\$32,961 on May 23, 2013, and SFRC's June 24, 2013 ending balance of \$27,573.

1 3288) to SFRC's account (SFRC-EWB-3213), further increasing the balance to \$2,717,017. That
2 same day, two payments of \$150,150 and \$2,549,031, totaling \$2,699,181, were wired from SFRC's
3 account (SFRC-EWB-3213) to First American Title Insurance Company, leaving a balance of
4 \$17,836. At least \$1,957,000²⁸ of the \$2,699,181 paid to secure the property for Berkeley Healthcare
5 Dynamics, L.P. appeared to be sourced from CallSocket, L.P. capital contributions (excluding
6 potential syndication fees).

7 48. Attached as Exhibit 53 are pertinent pages from the bank records supporting the
8 example. Due to the voluminous nature of the many bank statements that support this example, I
9 have only attached the relevant bank record pages.

10 49. Based on accounting records produced by Marvin Tate, CPA, North America 3PL,
11 LLC paid rent for the 1700 20th Street property to Berkeley Healthcare Dynamics, LLC from at least
12 June 2014 to December 2015 (Exhibit 54).

13 **F. Purchase of Tipton Farms**

14 50. The Tipton Farms located at 417 and 615 N. Burnett Road in Tipton, California was
15 purchased through three payments to Old Republic Title Company, according to a buyer's recording
16 statement dated November 4, 2015 produced by Marvin Tate (Exhibit 55). Central California Farms,
17 LLC (c/o Thomas M. Henderson) is listed as the buyer of the property, while the funds used to
18 purchase the property appear to be sourced from California Gold Medal, L.P. investors. The largest
19 payment is detailed below, according to QuickBooks accounting records and bank records.

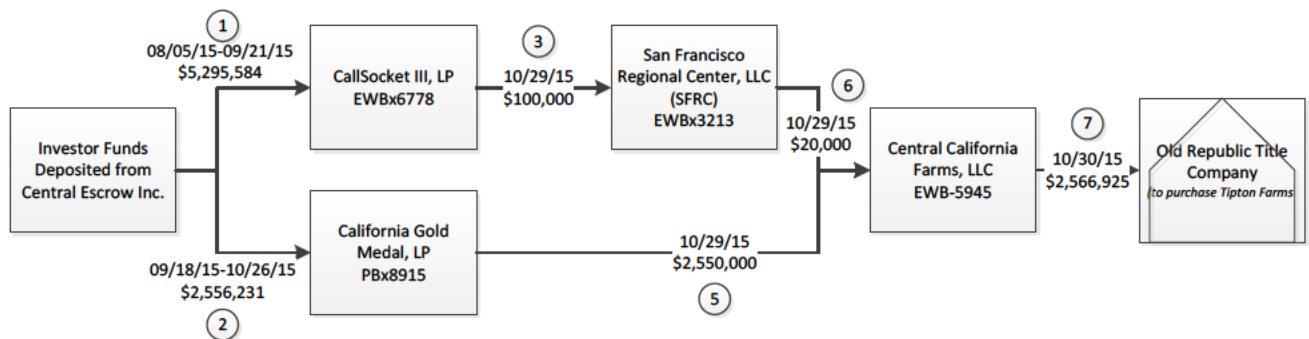
20 51. From August 5, 2015 to September 21, 2015, Central Escrow and individual investors
21 in CallSocket III, L.P. sent \$5,295,584 to CallSocket III, L.P.'s account (CSIILP-EWB-6778). From
22 September 18, 2015 to October 26, 2015, Central Escrow and an individual investor in California
23 Gold Medal, L.P. transferred or wired \$2,556,231 into a California Gold Medal, L.P. account
24 (CAGMLP-PB-8915), which previously had a \$0 balance. On October 29, 2015, the CallSocket III,
25

26 ²⁸ The amount sourced from capital contributions was calculated by taking the transferred \$2,570,000 less
27 CallSocket, L.P. investor syndication fees of \$441,130 from October 16, 2012 to November 6, 2012,
28 CallSocket, L.P. ending balance of \$23,855 on September 30, 2012, and SFRC's ending balance of \$147,018
on November 5, 2012.

1 L.P. account (CSIIILP-EWB-6778) transferred \$100,000, at the direction of Tom Henderson, to
 2 SFRC’s account (SFRC-EWB-3213), increasing the balance from (\$15) to \$99,985. On the same
 3 day, California Gold Medal, L.P.’s account (CAGMLP-PB-8915) transferred \$2,550,000 and SFRC’s
 4 account (SFRC-EWB-3213), at the direction of Tom Henderson, transferred \$20,000 to a Central
 5 California Farms, LLC account (CCF-EWB-5945), increasing the balance from \$886 to \$2,570,876.
 6 The following day on October 30, 2015, Central California Farms, LLC’s account (CCF-EWB-5945)
 7 wired \$2,566,925 to Old Republic Title Company to purchase the properties. At least \$2,486,000²⁹ of
 8 the transferred funds was from California Gold Medal, L.P. investor capital contributions (excluding
 9 potential syndication fees).

10 52. The following Diagram F is a flowchart depicting these transactions. Attached as
 11 Exhibit 56 are pertinent pages from the bank records supporting the example. Due to the voluminous
 12 nature of the many bank statements that support this example, I have only attached the relevant bank
 13 record pages.

14 **Diagram F**



21 **G. Purchase of Jack London Gateway Shopping Center**

22 53. The Jack London Gateway Shopping Center located at 800-900 Market Street in
 23 Oakland, California was purchased through a \$150,000 payment to First American Title Company,
 24 according to a borrower’s estimated settlement statement dated December 17, 2014 produced by
 25 SFRC. JL Gateway, LLC is listed as the borrower of the loan and deeded the property, while the

26 _____
 27 ²⁹ The amount sourced from investor capital contributions (excluding potential syndication fees) was
 28 calculated by taking the \$2,566,925 amount wired less \$20,000 potentially sourced from syndication fees from
 CallSocket III, L.P., less \$59,974 in potential syndication fees from California Gold Medal, L.P.

1 funds used to purchase the property appear to be sourced from CallSocket III, L.P. and NA3PL, L.P.
2 investors (Exhibit 57). The payment is detailed below, according to QuickBooks accounting records
3 and bank records.

4 54. On December 4, 2014, Central Escrow deposited \$559,050 from a NA3PL, L.P.
5 investor into a NA3PL, L.P. account (NA3PLLP-EWB-6927), increasing the balance from \$547 to
6 \$559,597. From December 5, 2014 to December 17, 2014, at the direction of Tom Henderson, a total
7 of \$450,000 was transferred from the NA3PL, L.P. account (NA3PLLP-EWB-6927) to a North
8 America 3PL, LLC account (NA3PLLLC-EWB-4351). On December 5, 2014 and December 10,
9 2014, after the North America 3PL, LLC account (NA3PLLLC-EWB-4351) received these transfers,
10 two \$100,000 payments totaling \$200,000 were transferred from this account to SFRC's account
11 (SFRC-EWB-3213), at the direction of Tom Henderson. On December 17, 2014, another \$250,000
12 was transferred from North America 3PL, LLC's account (NA3PLLLC-EWB-4351) to SFRC's
13 account (SFRC-EWB-3213). On December 16, 2014, Central Escrow transferred \$549,079 from an
14 investor in CallSocket III, L.P. to a CallSocket III, L.P. account (CSIILP-EWB-6778), increasing the
15 balance from \$1,827 to \$550,906. On December 17, 2014, CallSocket III, L.P.'s account (CSIILP-
16 EWB-6778) transferred \$550,000 to SFRC's account (SFRC-EWB-3213).

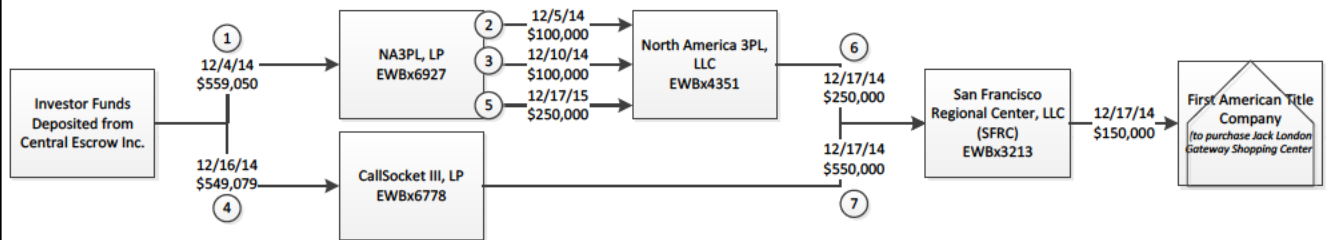
17 55. The two transfers on December 17, 2014 from North America 3PL, LLC's account
18 (NA3PLLLC-EWB-4351) and CallSocket III, L.P.'s account (CSIILP-EWB-6778) increased
19 SFRC's account (SFRC-EWB-3213) from \$9,797 to \$809,797. On the same day, SFRC's account
20 (SFRC-EWB-3213) wired \$150,000 to First American Title Company. At least \$30,000³⁰ of the
21 \$150,000 was sourced from CallSocket III, L.P. and NA3PL, L.P. investor capital contributions
22 (excluding potential syndication fees).

23 56. The following Diagram G is a flowchart depicting these transactions. Attached as
24 Exhibit 58 are pertinent pages from the bank records supporting the example. Due to the voluminous
25

26 ³⁰ The amount sourced from investor capital contributions was calculated by taking the \$150,000 wire amount
27 less \$59,050 of potential NA3PL, L.P. syndication fees, \$49,079 of potential CallSocket III, L.P. syndication
28 fees, CallSocket III, L.P.'s ending balance of \$1,827 on December 15, 2014, and SFRC's ending balance of
\$9,797 on December 16, 2014.

1 nature of the many bank statements that support this example, I have only attached the relevant bank
 2 record pages.

3 **Diagram G**



8 57. Based on produced bank records, West Oakland Plaza, L.P. made rent payments to JL
 9 Gateway, LLC, at the direction of Tom Henderson, from May 2016 to at least November 2016. It
 10 appears the rent payments were for the period starting approximately August 2015 (Exhibit 59).

12 **VIII. TOM HENDERSON RECEIVED AT LEAST \$394,000 FROM SFRC'S BANK ACCOUNTS**

13 58. According to QuickBooks accounting records and bank records, from December 2011
 14 until November 2015, Tom Henderson received directly or for his benefit at least \$394,000 from the
 15 SFRC bank accounts. This does not include the \$350,000 transferred through Aileen Yen's account
 16 to Tom Henderson's to purchase their personal residence (See Section IX below), which would
 17 increase the total benefit received to at least \$744,000. Examples of payments to Tom Henderson are
 18 described below.

19 **Examples of Money Received by Tom Henderson**

20 59. In one example, on October 7, 2014, Central Escrow deposited \$549,099 from a
 21 CallSocket III, L.P. investor into a CallSocket III, L.P. account (CSIIILP-EWB-6778), increasing the
 22 balance from \$105 to \$549,204. That same day \$549,000 transferred from CallSocket III, L.P.'s
 23 account (CSIIILP-EWB-6778) to SFRC's account (SFRC-EWB-3213), increasing the balance from
 24 \$3,664 to \$552,664. On the same day, at the direction of Tom Henderson, \$350,000 transferred from
 25 SFRC's account (SFRC-EWB-3213) to Aileen Yen's account (AY-EWB-8314), decreasing SFRC's
 26 balance to \$202,664. On October 8, 2014, Central Escrow deposited \$557,950 from a NA3PL, L.P.
 27 investor into a NA3PL, L.P. account (NA3PLL-EWB-6927), increasing the balance from \$844 to
 28

1 \$558,794. On the same day, \$550,000 was transferred from the same NA3PL, L.P. account
2 (NA3PLLP-EWB-6927) to North America 3PL, LLC's account (NA3PLLLC-EWB-4351), at the
3 direction of Tom Henderson, and transferred that day to SFRC's account (SFRC-EWB-3213),
4 increasing the balance from \$202,664 to \$752,664. On October 16, 2014, SFRC's account (SFRC-
5 EWB-3213) transferred \$42,000 to Tom Henderson's account (TH-EWB-8222), increasing the
6 balance from \$2,480 to \$44,480. On the same day, Henderson transferred \$42,000 to an unknown
7 account ending in 8373.

8 60. In another example, between October 10, 2014 and October 14, 2014, Central Escrow
9 transferred a total of \$1,677,333 from three NA3PL, L.P. investors to a NA3PL, L.P. account
10 (NA3PLLP-EWB-6927), increasing the balance in that account from \$8,794 to \$1,686,127. On
11 October 16, 2014, \$1,680,000 was transferred from NA3PL, L.P.'s account (NA3PLLP-EWB-6927)
12 to a North America 3PL, LLC's account (NA3PLLLC-EWB-4351), and this \$1,680,000 was
13 immediately transferred to a SFRC account (SFRC-EWB-3213), at the direction of Tom Henderson,
14 increasing SFRC's balance from \$62,347 to \$1,742,347. On October 20, 2014, at the direction of
15 Tom Henderson, check #1587 for \$250,000 was issued from SFRC's account (SFRC-EWB-3213),
16 and the check was deposited the same day into another SFRC account (SFRC-CB-2980), increasing
17 the balance of that account from \$3,766 to \$253,766. On November 13, 2014, \$60,000 was
18 transferred from SFRC's account (SFRC-CB-2980) to an unknown account, but allocated to the GL
19 account "31102 · Tom Henderson-Draws" per QuickBooks accounting records.

20 61. Attached as Exhibits 60-61 are pertinent pages from the bank records supporting the
21 examples above. Due to the voluminous nature of the many bank statements that support this
22 example, I have only attached the relevant bank record pages.

23 **IX. HENDERSON USED AT LEAST \$346,000 OF INVESTOR FUNDS TO**
24 **PURCHASE HIS OAKLAND RESIDENCE**

25 62. I reviewed the estimated buyer's closing statement for the personal residence of
26 Henderson and Aileen Yen located in Oakland, California, as produced by SFRC. According to that
27 statement, as of November 7, 2014, an additional \$443,926 was due from the buyers, listed as
28 Thomas Henderson and Aileen Yen, to cover the payment balance for the property (Exhibit 62).

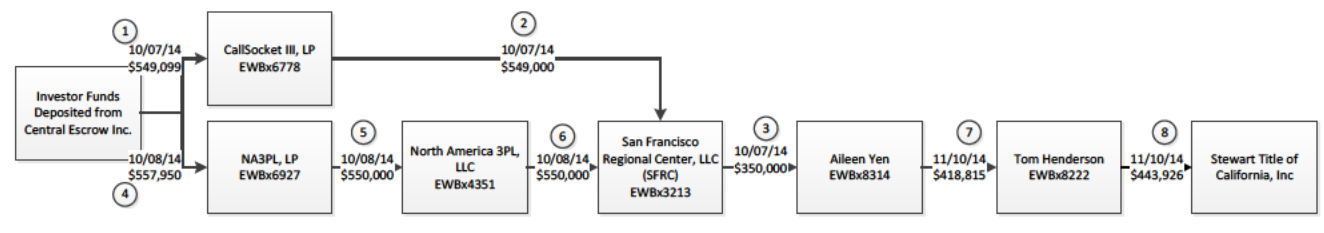
1 Based on my analysis, it appears that CallSocket III, L.P. investor funds were used to purchase their
 2 personal residence.

3 63. According to QuickBooks accounting records and bank records, on October 7, 2014,
 4 Central Escrow deposited \$549,099 from a CallSocket III, L.P. investor into a CallSocket III, L.P.
 5 account (CSIIILP-EWB-6778), increasing the balance from \$105 to \$549,204. That same day
 6 \$549,000 was transferred from CallSocket III, L.P.’s account (CSIIILP-EWB-6778) to a SFRC
 7 account (SFRC-EWB-3213), increasing the balance from \$3,664 to \$552,664.

8 64. Again on October 7, 2014 and as stated above in Section IV.A., \$350,000 was
 9 transferred from SFRC’s account (SFRC-EWB-3213), at the direction of Tom Henderson, to Aileen
 10 Yen’s account (AY-EWB-8314), increasing Yen’s account to \$419,096. On November 10, 2014,
 11 \$418,815³¹ was transferred from Aileen Yen’s account (AY-EWB-8314) to Tom Henderson’s
 12 account (TH-EWB-8222), and \$26,000 was deposited by check from SFRC’s account (SFRC-EWB-
 13 3213) to Tom Henderson’s account (TH-EWB-8222), increasing the balance from \$2,394 to
 14 \$447,209. On the same day, Henderson wired \$443,926 from his account (TH-EWB-8222) to
 15 Stewart Title of California, Inc. At least \$346,000³² of the \$443,926 used to purchase the property
 16 was CallSocket III, L.P. investor money (including potential syndication fees).

17 65. The following Diagram H provides a flowchart depicting these transactions. Attached
 18 as Exhibit 63 are pertinent pages from the bank records supporting the example above. Due to the
 19 voluminous nature of the many bank statements that support this example, I have only attached the
 20 relevant bank record pages.

21 **Diagram H**



26 ³¹ The transferred amount per Aileen Yen’s account statement totaled \$418,785, but the transfer slip and Tom
 27 Henderson’s account both show a transferred amount of \$418,815, with an unknown difference of \$30.

28 ³² The amount sourced from investor money (including potential syndication fees) was calculated by taking the
 \$350,000 transferred to Aileen Yen less SFRC’s ending balance of \$3,664 on October 6, 2014.

1 **X. TRIBUNE TAVERN AND LUNGOMARE RESTAURANTS RECEIVED**
2 **APPROXIMATELY \$3,800,000 FROM SFRC**

3 66. According to QuickBooks accounting records and bank records, from March 5, 2012
4 through July 14, 2015, \$3,823,586 was transferred directly to or used to pay expenses for the
5 restaurants known as the Tribune Tavern and Lungomare. The entire amount was paid from SFRC
6 bank accounts (SFRC-CB-2980, SFRC-EWB-3213) (Exhibit 64).

7 67. For example, in the first four months of 2013, approximately \$2,076,000 from SFRC’s
8 bank accounts was used for Henderson’s restaurant businesses. There was approximately \$989,000
9 of paid expenses in January 2013 and approximately \$1,087,000 of paid expenses from February
10 2013 through April 2013. Payments to vendors included builders, architects, restaurant suppliers, and
11 others (Exhibit 64).

12
13 I declare under penalty of perjury under the laws of the United States of America that the
14 foregoing is true and correct.

15
16 Executed in San Francisco, California on January 18, 2017.

17
18 
19 _____
20 Ellen Chen