Cause No. 01-23-00618-CV

GREAT VALUE STORAGE, LLC and	§ IN THE COURT OF APPEALS
WORLD CLASS CAPITAL	Š
GROUP, LLC,	\$
	\$
Appellants,	\$
ν .	§ FIRST DISTRICT OF TEXAS
	\$
PRINCETON CAPITAL	\$
CORPORATION,	\$
	\$
Appellee,	§ HOUSTON, TEXAS

RECEIVER'S SECOND MOTION TO DISMISS FOR WANT OF JURISDICTION PURSUANT TO SUPREME COURT JUDGMENT

TO THE HONORABLE FIRST COURT OF APPEALS:

The Receiver, Mr. Seth Kretzer, respectfully requests dismissal of this successor appeal for want of jurisdiction, pursuant to the Supreme Court of Texas's March 8, 2024 Judgment.

On September 10, 2023 Receiver filed Receiver's Motion to Dismiss for Want of Jurisdiction, in light of the parties' September 2022 global settlement agreement, which renders this appeal moot.

On January 4, 2024 this Court entered an order carrying that motion over with the merits briefing.

On February 7, 2024, Appellants filed two briefs presenting dozens of arguments challenging the underlying receivership order, notwithstanding their global settlement agreement. Appellants contend this Court continues to have jurisdiction. In support of their contentions, Appellants emphasize this Court's decision not to dismiss the primary appeal, No. 01-21-00284-CV, for lack of jurisdiction, as it originally contemplated in its March 30, 2023 order, notwithstanding that Princeton Capital Corporation ("Princeton") reported to the Securities and Exchange Commission that it had fully settled with Appellants, had been paid the settlement proceeds, and had distributed the settlement proceeds to its public shareholders.

On November 8, 2023, Appellants World Class Capital Group, LLC ("WCCG") and Great Value Storage, LLC ("GVS") filed a Petition for Review in the Supreme Court of Texas of this Court's April 20, 2023 Memorandum Opinion in the primary appeal, No. 01-21-00284-CV.²

¹ Order, No. 01-21-00284-CV (Tex. App.—Houston [1st Dist.] Mar. 30, 2023) (primary appeal).

² Petition for Review, Great Value Storage LLC, et al. v. Princeton Capital Corp., No. 23-0722 (Nov. 29, 2021); see Great Value Storage LLC, et al. v. Princeton Capital Corp., 2023 Tex. App. LEXIS 2537 (Tex. App.—Houston [1st Dist.] Apr. 20, 2023), petition for review granted, jdmt vacated w/o reference to the merits, dismissed by as moot, 2024 Tex. LEXIS 216 (Tex. Mar. 8, 2024).

On March 8, 2024 the Supreme Court granted the petition, vacated this Court's April 20, 2023 Memorandum Opinion, and summarily dismissed the case as moot in light of Appellants' settlement agreement.³

The Supreme Court, therefore, has ruled that the parties' September 2022 global settlement agreement rendered moot the Appellants' appeal in No. 01-21-00284-CV. That appeal encompassed two notices of appeal: Appellants' June 2, 2021 notice of appeal challenging the trial court's March 4, 2021 Final Judgment Order in favor of Princeton, and Appellants' September 21, 2021 notice of appeal challenging the trial court's September 8, 2021 receivership appointment order. This Court, consequently, does not possess jurisdiction to reconsider any further challenge to the trial court's March 4, 2021 Final Judgment Order or the trial court's September 8, 2021 receivership appointment order. Those orders are final.

Appellants' two February 7, 2024 briefs, however, continue to attack the trial court's September 8, 2021 receivership appointment order. The briefs also reargue aspects of the Court's April 20, 2023 Memorandum Opinion, now vacated. Appellants' arguments are untenable in light of the Supreme Court's Judgment, finding no jurisdiction for any of these contentions. In light of the Supreme Court's ruling, Receiver respectfully asks the

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³ See **Exhibit 1** (Judgment of the Supreme Court and accompanying letter from the Clerk of the Court).

Court to grant his September 10, 2023 *Motion to Dismiss for Want of Jurisdiction*. No further briefing is required.

Princeton informed the Supreme Court of a significant consequence of its settlement agreement with Appellants which it did not inform this Court. On February 2, 2024, the Supreme Court ordered Princeton to respond to the Petition for Review filed by Appellants.

Princeton did not do so. Instead, three days later, WCCG, GVS, and Princeton responded with a joint motion, asking the Supreme Court to designate the Receiver in place of Princeton as Respondent. Princeton explained this was necessary because Princeton "no longer has rights to this appeal." The parties did not cite any authority for substitution of a receiver in place of a respondent/appellee.

Princeton's admission to the Supreme Court that it "no longer has rights to this appeal" is substantially more telling than what it revealed to this Court. To this Court Princeton said nothing about the complete elimination of all its rights, therefore absence of any justiciable dispute and complete mootness. Princeton merely told this Court, "Princeton is no longer a party to the Note Purchase Agreement that is the subject of

⁴ Joint Statement of Respondent and Petitioners Regarding Court's February 2, 2024 Request for Response to Petition for Review, *Great Value Storage LLC*, et al. v. Princeton Capital Corp., No. 23-0722 (Feb. 7, 2024) (Exhibit 2).

Great Value Storage, LLC, et al., v. Princeton Capital Corp., No. 01-23-00618-CV Receiver's Second Motion to Dismiss for Want of Jurisdiction

the trial court's judgment and appeal, . . . issues related to Appellants, . . . and the Receiver, will not have any effect on Princeton or its final settlement."⁵

The Supreme Court has now thoroughly rejected Appellants' attempt that Receiver qualifies as a proxy for pseudo-standing in place of Princeton. Princeton is finished with this case. It did not file any response in the Supreme Court. It will not file any brief in this Court.

Moreover, the Supreme Court's ruling confirms decades of authority that a receiver is definitionally and necessarily not "a party" to this case, as Appellants contend in their two briefs. "By statutory definition—as well as necessity—a receiver is a non-party and disinterested in the outcome of the case." Consequently, the Supreme Court concluded there is no appellee in this case and summarily rejected the parties attempt to substitute the Receiver as respondent/appellee to avoid settlement mootness.

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⁵ Princeton's Response to Court's June 1, 2023 Order, Related Appeal No. 01-21-00284-CV (June 16, 2023), at 1-2.

⁶ See, e.g., Zarate v. Sun Operating Ltd., Inc., 40 S.W.3d 617, 622 (Tex. App.—San Antonio 2001, pet. denied) ("We find that Lino Perez, as a receiver in this case, was not a party who claimed an interest in the subject matter of this litigation."); Gutman v. De Giulio, No. 05-20-00735-CV, 2022 Tex. App. LEXIS 1357, *10 (Tex. App.—Dallas Feb. 25, 2022, no pet. h.) ("[T]he Receiver was not seeking personal relief as a party; his authority to act was derived from his appointment by the court."); Anderson & Kerr Drilling Co. v. Bruhlmeyer, 115 S.W.2d 1212, *14 (Tex. Civ. App. 1938) ("A 'receiver' is defined as an indifferent person between the parties to a cause, appointed by the court to receive and preserve the property or fund in litigation...".).

⁷ Wiley v. Sclafani, 943 S.W.2d 107, 110 (Tex. App.—Houston [1st Dist.] 1997, no writ).

Therefore, before evaluation of the list of arguments in Appellants' briefs, the Court should assess jurisdiction. "In fact, '[a] court can—and if in doubt, must—raise standing on its own at any time. And a party may challenge its opponent's standing at any stage of a proceeding.""

In light of the Supreme Court's Judgment, there is only one conclusion. The Appellants' notices of appeal in this appeal, No. 01-23-00618-CV, were taken from Hon. Judge Hall's August 2, 2023 order in the cause below, No. 2019-18855. All of the entities named in the notices of appeal are empty shell companies owned by Nate Paul, thus bound by his global settlement agreement. Some of the entities purport to have intervened *after* the global settlement agreement, which the Supreme Court has now ruled rendered the litigation moot in September 2022. None of these entities possessed jurisdiction to intervene, or to seek discovery, or to challenge the receivership order. This Court should immediately dismiss these intervention appeals for want of jurisdiction, as decreed by the Supreme Court. All that remained was to pay the Receiver, which Judge Hall has done.

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⁸ Allen v. United Servs. Auto. Ass'n, No. 01-20-00305-CV, 2020 Tex. App. LEXIS 10131, *13 (Tex. App.—Houston [1st Dist.] Dec. 22, 2020, no pet.) (Countiss, J) (citing and quoting Meyers v. JDC/Firethorne, Ltd., 548 S.W.3d 477, 484 (Tex. 2018) and Tex. Ass'n of Bus. v. Tex. Air Control Bd., 852 S.W.2d 440, 443-46 (Tex. 1993) (declaring standing is never presumed, cannot be waived, and may be raised for first time on appeal)).

Appellants are now prohibited even from challenging the receivership fees,

because they stipulated to them. Any challenge is moot. The Receiver's fee is based on

a sum of money that Appellants voluntarily chose to pay by way of settlement. "Usually,

when a judgment debtor voluntarily pays and satisfies a judgment rendered against him,

the cause becomes moot."9 "This rule is intended to prevent a party who voluntarily

pays a judgment from later changing his mind and seeking the court's aid in recovering

payment."" By paying the judgment in full via the Settlement Agreement, Appellants

are barred by the mootness doctrine from challenging Receiver's fees, which are entirely

derivative of: (1) the judgment and receivership order, now unchallengeable, and (2) the

amount of the judgment paid.

Appellants explained precisely this point to the Dallas Bankruptcy Court, seeking

approval of the Settlement Agreement, assuring that Princeton would be paid in full,

and the Receiver would be derivatively fully compensated in accordance with Judge

Hall's order:

"The receiver's fee is 25% of what's recovered. What will be recovered

is \$11.3 million.

⁹ Riner v. Briargrove Park Prop. Owners, Inc., 858 S.W.2d 370, 370 (Tex. 1993) (per curiam) (citing Highland Church of Christ v. Powell, 640 S.W.2d 235, 236 (Tex. 1982)).

¹⁰ J & J Container Mfg., Inc. v. Cintas-R. U.S., L.P., No. 01-14-00933-CV, 2015 Tex. App. LEXIS 10330, *4 (Tex. App.—Houston [1st Dist.] Oct. 6, 2015, no pet.) (quoting Riner, 858 S.W.2d at 370). "In addition, the receiver is fully empowered by Judge Hall to do the work

that it needs to do to recover its fees and has been doing that work.¹¹

Finally, nothing in Judge Hall's August 2, 2023 order compels any of the shell

company Appellants to do anything or to pay anything. The order merely authorizes

release of money already on reserve in the Bankruptcy Court, voluntarily deposited

there by Appellants, in accordance with their voluntary global settlement agreement.

Consequently, there are no justiciable interests any of the Appellants can present to this

Court which are not moot, as the Supreme Court has now confirmed.

Receiver respectfully asks the Court to dismiss this appeal for want of jurisdiction.

Respectfully submitted this 13 day of March 2024,

1sl Seth Kretzer

SETH KRETZER

SBN: 24043764

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RECEIVER

S. James W. Volberding

JAMES W. VOLBERDING

¹¹ Hon. Ms. Sarah K. Rathke, Squire Patton Boggs, Defendant Counsel, Dallas Bankruptcy, Tr. Aug. 29, 2022, at 49 (emphasis added).

Great Value Storage, LLC, et al., v. Princeton Capital Corp., No. 01-23-00618-CV Receiver's Second Motion to Dismiss for Want of Jurisdiction

Page 8 of 10

SBN: 00786313

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ATTORNEY FOR RECEIVER

|s| Dana E. Lipp

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ATTORNEY FOR RECEIVER

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of this document has been delivered this March 13, 2024 (by court electronic filing only) to all counsel of record in cause 01-23-00618-CV.

1st James W. Volberding

JAMES W. VOLBERDING

CERTIFICATE OF CONFERENCE

Appellants oppose this motion.

1st James W. Volberding

JAMES W. VOLBERDING

CERTIFICATE OF COMPLIANCE

As required by Texas Rule of Appellate Procedure 9.4, I certify that the number of words in this pleading is 1,695, measured from page one through the conclusion, according to Word. This pleading was prepared with Microsoft Word for Apple, version 16.51.

1st, James W. Volberding

JAMES W. VOLBERDING

EXHIBIT 1

Supreme Court of Texas

No. 23-0722

Great Value Storage, LLC and World Class Capital Group, LLC, *Petitioners*,

v.

 $\label{eq:condition} \begin{aligned} & \text{Princeton Capital Corporation,} \\ & & \textit{Respondent} \end{aligned}$

On Petition for Review from the Court of Appeals for the First District of Texas

JUDGMENT

THE SUPREME COURT OF TEXAS, having considered the appellate record, the parties' Joint Statement of Respondent and Petitioners Regarding Court's February 2, 2024 Request for Response to Petition for Review, the Response in Opposition to the Parties' Joint Request to Designate Receiver Kretzer as Respondent or Real Party in Interest, and the Petitioners' Amended Reply to Receiver's February 8, 2024 Response to Joint Statement of Respondent and Petitioners, concludes, pursuant to Texas Rules of Appellate Procedure 56.2 and 60.6 that the appeal is moot.

IT IS THEREFORE ORDERED that:

- 1) Without hearing oral argument or considering the merits, the Court grants the petition for review, dismisses the case as moot, and vacates the judgment and opinion of the court of appeals; and
- 2) Each party shall bear its own costs incurred in this Court.

Copies of this judgment are certified to the Court of Appeals for the First District and to the 165th District Court of Harris County, Texas, for observance.

March 8, 2024



THE SUPREME COURT OF TEXAS

Post Office Box 12248 Austin, Texas 78711

(512) 463-1312

Friday, March 8, 2024

Mr. Mark L.D. Wawro Susman Godfrey, L.L.P. 1000 Louisiana, Suite 5100 Houston, TX 77002-5096 * DELIVERED VIA E-MAIL *

Mr. Brent C. Perry Burford Perry, LLP 909 Fannin St Ste 2630 Houston, TX 77010-1003 * DELIVERED VIA E-MAIL *

RE: Case Number: 23-0722

Court of Appeals Number: 01-21-00284-CV

Trial Court Number: 2019-18855

Style: GREAT VALUE STORAGE, LLC AND WORLD CLASS CAPITAL GROUP, LLC

v.

PRINCETON CAPITAL CORPORATION

Dear Counsel:

Pursuant to Texas Rules of Appellate Procedure 56.2 and 60.6, after granting the petition for review and without hearing oral argument or considering the merits, the Court vacates the court of appeals' judgment and opinion and dismisses the case as moot and issued a judgment in the above-referenced case. Receiver's Motion for Extension of Time to File Response is dismissed as moot.

Sincerely,

Blake A. Hawthorne, Clerk

by Claudia Jenks, Chief Deputy Clerk

cc: Mr. James Wesley Volberding (DELIVERED VIA E-MAIL)

Mr. Trevor Kehrer (DELIVERED VIA E-MAIL)

Mr. Zachary R. Carlson (DELIVERED VIA E-MAIL)

Deborah M. Young (1st COA) (DELIVERED VIA E-MAIL)

Mr. Seth Kretzer (DELIVERED VIA E-MAIL)

Mr. Greg Wehrer (DELIVERED VIA E-MAIL)

District Clerk Harris County (DELIVERED VIA E-MAIL)

Ms. Abigail C. Noebels (DELIVERED VIA E-MAIL)

Ms. Amanda D. Price (DELIVERED VIA E-MAIL)

FILED
23-0722
2/7/2024 5:39 PM
tex-84270867
SUPREME COURT OF TEXAS
BLAKE A. HAWTHORNE, CLERK

EXHIBIT 1

No. 23-0722

IN THE SUPREME COURT OF TEXAS

Great Value Storage, LLC and World Class Capital Group, LLC Petitioners,

v.

PRINCETON CAPITAL CORPORATION,

Respondent.

On Petition for Review from the First Court of Appeals, Houston, Texas Case No. 01-21-00284-CV

JOINT STATEMENT OF RESPONDENT AND PETITIONERS REGARDING COURT'S FEBRUARY 2, 2024 REQUEST FOR RESPONSE TO PETITION FOR REVIEW

Respondent Princeton Capital Corporation ("Princeton") and Petitioners Great Value Storage LLC ("GVS") and World Class Capital Group, LLC ("WCCG") respectfully submit this short Joint Statement to this Court's February 2, 2024 Request for Response to the Petition for Review. Petitioners and Princeton ask the Court to designate the

Receiver, Seth Kretzer, either as Respondent or as the Real Party in Interest for purposes of responding to the Petition for Review.

JOINT STATEMENT

The underlying judgment against Petitioners arises from a series of promissory notes payable to Princeton. Effective September 15, 2022, Princeton assigned its interests in the notes and judgment to Phoenix Lending, LLC pursuant to a Settlement, Assignment and Acceptance Agreement ("SSPA") (Tab B-2 to Petition for Review) in separate bankruptcy proceedings. This agreement was approved by the federal bankruptcy court and all of Princeton's rights relating to this litigation were conveyed to Phoenix by the SSPA. Neither GVS nor WCCG were parties to the SSPA, nor was the Receiver Seth Kretzer. See Petition for Review at 24 n.7.

The Petitioners' Petition for Review addresses issues related solely to the trial court's post-judgment Order Appointing Receiver (Tab A to Petition for Review), and these issues are between GVS, WCCG, and Receiver Seth Kretzer. The Petition does not challenge Princeton's underlying judgment or the sale and assignment of Princeton's interests to its assignee, Phoenix. As a result of the SSPA and assignment,

Princeton is no longer has rights relating to this appeal. The Petition for Review lists the Receiver as an Interested Party because he is best situated to defend the validity of the receivership order and the related issues presented in the Petition for Review.

Kretzer formally designated his law firm Kretzer & Volberding, P.C. to represent him in the trial court below. The firm also filed numerous briefs and motions in this and other appellate proceedings involving Petitioners. Additionally, Seth Kretzer signed the appellees' briefs in Bran v. Spectrum MH, LLC, No. 14-22-00479-CV, 2023 WL 5487421 (Tex. App.—Houston [14th Dist.] Aug. 24, 2023, no pet.) (mem. op.), in his capacity as the receiver in that case. See Appendix A.¹ The Receiver is well-positioned and has the resources to defend the receivership order and his interests.

Princeton will not be able to substantively respond to the Petition for Review. The Receiver should be designated as Respondent, or as the Real Party in Interest, and requested to respond to the Petition for Review.

¹ Petitioners on January 4, 2024 notified the Court of the appellate court's opinion in Bran because of the similarities between the receivership order at issue in that matter and the order at issue here.

Respectfully submitted,

SUSMAN GODFREY L.L.P.

/s/Abigail C. Noebels

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Attorneys for Great Value Storage LLC and World Class Capital Group, LLC

CERTIFICATE OF SERVICE

I served this document on all counsel of record in accordance with Tex. R. App. P. 9.5(e), via the Court's electronic filing system, on February 7, 2024.

/s/ Brent C. Perry
Brent C. Perry

Automated Certificate of eService

This automated certificate of service was created by the efiling system. The filer served this document via email generated by the efiling system on the date and to the persons listed below:

Brent Perry on behalf of Brent Perry

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Filing Code Description: Letter/Notice

Filing Description: Joint Statement of Respondent and Petitioners Regarding Court's Request for Response to Petition for Review

Status as of 2/8/2024 7:41 AM CST

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Filing Code Description: Motion

Filing Description: RECEIVER'S SECOND MOTION TO DISMISS FOR

WANT OF JURISDICTION PURSUANT TO SUPREME COURT

JUDGMENT

Status as of 3/14/2024 7:39 AM CST

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