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14 IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
15 IN AND FOR THE COUNTY OF MARICOPA

16 Peter S. Davis, as Receiver of DenSco
17 Investment Corporation, an Arizona
18 corporation,

19 Plaintiff,

20 v.

21 Clark Hill PLC, a Michigan limited
22 liability company; David G. Beauchamp
23 and Jane Doe Beauchamp, husband and
24 wife,

25 Defendants.

No. CV2017-013832

**PLAINTIFF’S MOTION FOR A
SANCTION FOR LATE
DISCLOSURE OF THE
“IRREGULARITIES EMAIL”**

(Assigned to the
Honorable Daniel Martin)

(Oral Argument Requested)

26 Pursuant to Rule 26.1(f) and Rule 37(c) and (d) of the Arizona Rules of Civil
27 Procedure, Plaintiff Peter Davis, as Receiver of DenSco Investment Corporation (“the
28 Receiver”), moves the Court to impose a discovery sanction on Defendants for failure
to timely disclose relevant and unfavorable evidence.

One of the key issues of fact in the case is whether Defendants terminated their
representation of DenSco in May 2014. Defendants claim they did, upon learning that
DenSco’s principal was committing securities violations by raising monies from
investors without proper disclosures, purportedly against Defendants’ advice. Other

1 than Defendant David Beauchamp’s litigation-era testimony, however, there is no
2 evidence to support this claim.

3 Earlier this year, more than two years *after* Defendants produced other
4 documents and nearly a year *after* Beauchamp’s deposition, Defendants produced for
5 the first time a July 2016 email (the “irregularities email”) that plainly contradicts
6 their claim and seriously compromises Beauchamp’s credibility. The irregularities
7 email is attached as **Exhibit 1**. Worse, they produced it in a way that seems designed
8 to avoid notice, slipping it into a production in an intentionally obscure manner, and
9 only after the Receiver’s counsel noticed an anomaly. Their conduct is part of a
10 larger pattern since the Receiver’s appointment of trying to shield harmful
11 information from disclosure.

12 Defendants should have included the irregularities email in a much earlier
13 production. It is obviously highly relevant to the claims and defenses in this case and
14 would have been discovered in any reasonably diligent search of Beauchamp’s Clark
15 Hill email file. This conduct does not comply with Rule 26.1 and the jury should be
16 aware of it. A sanction is warranted.

17 **A. Underlying Issue of Fact: Whether Defendants Terminated Their**
18 **Representation of DenSco in May 2014**

19 Throughout this case, Defendants have claimed that they terminated their
20 representation of DenSco in May 2014 upon learning that DenSco’s principal, Denny
21 Chittick, was raising monies from investors without proper disclosures. For example,
22 in their March 2018 initial disclosure statement, Defendants claimed that in May
23 2014, Beauchamp “informed Mr. Chittick that Beauchamp and Clark Hill could not
24 and would not represent DenSco any longer.” (Defs.’ Initial Rule 26.1 Discl. Stmt.
25 dated 3/9/18, excerpts attached as **Exhibit 2**, at 15:16-17.) Beauchamp doubled down
26 on this claim in his July 2018 deposition. (Dep. of David Beauchamp on 7/19/18,
27 excerpts attached as **Exhibit 3**, at 194:13–195:7.)

1 The claim that Defendants terminated their representation of DenSco in May
2 2014 is essential for their defense. Defendants admit that, by May 2014, Beauchamp
3 knew that “Mr. Chittick may not have been providing any disclosures to anyone since
4 January 2014,” as required by law. (Ex. 2 at 15:14-15; Ex. 3 at 161:7-24, 195:1-3.)¹
5 Thus, a May 2014 termination is crucial to any argument that Beauchamp did the
6 right thing instead of continuing to assist in Chittick’s breaches of fiduciary duties to
7 DenSco. Indeed, Clark Hill’s own expert testified that Clark Hill had to withdraw
8 from the representation. (Dep. of Scott Rhodes on 5/15/19, excerpts attached as
9 **Exhibit 4**, at 185:12–187:2.)

10 The claim of a May 2014 termination has never found support in the record.
11 Beauchamp admits that there is no document in Clark Hill’s file to support this claim,
12 such as a termination letter that law firms commonly send when ending a client
13 relationship and especially when a law firm believes a client is disregarding advice.
14 (*See, e.g.*, Ex. 3 at 195:11–199:14.) And there are other documents in Clark Hill’s
15 files indicating that Beauchamp continued to represent DenSco after May 2014, such
16 as billing statements and other correspondence. (*See, e.g.*, Plaintiff’s Statement of
17 Facts in Support of Motion for Determination that Plaintiff Has Made a Prima Facie
18 Case for Punitive Damages for Aiding and Abetting Breach of Fiduciary Duty, filed
19 4/12/19, at ¶¶ 360-61.) Indeed, the first written suggestion of any termination of
20 Clark Hill’s representation of DenSco is a declaration by Beauchamp in August 2016,
21 to fend off inquiries by the Securities Division of the Arizona Corporation
22 Commission, asserting that he ended his relationship with DenSco in “late 2014 or
23 2015.” (Decl. of Def. David Beauchamp dated 8/17/16, attached as **Exhibit 5**, at ¶ 7.)

24 ¹ There is ample evidence that Beauchamp actually knew long before May
25 2014 that Chittick was not providing the required disclosures, and conclusive
26 evidence that Beauchamp knew Chittick was raising money based on an expired,
27 incorrect Private Offering Memorandum. (*See, e.g.*, Plaintiff’s Statement of Facts in
28 Support of Motion for Determination that Plaintiff Has Made a Prima Facie Case for
Punitive Damages for Aiding and Abetting Breach of Fiduciary Duty, filed 4/12/19, at
¶¶ 270-74.) The Court need not resolve that dispute here.

1 But now there is no doubt. Earlier this year, Defendants belatedly and
2 surreptitiously produced a document that confirms they did *not* terminate their
3 representation of DenSco in May 2014: the irregularities email.

4 **B. The Irregularities Email**

5 The irregularities email is a set of communications between Beauchamp, the
6 managing partner of Clark Hill’s Phoenix office (Darrell Davis), and the office’s
7 resident assistant general counsel (Mark Sifferman). These communications occurred
8 on July 30, 2016, the day Beauchamp learned of Chittick’s suicide. The email is
9 attached as **Exhibit 1**.

10 In the email, Beauchamp told Davis and Sifferman that he had just learned that
11 the sole owner of DenSco, “a client,” committed suicide, and that he had been named
12 “to clean up and shut down” DenSco’s fund. (Ex. 1.) In response, Davis asked: “***Are***
13 ***there any irregularities with his fund?***” (*Id.* (emphasis added).) Beauchamp replied:
14 “***Not that I am aware of.***” (*Id.* (emphasis added).)

15 This email is devastating to Clark Hill’s defense. Beauchamp confirmed in the
16 email that, as of July 2016, DenSco was “a client.” And he did not mention anything
17 about having terminated representation of DenSco in May 2014 due to securities
18 violations, despite Davis’ pointed question about “any irregularities.” If Beauchamp
19 did not tell Davis and Sifferman, in this email, about a termination of representation in
20 May 2014, how on earth can Clark Hill expect a jury to believe Beauchamp’s
21 termination story?

22 The irregularities email is obviously highly relevant. It not only relates to
23 Defendants’ representation of DenSco, but goes to the heart of whether Defendants
24 terminated their representation in May 2014 and whether the jury should believe
25 anything Defendants’ star witness has to say. Defendants should have produced this
26 email no later than March 2018 when they served their initial disclosure statement.
27 But as explained below, Defendants did not produce this email until ***more than a year***
28

1 *later*. And even then, Defendants produced it in a way that was apparently designed
2 to avoid notice and only after the Receiver’s counsel discovered an anomaly.

3 **C. Defendants Produce the Irregularities Email After Years of Slow-**
4 **Walking Incomplete Productions.**

5 **1. Defendants slow-walk DenSco’s file to the Receiver, initially**
6 **only providing items they thought would “protect against a**
7 **securities claim.”**

7 The Receiver was appointed to take over for DenSco on August 18, 2016.
8 With the appointment, the Receiver became the client representative for DenSco.
9 Accordingly, on August 29, 2016, the Receiver’s counsel asked Defendants to turn
10 over their “entire file” concerning their representation of DenSco. (Letter from Pl.’s
11 Counsel Ryan Anderson to Def. David Beauchamp dated 8/29/16, attached as
12 **Exhibit 6**, at page 1.) On September 16, 2016, the Receiver’s counsel repeated this
13 request. (Letter from Pl.’s Counsel Ryan Anderson to Def. David Beauchamp dated
14 9/16/16, attached as **Exhibit 7**, at page 1.)

15 In response, Defendants, through Sifferman, produced files to the Receiver on
16 October 13, 2016. (Letter from Clark Hill Atty. Mark Sifferman to Pl.’s Counsel
17 Ryan Anderson dated 10/13/16, attached as **Exhibit 8**.) This production included
18 emails that had been printed. In the letter accompanying the production, Sifferman
19 averred: “We believe that these are all of this firm’s files regarding DenSco’s legal
20 work.” (*Id.* at page 1.) But *this production did not include the irregularities email*,
21 even though Sifferman himself had received the irregularities email only three months
22 earlier.

23 After reviewing this production, the Receiver’s counsel discovered that
24 documents were missing. Indeed, the Receiver’s counsel discovered that, in creating
25 the production, Sifferman had *not* instructed Beauchamp to gather Defendants’
26 “entire file” concerning DenSco, but instead had instructed Beauchamp to gather “the
27 portions of the file that [he] need[s] to protect against a securities claim.” (Email
28 from Def. David Beauchamp to Kevin Merritt dated 9/23/16, attached as **Exhibit 9**.)

1 Accordingly, on June 22, 2017, the Receiver’s counsel informed Defendants that
2 “there are additional documents that should have been produced to the Receiver that
3 were not included in Clark Hill’s October 2016 production,” such as “electronic
4 files,” and asked Defendants to “supplement” their production in light of the
5 Receiver’s request for “all documents, paper and electronic, evidencing or reflecting
6 Clark Hill’s representation of DenSco.” (Letter from Pl.’s Counsel Geoffrey Sturr to
7 Defs.’ Counsel John DeWulf dated 6/22/17, excerpt attached as **Exhibit 10**, at
8 page 1.)

9 In response, Defendants produced various additional documents, including
10 emails, in 2017 and 2018. In addition, the Receiver filed the present lawsuit on
11 October 16, 2017, triggering Defendants’ disclosure obligations under Rule 26.1 of
12 the Arizona Rules of Civil Procedure. But *none of Defendants’ productions in 2017*
13 *or 2018 included the irregularities email.*

14 Based on Defendants’ productions, the Receiver’s counsel deposed several
15 Clark Hill witnesses in 2018, including Beauchamp and Sifferman. But the
16 Receiver’s counsel did not learn of the irregularities email until much later. Indeed, it
17 was only a fortuity that the Receiver’s counsel discovered it at all.

18 **2. The Receiver’s counsel notices an anomaly, leading—**
19 **finally—to the production of the irregularities email.**

20 In April 2019, the Receiver’s counsel was preparing to depose Defendants’
21 expert Scott Rhodes and noticed an anomaly: The list of documents that Defendants
22 had given Mr. Rhodes included some that did not readily match the documents that
23 Defendants had produced to the Receiver. For example, Defendants’ list of
24 documents given to Mr. Rhodes included a July 30, 2016 email labeled
25 “DOCID_00004406.” (Defs.’ Disclosure of Scott Rhodes dated 4/5/19, excerpts
26 attached as **Exhibit 11**, at Documents Reviewed page 7.) But Defendants’ list of
27 documents produced to the Receiver included nothing with that label. (Defs.’ Sixth
28 Suppl. Rule 26.1 Discl. Stmt. dated 3/13/19, excerpts attached as **Exhibit 12**, at

1 50:15–53:10.) Accordingly, on April 25, 2019, the Receiver’s counsel asked
2 Defendants to resend these anomalous documents, under the charitable assumption
3 that the documents had already been produced “under another bates number.” (Email
4 from Pl.’s Counsel Colin Campbell to Defs.’ Counsel John DeWulf & Marvin DeRuth
5 dated 4/25/19, attached as **Exhibit 13**.)

6 In response, on April 26, 2019, Defendants sent these anomalous documents to
7 the Receiver’s counsel. (Letter from Defs.’ Paralegal Timothy Pompa to Pl.’s
8 Paralegal Michelle Burns dated 4/26/19, attached as **Exhibit 14**.) Most of these
9 documents had, indeed, already been produced to the Receiver under another Bates
10 number. But a few had not—*including the irregularities email*. Defendants brushed
11 this fact under the rug, however. When Defendants sent these documents on April 26,
12 2019, they simply said that it was “not clear” whether certain documents had
13 previously been produced. (*Id.* at page 2.)

14 At that time, Defendants also assigned a new Bates number to the irregularities
15 email: CH_0018101. (*Id.*) But Defendants did not list that Bates number in any
16 disclosure statement until months later—on September 13, 2019, the agreed-upon
17 deadline for *final* supplemental disclosure statements. (Defs.’ Eighth Suppl. Rule
18 26.1 Discl. Stmt. dated 9/13/19, excerpts attached as **Exhibit 15**, at 70:7.) The
19 Receiver’s counsel did not discover the irregularities email until September 2019 in
20 the course of preparing his own supplemental disclosure statement to meet the
21 deadline for “final” supplemental disclosure statements.

22 **D. Serious Sanctions are Warranted, But Only a Moderate Sanction is**
23 **Requested.**

24 Rule 26.1 requires the disclosure of all relevant evidence, good or bad. For
25 reasons that have not been explained, Defendants failed to produce the irregularities
26 email to their client representative, the Receiver, for *several years* after the Receiver
27 requested it and *several years* after this lawsuit was filed. It was only discovered by
28 the Receiver fortuitously, by comparing documents given to an expert with what had

1 been produced to the Receiver. And when it finally was produced, it was slipped in
2 with other documents and without a statement as to its significance.

3 The circumstances strongly indicate that someone on the defense side, when
4 printing and producing Clark Hill documents, both before and after filing of the
5 Complaint, reached in and took out the irregularities email. The only “fingerprints”
6 on the email would be Defendants’.

7 In Arizona, the adversary system requires parties to adhere to rigorous
8 standards of disclosure and conduct. The failure to comply with discovery obligations
9 undermines the truth-seeking function of the Court. Accordingly, Arizona courts may
10 impose sanctions for late disclosures, especially when the late-disclosed information
11 is unfavorable to the disclosing party.

12 Rule 37(d) allows the court to impose “serious sanctions” for failure to timely
13 disclose unfavorable information, up to and including default judgment or dismissal.
14 Ariz. R. Civ. P. 37(d); *see, e.g., Rivers v. Solley*, 217 Ariz. 528, 529 (App. 2008)
15 (affirming trial court’s dismissal of lawsuit for failure to timely disclose unfavorable
16 information). Rule 37(c), which governs failures to timely disclose evidence or
17 providing inaccurate or incomplete disclosures, also allows the court to impose
18 sanctions, including informing the jury of the late disclosure and ordering payment of
19 the opposing party’s expenses. Ariz. R. Civ. P. 37(c)(1), (c)(3).

20 The facts here are stark. There does not appear to be any plausible explanation
21 for the extremely late disclosure of the irregularities email. How it disappeared from
22 the earlier production of the email files is inexplicable. It is clear that the disclosure
23 was untimely. *See, e.g., Ariz. R. Civ. P. 26.1(f)* (governing time for initial and
24 supplemental disclosures). Moreover, it is clear that the irregularities email is
25 unfavorable to Defendants, since it contradicts one of their key factual claims and
26 severely impeaches the credibility of their key witness. Thus, “serious sanctions” are
27 warranted. Ariz. R. Civ. P. 37(d).

28

1 This document was electronically filed
2 and copy delivered*/e-served via the
3 AZTurboCourt eFiling system
4 this 10th day of December, 2019, on:

4 Honorable Daniel Martin*
5 Maricopa County Superior Court
6 101 West Jefferson, ECB-412
7 Phoenix, Arizona 85003

7 John E. DeWulf
8 Marvin C. Ruth
9 Vidula U. Patki
10 COPPERSMITH BROCKELMAN PLC
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16 *Attorneys for Defendants*

14
15 /s/Karen McClain
16 8326930

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27
28

EXHIBIT 1

Message

From: Beauchamp, David G. [DBeauchamp@ClarkHill.com]
Sent: 7/30/2016 3:10:03 PM
To: Davis, Darrell E. [ddavis@clarkhill.com]
CC: Sifferman, Mark S. [msifferman@clarkhill.com]
Subject: Re: Very bad personal News

Not that I am aware of.

Sent from my iPhone. Please excuse any typos.

> On Jul 30, 2016, at 3:08 PM, Davis, Darrell E. <DDavis@ClarkHill.com> wrote:

>
> I'm so sorry to hear that David. Truly tragic. Are there any irregularities with his fund?

>
>
>

>> On Jul 30, 2016, at 3:03 PM, Beauchamp, David G. <DBeauchamp@ClarkHill.com> wrote:

>>
>> Darrell and Mark:

>>
>> Sorry to bother both of you on the weekend.

>>
>> I just got a call that the sole owner of a client (DenSco Investment Corporation), good friend and sole Manager of a real estate investment fund (\$25 million +) committed suicide on Thursday night. I am one of two people named to clean up and shut down the fund.

>>
>> I do not know what to think and I do not understand why or what brought him to that. As of now, I am to wait for a package with instructions that Denny sent to me just before he committed suicide. Initially the thought is that his actions were based on personal issues and not business related.

>>
>> However, I just thought his investors (very high profile and possibly some of Darrell's clients) will need to know and they are likely to start calling when the word gets out.

>>
>> Is there something I should do to set up internal procedures at the firm?

>>
>> Thanks, David

>>
>> Sent from my iPhone. Please excuse any typos.

EXHIBIT 2

RECEIVED
OSBORN MALEDON P.A.
MAR 12 2010

1 John E. DeWulf (006850)
Marvin C. Ruth (024220)
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8
9 **SUPERIOR COURT OF ARIZONA**
10 **COUNTY OF MARICOPA**

11 Peter S. Davis, as Receiver of DenSco
Investment Corporation, an Arizona
12 corporation,

13 Plaintiff,

14 v.

15 Clark Hill PLC, a Michigan limited liability
company; David G. Beauchamp and Jane
16 Doe Beauchamp, husband and wife,

17 Defendants.

No. CV2017-013832

**DEFENDANTS' INITIAL RULE 26.1
DISCLOSURE STATEMENT**

18 Defendants Clark Hill PLC, David G. Beauchamp and Jane Doe Beauchamp
19 (collectively, "Defendants") provide this initial disclosure statement according to Arizona
20 Rule of Civil Procedure 26.1. Defendants reserve the right to amend or supplement this
21 disclosure statement as discovery progresses.

22 This case is in its infancy and thus the content of this disclosure statement is
23 preliminary and subject to supplementation, amendment, explanation, change and
24 amplification. Because the parties have just commenced discovery, there may be
25 information, documents, and materials related to the various allegations and defenses set forth
26 in the pleadings of which Defendants are presently unaware. Defendants note that they do

1 to be accompanied with a cover letter or other communication highlighting the major
2 material changes, including the double lien issue and resulting workout agreement, to ensure
3 that investors were fully informed. Mr. Chittick, however, refused to provide the necessary
4 information to complete the POM and refused to approve the description of the workout or
5 the double lien issue, despite his prior acknowledgement that he would need to make full
6 disclosure to all of his investors about DenSco (as he had been doing through POMs and
7 newsletters since 2003).

8 In May 2014, Mr. Beauchamp handed Mr. Chittick a physical copy of the draft POM
9 and asked him what Mr. Chittick's specific issues were with the disclosure. Mr. Chittick
10 responded that there was nothing wrong with the disclosure, he was simply not ready to make
11 any kind of disclosures to his investors at this stage. Mr. Beauchamp again explained that
12 Mr. Chittick had no choice in the matter and that he had a fiduciary duty to his investors to
13 make these disclosures. Mr. Chittick would not budge. Faced with an intransigent client
14 who was now acting contrary to the advice Mr. Beauchamp was providing, and with concerns
15 that Mr. Chittick may not have been providing any disclosures to anyone since January 2014,
16 Mr. Beauchamp informed Mr. Chittick that Beauchamp and Clark Hill could not and would
17 not represent DenSco any longer. Mr. Beauchamp also told Chittick that he would need to
18 retain new securities counsel, not only to provide the proper disclosure to DenSco's
19 investors, but to protect DenSco's rights under the forbearance agreement. Mr. Chittick
20 suggested that he had already started that process and was speaking with someone else.

21 Thereafter, Mr. Beauchamp and Clark Hill ceased providing DenSco with securities
22 advice. Mr. Chittick accepted that, but asked that Mr. Beauchamp clean up some small issues
23 with the forbearance agreement before ending the relationship entirely. Other than
24 addressing those small forbearance agreement issues in June and July, Clark Hill stopped
25 working with DenSco or Mr. Chittick in any capacity until 2016, when Mr. Chittick
26 requested that Mr. Beauchamp assist with a very limited issue involving an audit by the

- 1 9. All pleadings, filings, minute entries, orders and judgments.
2 10. All deposition or hearing transcripts in the above captioned litigation.
3 11. All transcripts from any Section 341 creditor meetings, Rule 2004 examinations,
4 depositions, or hearings in Yomtov Menaged's bankruptcy pending in the United
5 States Bankruptcy Court for the District of Arizona at 2:16-bk-04268.

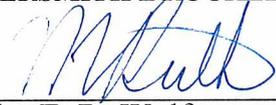
6 Defendants reserves the right to supplement the list of documents that may be relevant
7 as information becomes available.

8 **X. INSURANCE AGREEMENTS.**

9 Not applicable.

10
11 DATED this 9th day of March, 2018.
12

13 **COPPERSMITH BROCKELMAN PLC**

14
15 By: 

16 John E. DeWulf
17 Marvin C. Ruth
18 Vidula U. Patki
19 2800 North Central Avenue, Suite 1900
20 Phoenix, Arizona 85004
21 Attorneys for Defendants

22 **ORIGINAL** mailed and emailed this
23 9th day of March, 2018 to:

24 Colin F. Campbell, Esq.
25 Geoffrey M. T. Sturr, Esq.
26 Joshua M. Whitaker, Esq.
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Attorneys for Plaintiff



EXHIBIT 3

IN THE SUPERIOR COURT OF THE STATE OF ARIZONA

IN AND FOR THE COUNTY OF MARICOPA

Peter S. Davis, as Receiver of)
DenSco Investment Corporation,)
an Arizona corporation,)

Plaintiff,)

vs.)

NO. CV2017-013832

Clark Hill PLC, a Michigan)
limited liability company;)
David G. Beauchamp and Jane Doe)
Beauchamp, Husband and wife,)

Defendants.)

-----)

VIDEOTAPED DEPOSITION OF DAVID GEORGE BEAUCHAMP

VOLUME I
(Pages 1 through 233)

Phoenix, Arizona
July 19, 2018
9:03 a.m.

REPORTED BY:
KELLY SUE OGLESBY, RPR
Arizona CR No. 50178
Registered Reporting Firm R1012

PREPARED FOR:

1 Q. You understand he continued to raise new money
2 and took rollover money from your meeting on
3 January 9th until he died.

4 MR. DeWULF: Object to form.

5 Q. (BY MR. CAMPBELL) True?

6 A. I don't remember the specific time period.

7 Q. Was there any point in time, sir, where you
8 learned that Mr. Chittick was continuing to raise money?

9 A. As I indicated earlier, the end of April,
10 beginning of May of 2014, he acknowledged he was doing it
11 beyond his line of credit and beyond his personal loans
12 that he had.

13 Q. So you learned at the end of April or early May?

14 A. Correct.

15 Q. All right. And once you learned that, you knew
16 he was committing a securities violation?

17 MR. DeWULF: Object to form.

18 THE WITNESS: I -- at that point in time, I
19 believed he had committed a securities violation, and it
20 was paramount that we get the disclosure statement out in
21 writing to all of the investors as quickly as possible.
22 His representations that he had advised everybody and told
23 them to the contrary, we needed something much more formal
24 than that.

25 Q. (BY MR. CAMPBELL) This is late April, early

1 firm of Legal Video Specialists, Phoenix, Arizona. This
2 begins media six of the videotaped deposition of David G.
3 Beauchamp. The time is 3:31 p.m. We are now back on the
4 record.

5 Q. (BY MR. CAMPBELL) All right. Mr. Beauchamp,
6 when we broke we were on the 26.1 disclosure statement,
7 page 5. And you will see from line 12 to line 23, you
8 describe your termination of representation of DenSco,
9 correct?

10 wait a minute. That might be the wrong part.
11 That's 2013.

12 MR. DeWULF: I'm lost here.

13 Q. (BY MR. CAMPBELL) Turn to page 15, I'm sorry,
14 line 8.

15 So you state under oath that, "In May 2014,
16 Mr. Beauchamp handed Mr. Chittick a physical copy of the
17 draft POM and asked him what Mr. Chittick's specific
18 issues were with the disclosure. Mr. Chittick responded
19 there was nothing wrong with the disclosure, he was simply
20 not ready to make any kind of disclosures to his investors
21 at this stage. Mr. Beauchamp again explained that
22 Mr. Chittick had no choice in the matter and that he had a
23 fiduciary duty to his investors to make these disclosures.
24 Mr. Chittick would not budge. Faced with an intransigent
25 client who was now acting contrary to the advice

1 Mr. Beauchamp was providing, and with concerns that
2 Mr. Chittick may not have been providing any disclosures
3 to anyone since January 2014, Mr. Beauchamp informed
4 Mr. Chittick that Beauchamp and Clark Hill could not and
5 would not represent DenSco any longer."

6 That's your best memory of what happened?

7 A. Yes.

8 Q. When in May 2014 did you have this conversation?

9 A. Approximately May 20th. May 18th, May 20th,
10 somewhere in there, give or take a few days.

11 Q. Okay. Turn to Exhibit No. 11.

12 So Exhibit No. 11 is -- it's your invoice.

13 Well, there is a cover letter for legal services through
14 the end of May, and it's dated June 25th, 2014, correct?

15 A. Correct.

16 Q. You bill all your time. True?

17 MR. DeWULF: Object to form.

18 THE WITNESS: I review it, and if there is a
19 question as to value or whatever, I make adjustments as is
20 required under the ethical rules, so...

21 Q. (BY MR. CAMPBELL) I notice on the cover letter
22 for June 25th, there is no statement in here "we have
23 terminated our representation."

24 A. No. There should have been, but there isn't.

25 And I believe I did that simply because Daniel Schenck was

1 still trying to clean up issues on the foreclosure
2 agreement, although I was no longer involved, at Denny's
3 and my mutual agreement.

4 Q. Before you -- before you terminated with
5 Mr. Chittick, as I understand it, you had a conversation
6 with the general counsel of Clark Hill?

7 A. Correct.

8 Q. When you terminated Mr. Chittick, did you write
9 a letter saying: Dear Mr. Chittick, we represent DenSco.
10 Here is the advice we gave you. You are not following our
11 advice. We think you are committing securities fraud. We
12 can't be parties to that. We urge you to come into
13 compliance with the law, but we cannot represent you
14 because we can't be part of securities fraud.

15 Did you write a letter like that?

16 A. No, I did not.

17 MR. DeWULF: Object to form.

18 Q. (BY MR. CAMPBELL) why would you have not
19 written a letter, after talking to general counsel,
20 putting in writing that you were terminating Mr. Chittick
21 and why you were terminating Mr. Chittick?

22 MR. DeWULF: Object to form.

23 THE WITNESS: Denny had indicated he was already
24 in consultation with other securities counsel. He would
25 not give me a name. And I said, "well, we will get the

1 files cleaned up and transfer them since you are going to
2 have other counsel to handle your securities work going
3 forward." And I -- I did not write and send a letter.

4 Q. (BY MR. CAMPBELL) All right. Well, you only
5 did not write and send a letter; you didn't even do a
6 handwritten note in the file that you terminated. True?

7 A. Well, Daniel Schenck and I were the only ones
8 doing work at the time, and we had discussed it and he
9 understood that he was simply doing work on the, you know,
10 cleanup of the forbearance, because we were done with this
11 client.

12 Q. I wasn't asking you about Mr. Schenck.
13 You didn't create any written document
14 whatsoever, a note to the file, a handwritten typed to
15 your calendar page, there was not a single piece of
16 writing in May of 2014 that I can look to that says: Oh,
17 here is David saying he is terminating his representation.

18 A. I was coordinating the steps with Mark
19 Sifferman, and -- and Denny had said: Don't bother, don't
20 send me a letter. I'm looking for other counsel. So I
21 didn't do it. I didn't do it.

22 Q. There is nothing in the file, in your file,
23 Mr. Beauchamp, in May of 2019 (sic) that you talked to
24 Mr. Sifferman or had any conversation with anyone in the
25 firm about termination.

1 A. I believe at that time in conversations with
2 Mr. Sifferman, I was advised to --

3 MR. DeWULF: Don't talk about privileged
4 communications, but you can talk about an event, if you
5 wish to. Be careful about what you say.

6 Q. (BY MR. CAMPBELL) If you have a concern whether
7 you are going to violate a privilege, I will let you step
8 outside and talk to your counsel so you don't.

9 THE WITNESS: I should do that.

10 MR. DeWULF: I trust --

11 THE WITNESS: Okay. No.

12 MR. DeWULF: I trust your judgment on this. I
13 just want to make sure you are thinking about it.

14 THE WITNESS: Yeah.

15 MR. CAMPBELL: And I want to be protective.

16 MR. DeWULF: No, I get it and I appreciate it.

17 Thank you for the gesture. I want to --

18 Are you comfortable, David, going forward?

19 Let's take a minute.

20 THE WITNESS: No. Give me -- give me a minute.

21 VIDEOGRAPHER: The time is 3:39 p.m. We are
22 going off the record, ending media six.

23 (A recess was taken from 3:39 p.m. to 3:42 p.m.)

24 (The requested portion of the record was read.)

25 VIDEOGRAPHER: My name is Mary Onuschak with the

1 firm of Legal Video Specialists, Phoenix, Arizona. This
2 begins media six of the videotaped deposition of David
3 Beauchamp. The time is 3:42 p.m. We are now back on the
4 record.

5 THE WITNESS: Thank you. Thank you for
6 rereading the question, but just to clarify, I think you
7 said May 2019. We are referencing 2014.

8 Q. (BY MR. CAMPBELL) Correct.

9 A. Just -- okay.

10 No, I don't believe there is anything in the
11 file. The billing records show work ceased. I talked
12 with Denny Chittick. He acknowledged it. He said he was
13 talking with other counsel, and I advised the appropriate
14 people within my firm that that was the conclusion.

15 Q. Who was the appropriate people within the firm
16 you advised?

17 MR. DeWULF: I think you can say.

18 THE WITNESS: Mark Sifferman.

19 Q. (BY MR. CAMPBELL) Was he the only one?

20 A. I'm sorry?

21 Q. Was he the only one?

22 A. I think I also advised the head of the corporate
23 group, but I don't remember for sure, because he had been
24 involved with various questions during it as well.

25 Q. What was his name?

ERRATA SHEET FOR THE TRANSCRIPT OF:

Witness: DAVID GEORGE BEAUCHAMP

Case Name: DAVIS VS. CLARK HILL, PLC

Case No: CV2017-013832

RECEIVED AUG 31 2018

Deposition Date: 7/19/18 and 7/20/18

Due Date: August 31, 2018

Page #	Line #	Corrections	Reasons Therefore
54	18-23	Add/Revise the following italicized and underlined language: "In addition, we prepared the language <u><i>in the POM describing the</i></u> Forbearance Agreement, <u><i>and the reasons for it</i></u> , which was..."	Clarify answer
56	5	The word "sub" should be the word "substantive"	Clarify answer
56	23	The word "why" should be the word "while"	Clarify word choice/transcription error
59	10	Add/Revise the following italicized and underlined language: "I was told <u><i>it happened</i></u> four or five times..."	Clarify answer
59	21	Add/Revise the following italicized and underlined language: "confirm that he was <u><i>following the given advice</i></u> , which..."	Clarify answer
59	23	Add/Revise the following italicized and underlined language: "proceeded <u><i>to</i></u> the priority <u><i>which</i></u> was the..."	Clarify answer
65	22-23	Add/Revise the following italicized and underlined language: "unless something has been disclosed that <u><i>refreshes my memory</i></u> ."	Clarify answer
81	21	Add/Revise the following italicized and underlined language: ""worked <u><i>with</i></u> , heavy-hitter..."	Clarify answer
83	18	The word "it" should be "I"	Clarify word choice
90	9	Add/Revise the following italicized and underlined language: "Yeah, I was <u><i>aware of allegations raised that could lead to a securities action, but not that I had opened up the firm to a securities action</i></u> ."	Clarify answer/misunderstood confusing question
91	4-7	Add/Revise the following quotation marks to clarify deponent is quoting a document: "And the statement was "I talked to Dave...I was the one paying the trustee.""	Clarify transcript to make clear deponent is quoting an exhibit.
91	8	The word "equation" should be the word "quotation"	Clarify word choice/transcription error

98	1	Add/Revise the following italicized and underlined language: "I think immediately after Denny's suicide, but I don't remember specifically, <u>I notified Mr. Sifferman about the suicide but not because I thought the firm might be sued for securities violations.</u> "	Clarify and complete answer
98	6	Revise to read "notifying the risk <u>manager</u> " not "risk factor"	Misspoke/Clarify word choice
103	10	Add/Revise the following italicized and underlined language: "True, <u>there may be a difference between representing Mr. Chittick as the president and owner of DenSco and representing him individually.</u> "	Clarify and complete answer/misunderstood confusing question
111	4	Add/Revise the following italicized and underlined language: "True, <u>I was aware of potential conflicts of interest.</u> "	Clarify answer/Make answer more precise
111	9	The word "deal" should be the word "do"	Clarify word choice/misspoke
121	19	Add/Revise the following italicized and underlined language: "No, I did not, <u>except in Mr. Chittick's capacity as president and director of DenSCO.</u> "	Clarify answer/Make answer more precise
122	4	Add/Revise the following italicized and underlined language: "That is correct, <u>except in Mr. Chittick's capacity as president and director of DenSCO.</u> "	Clarify answer/Make answer more precise
137	17	Add/Revise the following italicized and underlined language: "is an ethical problem. <u>However you define the term rogue, I did not form a belief at the time that Mr. Chittick had gone rogue. He was not, however, following our advice, so we terminated the relationship.</u> "	Clarify answer in response to confusing question with partial hypothetical and that assumed incorrect facts
140	9-10	Add/Revise the following italicized and underlined language: "I was his counsel, <u>in his capacity as president and director of DenSCO, in connection with my being.</u> "	Clarify answer/Make answer more precise
142	11-12	Add/Revise the following italicized and underlined language: " <u>No.</u> I understand that the wording <u>could</u> have been <u>clearer</u> than what I put there."	Clarify and correct answer after review of document
143	11	Add/Revise the following italicized and underlined language: " <u>No.</u> <u>At most,</u> I admit it <u>could have been clearer,</u> which was not intentional."	Clarify and correct answer after review of document
160	3	Add/Revise the following italicized and underlined language: "but you can't take any <u>investor money...</u> "	Clarify answer
161	18-19	Add/Revise the following italicized and underlined language: "I believed he had committed a securities violations, <u>if he had not made the proper disclosures,</u> and it was paramount..."	Clarify answer/make answer more precise

162	6	Add/Revise the following italicized and underlined language: "it's a securities violation <u>if the proper disclosures were not made.</u> "	Clarify answer in response to confusing compound question/make answer more precise
162	22	Add the italicized and underlined comma: "that he had advised everybody and told them, to the contrary..."	Correct syntax/clarify answer
186	9	Change "concerned" to "covered"	Clarify answer/misspoke
187	19	Add/Revise the following italicized and underlined language: "Yes, <u>on January 9, 2018 and on many occasions thereafter.</u> "	Clarify answer/make answer more complete/confusing question
192	6	Change "we" to "he"	Clarify answer/misspoke
192	5-6	Add/Revise the following italicized and underlined language: "that is generally how he referred <u>to payments from borrowers on loans, but...</u> "	Correct and clarify answer
209	13	Change "could up" to "came up"	Misspoke
220	25	Change "appeal" to "POM"	Transcription error
240	25	Add/Revise the following italicized and underlined language: "No, <u>I never talked to Mr. Goulder with respect to that letter.</u> Mr. Chittick..."	Clarify answer to question phrased in the negative
292	23-24	Add/Revise the following italicized and underlined language: "There was less in it than I remembered <u>when it came from Bryan Cave.</u> "	Clarify answer/misspoke
340	19-20	Add/Revise the following italicized and underlined language: "I said this has to be disclosed to your investors, <u>before taking any new money or any rollover money, and you have to make full disclosure after you get the necessary information.</u> "	Clarify and complete answer/misunderstood confusing question and hypothetical on which question
341	16	Add/Revise the following italicized and underlined language: "and we <u>will</u> need to get something out to the investors <u>once we have the necessary information, in the meantime, you cannot raise money from people without disclosing to them what you know.</u> "	Clarify and complete answer/misunderstood confusing question
342	8	Add/Revise the following italicized and underlined language: "I did not know that <u>until later.</u> "	Clarify and complete answer/make answer more precise
343	2	Add/Revise the following italicized and underlined language: "Yes, I <u>initially</u> did believe he had."	Clarify and complete answer/make answer more precise
343	6	Add/Revise the following italicized and underlined language: "I asked him <u>whether he was making disclosures to those people from whom he was trying to raise money.</u> "	Clarify and complete answer/misunderstood question

343	20-21	Add/Revise the following italicized and underlined language: "I would have taken some preliminary steps <u>if I had actual knowledge that Mr. Chittick had not made disclosures to people from whom he was trying to raise money, or if he was not using good faith efforts to get the necessary information to provide accurate disclosure to all investors.</u> "	Clarify and complete answer/misunderstood question
344	8	Add/Revise the following italicized and underlined language: "disclosed it to everyone. <u>I learned later that was not true.</u> "	Clarify and complete answer/make answer more precise
369	10	The word "telecompany" should be "title company"	Transcription error
373	19	The word "telecompany" should be "title company"	Transcription error
377	20	The words "loan work" should be "loan workout"	Clarify answer/misspoke
413	19	Add/Revise the following italicized and underlined language: "As far as I knew, he was providing a version of that to his investors. <u>I learned later that was not true.</u> "	Clarify and complete answer/make answer more precise
448	14	The word "follow" should be "file"	Clarify answer/transcription error

David G. Beauchamp

David G. Beauchamp

August 31, 2018

Date

DAVID GEORGE BEAUCHAMP, VOLUME I, 7/19/2018

1 I would hope to God he would be completely honest, like he
2 had been in other instances previously.

3 Q. (BY MR. CAMPBELL) Did you ever stop to think
4 that the work you were doing would prevent an audit of his
5 books?

6 MR. DeWULF: Object to form.

7 THE WITNESS: In my past experience with the
8 Arizona Department of Financial Institutions, they audit
9 the loans closed, not the company.

10 MR. CAMPBELL: Why don't we break for the day
11 and we will start tomorrow at 9:00.

12 MR. DeWULF: Okay.

13 VIDEOGRAPHER: The time is 4:32 p.m. We are
14 ending for the day with media seven.

15 (Deposition Exhibit Nos. 103 through 432 were
16 marked for identification.)

17 (4:32 p.m.)

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David G. Beauchamp

DAVID GEORGE BEAUCHAMP

RECEIVED AUG 31 2018

EXHIBIT 4

SCOTT RHODES, 5/15/2019

1 there can be a separation between that one individual, and
2 someone else can step in and take over the company.

3 And so that's -- I don't want to foreclose that
4 as being a possibility. And unless Beauchamp had had the
5 knowledge necessary, under your hypothetical, if he had
6 then had that discussion with Chittick, there is some
7 possibility, maybe a slim one, but some possibility
8 Chittick would have resigned, someone else would have
9 stepped in to take control of the company, and then
10 perhaps Clark Hill could have stayed on as company
11 counsel.

12 Q. Let's go back to May of 2014.

13 A. Okay.

14 Q. Okay?

15 You agree he had a mandatory duty to withdraw in
16 May of 2014?

17 A. Because at that time --

18 MR. DeWULF: Object to form.

19 THE WITNESS: I do, and that's because at that
20 point Chittick had been advised. Mr. Beauchamp had done
21 everything he was supposed to do. He had counseled him,
22 he had stayed with him, he had worked with us, and then it
23 gets to the point where it is now time to disclose. And
24 it's at that point that he learns that Chittick has lied
25 to him, that there were other loans, that there were --

SCOTT RHODES, 5/15/2019

1 there was a failure to disclose after he had been told you
2 should not be raising new money, that Beauchamp had not
3 been aware of those facts, and that Chittick is saying,
4 "No, I'm not going to disclose any of these facts."

5 well, at that point there is no -- there are no
6 options. You have to -- you have to withdraw.

7 Q. Let me give you a hypothetical.

8 First of all, you understand there is an issue
9 of fact between plaintiffs and Clark Hill about whether
10 they terminated or not?

11 A. I have understood that, yes.

12 Q. Assume hypothetically that Mr. Beauchamp did not
13 terminate the representation; that he put his pencil down
14 and said I'll give you a year to fix this problem.

15 Would that meet the standard of care?

16 MR. DeWULF: Object to form.

17 THE WITNESS: You are asking me then in very
18 simple terms, so I'm going to answer it in simple terms.
19 In other words, I'm assuming there are no other facts,
20 that there was not a discussion between Beauchamp and
21 Chittick. So, in other words, you are asking me to assume
22 things that are inconsistent with what I have seen, but I
23 will answer it as such.

24 Under these facts with what he knew in May of
25 2014, as I have testified, I think he had a duty to

SCOTT RHODES, 5/15/2019

1 withdraw. So if he did not withdraw, then, no, he didn't
2 meet -- he did not meet his duties.

3 Q. When you terminate your representation because
4 your client is committing an ongoing crime or fraud, is it
5 your opinion you can -- that Mr. Beauchamp could continue
6 to work on the Forbearance Agreement that was going to be
7 disclosed in the Private Offering Memorandum?

8 A. Well, first of all, you started that as sort of
9 a general question, if you, and then you went specifically
10 into him.

11 So generally speaking, when a lawyer withdraws,
12 whether it's mandatory or not, a lawyer needs to, has to
13 do what's necessary to avoid prejudice. That's called
14 just cleanup work basically. So, yes, it's not unusual
15 for an attorney-client relationship to end, but with some
16 work to be done after the -- after that.

17 Q. Okay. So your opinion is that Mr. Beauchamp,
18 under the standard of care for securities lawyers, could
19 continue working on the Forbearance Agreement after he
20 terminated the representation for fraud?

21 A. Now --

22 MR. DeWULF: Object to form.

23 THE WITNESS: -- again, my standard of care is
24 with respect to lawyers in general under the ethical and
25 professional obligations. I'm not a securities expert.

SCOTT RHODES, 5/15/2019

1 Q. -- by asserting a privilege?

2 A. Well, first of all, I understand it was
3 Gammage & Burnham that did that on behalf of the estate.

4 Q. Mr. Beauchamp filed an affidavit, did he not?

5 A. True, but he was not counsel for DenSco at the
6 time, was he?

7 Q. Why do you say that?

8 A. I don't know. I don't remember. It's a
9 question.

10 Q. He was.

11 A. I don't know if it was or -- it was in DenSco's
12 best interests or not. It was just a question for
13 litigation.

14 MR. CAMPBELL: All right. Read and sign?

15 MR. DeWULF: Yes.

16 VIDEOGRAPHER: This concludes the videotaped
17 deposition of J. Scott Rhodes, consisting of one media
18 unit. We are going off the record at 3:01 p.m.

19 (3:01 p.m.)

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SCOTT RHODES

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SCOTT RHODES, 5/15/2019

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BE IT KNOWN that the foregoing proceeding was taken before me; that the witness before testifying was duly sworn by me to testify to the whole truth; that the questions propounded to the witness and the answers of the witness thereto were taken down by me in shorthand and thereafter reduced to typewriting under my direction; that the foregoing is a true and correct transcript of all proceedings had upon the taking of said deposition, all done to the best of my skill and ability.

I CERTIFY that I am in no way related to any of the parties hereto nor am I in any way interested in the outcome hereof.

- Review and signature was requested.
- Review and signature was waived.
- Review and signature was not requested.

I CERTIFY that I have complied with the ethical obligations in ACJA Sections 7-206(F)(3) and 7-206-(J)(1)(g)(1) and (2).

<i>Kelly Sue Oglesby</i>	5/24/2019
_____	_____
Kelly Sue Oglesby	Date
Arizona Certified Reporter No. 50178	

I CERTIFY that JD Reporting, Inc. has complied with the ethical obligations in ACJA Sections 7-206(J)(1)(g)(1) and (6).

	5/24/2019
_____	_____
JD REPORTING, INC.	Date
Arizona Registered Reporting Firm R1012	

EXHIBIT 5

1 James F. Polese, Esq. (Bar No. 003451)
Christopher Herring, Esq., (Bar No. 028169)
2 Gammage & Burnham, PLC
3 2 North Central Avenue
15th Floor
4 Phoenix, Arizona 85004-4607
5 jpolese@gblaw.com
cherringi@gblaw.com

6
7
8 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**
9 **IN AND FOR THE COUNTY OF MARICOPA**

10 ARIZONA CORPORATION COMMISSION, No. CV2016-1014142

11 Plaintiff,

12 v.

13
14 DENSCO INVESTMENT CORPORATION,
15 an Arizona corporation,

16 Defendant.

**DECLARATION OF DAVID G.
BEAUCHAMP**

(Assigned to the Honorable Lori
Bustamonte)

17
18 I make the following declaration under penalty of perjury:

19 1. I am an attorney licensed to practice in the State of Arizona since 1981 and
20 have continuously practiced law since that time.

21 2. Beginning in approximately 2003, I was retained by Denny Chittick, the
22 sole shareholder, President and director of DenSco Investment Corporation, an Arizona
23 corporation. ("DenSco") in connection with the preparation of a securities offering for
24 investors. To my knowledge he was the sole employee of DenSco.

25 3. Over the years, I have prepared, at Mr. Chittick's direction, several Private
26 Offering Memoranda ("POMs") to be distributed to investors of DenSco in compliance
27 with Arizona and federal security laws. In addition, I was retained to undertake the
28

1 needed securities law filings. My engagement included numerous communications with
2 Mr. Chittick concerning the POMs and recommendations for amended or additional
3 POMs in keeping with the investments being made or contemplated by DenSco.

4 4. The POMs routinely stated that I was acting as counsel for not only DenSco
5 but its president Mr. Chittick and that I was not the counsel for any investors who were
6 all urged to seek separate legal counsel.

7 5. During my involvement with Mr. Chittick and DenSco, I understood that
8 Mr. Chittick considered that I was his counsel as well as counsel for DenSco, even
9 though all billings were tendered to and paid by DenSco.

10 6. In connection with my representation, it would be impossible for me to
11 segregate what advice I tendered or what attorney-client communications were solely
12 corporate only and what were personal to Mr. Chittick as the President of DenSco.

13 7. In late 2014 or 2015, I ended my formal relationship with Mr. Chittick and
14 DenSco. In late 2015 or early 2016, I was reengaged by Mr. Chittick and DenSco in
15 connection with an audit by the Arizona Department of Financial Institutions which
16 concerned whether Mr. Chittick was required to have a mortgage broker license. I was
17 counsel to him and DenSco in this limited capacity at the time of his death on July 28,
18 2016.

19
20 I declare under penalty of perjury that the foregoing is true and correct.

21 EXECUTED this 17th day of August 2016 at Scottsdale, Arizona.

22
23 David G. Beauchamp
24 David G. Beauchamp
25
26
27
28

EXHIBIT 6

**GUTTILLA MURPHY
ANDERSON**

5415 E. HIGH STREET, SUITE 200
PHOENIX, ARIZONA 85054
(480) 304-8300
FAX (480) 304-8301

Our No. 2359-001

August 29, 2016

Sent via U.S. Mail and E-Mail

David G. Beauchamp
Clark Hill PLC
14850 N. Scottsdale Rd
Suite 500
Scottsdale, AZ 85254
DBeauchamp@ClarkHill.com

Re: *Densco Receivership*, Maricopa County Superior Court,
Cause No. CV2016-014142

Dear David:

This firm represents Peter S. Davis who was appointed Receiver on August 18, 2016, in the above action pending in the Maricopa County Superior Court ("Receivership Court"). Enclosed for your information is a copy of the Order Appointing Receiver ("Receivership Order"). Under the Receivership Order, Peter Davis has been appointed receiver of Densco Investment Corporation ("DenSco"). The Receiver's initial investigation indicates that Clark Hill PLC ("your firm") previously represented DenSco.

As a result of the attorney-client relationship between your firm and DenSco, the Receiver is entitled to take possession of your firm's entire file concerning its representation of the DenSco including, but not limited to, all documents, drafts, correspondence, research, memoranda, pleadings, notes, and electronic media, which your firm assembled, produced, prepared, or had prepared for the benefit of, or concerning the DenSco during the course of that attorney-client relationship.

Under the Receivership Order, all of DenSco's officers, agents and attorneys, including your firm, have been ordered to promptly turn over to the Receiver "all books and records of any kind pertaining or belonging to the Receivership Defendant." Receivership Order at page 2, lines 10-16.

The authority granted to the Receiver by the Receivership Court is supported by an extensive body of law recognizing a receiver's right to exercise the privileges and property rights of the receivership entity. In the case of *In re American Continental Corp.*, 741 F. Supp. 1368 (D. Ariz. 1990), the United States District Court for the District of Arizona dealt with the question of whether the Resolution Trust Corporation ("RTC"), as Receiver for a defunct bank, was entitled to assert attorney-client privileges on behalf of the bank. Noting that the RTC had

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David G. Beauchamp
Clark Hill PLC
8/29/2016
Page 2

complete managerial control of the corporation as well as the power to pursue causes of action which could return assets to the corporation, the Court determined that the Receiver's functions approximated those of management and the Receiver thus had the sole right to assert the corporation's privileges. As such, the Court found that the RTC was the successor-in-interest to any attorney-client privileges between the former management and the attorneys. The *American Continental Court* based its holding on the United States Supreme Court's decision in *Commodity Futures Trading Commission v. Weintraub*, 471 U.S. 343 (1985). In *Weintraub*, the Court held that a trustee in bankruptcy controlled a Chapter 11 debtor-corporation's attorney-client privilege because the trustee's role closely resembled that of a solvent corporation's management. See also *United States v. Plache*, 913 F.2d 1375 (9th Cir. 1990). A trustee performs substantially similar functions as these performed by the receiver.

The following cases specifically discuss the client's absolute right to its attorney's files unimpeded by an assertion of attorney-client or work product privileges.

In the case of *In re Kaleidoscope, Inc.*, 15 B.R. 232 (N.D. Ga. 1981), rev'd on other grounds, 25 B.R. 729 (N.O. Ga. 1982), the District Court discussed the specific question of a trustee's right to the legal files produced by the defendant law firm in the course of its representation of the debtor. The court noted that the rights and powers of the trustee were co-extensive with the rights and powers which the debtor possessed with regard to the legal files during the course of the representation. The Court found that the legal file is the property of the client noting:

Regardless of whether the lawyers' efforts remain, as in simple matters, intangible thoughts in his head, or, in more complicated matters, take on tangible form as correspondence, memoranda, notes and the like, the fee which is charged by the lawyer, and paid by the client, is based upon the "fruits of the attorney's labor." That is what the client pays for and it is that to which he is entitled. Simply put, the client is entitled to the entire file of his attorney and to the contrary the attorney is not entitled to refuse to turn over that file or any portion thereof.

Id. at 240 (emphasis added). As to the firm's contention that the files were work product, the court found:

The doctrine of "work product" has no application to the situation in which a client, or the legal successor-interest to a former client, seeks to obtain documents and other tangible things created or amassed by a (sic) attorney during the course of that attorney's representation of that client.

Id. at 242 (emphasis added).

In *Spivey v. Zant*, 683 F.2d 881 (5th Cir. 1982), a habeas prisoner sought access to materials relating to his representation which were prepared by his former attorney. The attorney objected to the disclosure on the grounds that the information was protected work product. In allowing the client access the material, the Fifth Circuit held:

[The former lawyer's] contention that the requested materials were protected work product is without merit. The work product doctrine pertains to materials that are prepared by an attorney in preparation for litigation when the materials are sought by an adversary of the attorney's client. Fed.R.Civ.P. 26(b) (3) speaks

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of “documents and tangible things . . . prepared in anticipation of litigation or for trial by or for another party or by or for that other party’s representative.” Thus, the work product doctrine does not apply the situation in which a client seeks access to documents or other tangible things created or amassed by his attorney during the course of the representation.

Id. at 885 (emphasis in original).

In *Hodges v. Southern Farm Bureau Casualty Ins. Co.*, 433 So. 2d 125 (La. 1983), the plaintiff sought access to the files (including correspondence between the attorney and the insurer) of the attorney who represented him as well as the insurer. The attorney claimed work product privilege in the material. The court held:

We see no reason to forbid the client, from discovering the work product of his own attorney within whom he placed his confidences and trust during the pendency of the claim. Surely, the policy underlying the opinion work product doctrine would not be served by such nondisclosure. An adversary is not intruding upon the privacy of the attorney; it is the client. Moreover, an insured is less likely to place his full confidence with the insurer’s attorney if the attorney’s complete file on the case is not available for his inspection.

Id. at 132.

In *In re Michigan Boiler and Engineering Co.*, 87 Bankr. 465 (Bankr. E.D. Mich. 1988), the trustee in bankruptcy sought certain documents from the files of the debtor’s attorneys. The attorneys claimed work product privilege in the materials. The court held:

The work product doctrine, when applicable, serves to protect disclosure to an adversary. It has no application in cases where a client “seeks to obtain documents and other tangible things created or amassed by an attorney during the course of the attorney’s representation of that client. In the instance of a legal file, the client has the right to the file. It is therefore “property” of the client, and upon his adjudication as a bankrupt, title passes to the Trustee. The work product doctrine would not have been available to the firm to deny the debtor access to the file prior to the filing of the bankruptcy case. Since the trustee succeeds to the debtor’s interest in the file, the work product doctrine is not available to the firm to deny the trustee access to the file.

Id. at 468 (citations omitted; emphasis added)

In *Roberts v. Heim*, 123 F.R.D. 614 (N.D. Cal. 1988), the court addressed the question of whether an attorney can assert work product privilege against his own client who demands access to review his entire file. The District court held:

It is difficult, if not impossible, to see how providing a client with his attorney’s work product, which has been created by his attorney and for his benefit and not that of the attorney, would in any way run afoul of the public policy in favor of work-product privilege.

Id. at 634.

David G. Beauchamp
Clark Hill PLC
8/29/2016
Page 4

In *Resolution Trust Corp. v. H____, P.C.*, 128 F.R.D. 647 (N.D. Tex. 1989), the RTC was the conservator for a defunct savings and loan. Prior to its closing, the savings and loan had retained the defendant law firm to handle most of its real estate transactions. At issue was the ownership of files generated by the firm during its representation of the savings and loan. The District Court held that the entire contents of the file belonged to the plaintiff RTC. Although both parties acknowledged the “virtually universal practice of former attorneys transferring the entire client file to new counsel,” the defendants attempted to distinguish turning the entire file over to new counsel from turning it over to the client. The court found that to make such a distinction “would fundamentally undermine the open and trusting nature of the attorney-client relationship by building a wall between the client and the attorney behind which an attorney could protect himself and his dealings from scrutiny.” *Id.* at 647.

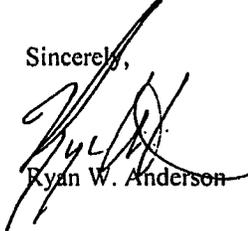
Finally, the court concluded that both the attorney-client privilege and the work product privilege were inapplicable as both privileges belong to the client and that the work product privilege covers only those materials prepared in anticipation of litigation. In conclusion, the Court held:

An attorney is hired to represent the interests of his client, and every service provided by the attorney, including the creation of legal memoranda and the attorney’s notes and the copying of documents, is paid for by the client. To allow the attorney to decide which materials may or may not be revealed to the client from its own files would deny the client the full benefit of the services for which he paid, often dearly. Even more important, giving such a power to an attorney would fundamentally undermine the fiduciary nature of the relationship between an attorney and a client. Such an alteration is unwarranted and untenable.

Id. at 650.

The above-cited cases demonstrate that the Receiver, as the legal successor-in-interest to the DenSco, is entitled to assert the right of DenSco to the entire contents of your firm’s attorneys’ files relating to the representation of DenSco, paid for directly by the DenSco or by others.

Sincerely,



Ryan W. Anderson

RWA:ca
Enclosure
cc: Peter S. Davis, Receiver

256338

DIC0011236

EXHIBIT 7

**GUTTILLA MURPHY
ANDERSON**

5415 E. HIGH STREET, SUITE 200
PHOENIX, ARIZONA 85054
(480) 304-8300
FAX (480) 304-8301

Our No. 2359-001

September 16, 2016

Sent via U.S. Mail and E-mail

David G. Beauchamp
Clark Hill PLC
14850 N. Scottsdale Rd
Suite 500
Scottsdale, AZ 85254
DBeauchamp@ClarkHill.com

Re: *Densco Receivership*, Maricopa County Superior Court,
Cause No. CV2016-014142

Dear Mr. Beauchamp:

The undersigned represents Peter S. Davis, the Receiver of DenSco Investment Corporation ("DenSco").

On August 29, 2016, I sent you a letter detailing the Receiver's position that the Receiver is entitled to take possession of your firm's entire file concerning his representation of DenSco including, but not limited to, all documents, drafts, correspondence, research, memoranda, pleadings, notes, and electronic media ("DenSco Legal Files"), which your firm assembled, produced, prepared, or had prepared for the benefit of, or concerning DenSco during the course of its attorney-client relationship. I have not received any response to my letter. Please accept this letter as a demand for the immediate turnover of the DenSco Legal Files to the Receiver. Once the DenSco Legal Files are ready to be recovered by the Receiver, please let me know and a courier will be sent to recover the DenSco Legal Files from you.

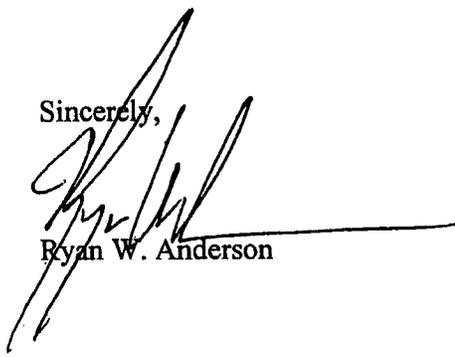
The Receiver and his staff has informed me that you asked for a telephonic meeting with the Receiver to discuss your representation of DenSco and unpaid professional fees for services provided to DenSco before and after the establishment of the Receivership. The Receiver is open to a meeting and, in fact, would like to interview you regarding your representation of DenSco. After you have turned over the DenSco Legal Files, I will be in contact to arrange an interview with the Receiver.

DIC0010479

David G. Beauchamp
Clark Hill PLC
September 16, 2016
Page 2

In conclusion, if it was not apparent in past communications from the Receiver, please accept this letter as confirmation that your law firm's legal services are not required by DenSco or its Receiver.

Sincerely,



Ryan W. Anderson

RWA:jc
cc: Peter S. Davis, Receiver

258935

DIC0010480

EXHIBIT 8

CLARK HILL

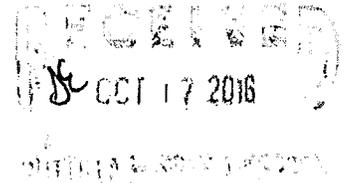
Mark S. Sifferman
T: 480.684.1103
F: 480.684.1163
Email: MSifferman@clarkhill.com

Clark Hill PLC
14850 N. Scottsdale Road
Suite 500
Scottsdale, AZ 85254
T: 480.684.1100
F: 480.684.1199
clarkhill.com

October 13, 2016

VIA US MAIL AND E-MAIL
(randerson@gamlaw.com)

Mr. Ryan Anderson
GUTTILLA MURPHY ANDERSON
5415 E. High Street, Suite 200
Phoenix, Arizona 85054



**Re: *DenSco Receivership, Maricopa County Superior Court,
Cause No. CV2016-014142***

Dear Mr. Anderson:

In response to the request of the DenSco receiver, we have available for pickup this law firm's files involving the legal services rendered to DenSco Investment Corporation. The files (contained in six boxes) are generally described on the enclosed list. Some had been stored off-site and unfortunately it took some time to retrieve them.

We believe that these are all of this firm's files regarding DenSco's legal work. However, we will review our records to double check that all DenSco files at Clark Hill, in fact, have been located and delivered to the receiver. We also are making sure that there is no DenSco paper work that should have, but did not, find its way into these files.

Please note that some of these files were transferred to Clark Hill from Bryan Cave, where David Beauchamp had worked previously. Those files were not sent immediately after David joined our firm, rather the client only requested them from that firm when they were needed for work being performed here. Therefore, there may be DenSco files at Bryan Cave that the client never requested to be sent to us. Additionally, the files that were sent from that firm appear to be copies and not original files, so it is possible that not all the contents of the Bryan Cave files were sent to us.

Mr. Ryan Anderson
GUTTILLA MURPHY ANDERSON
October 13, 2016
Page 2

Please have someone from your office or the Receiver's office contact us to arrange for the pick-up of the six boxes of files. Also, we would appreciate having a copy of the enclosed list initialed and returned to indicate receipt of the files by the Receiver.

Very truly yours,

CLARK HILL PLC

A handwritten signature in black ink, appearing to read 'Mark S. Sifferman', with a long horizontal line extending to the right.

Mark S. Sifferman

Enclosures

**Files Transferred from Clark Hill to Ryan Anderson, attorney for the
Receiver for Densco Investment Corporation**

Box 1.

Bucket labeled Densco Investment Corporation – Blue Sky issues.

Folder titled Blue Sky issues – Correspondence

Folder titled Blue Sky issues - Memoranda

Bucket labeled Densco Investment Corporation – General Corporate

Folder titled General Corporate – Correspondence 2

Folder titled General Corporate – Memoranda

Bucket labeled Densco Investment Corporation – General Corporate

Folder titled General Corporate – Correspondence

Folder titled General Corporate – Drafts

Folder titled General Corporate – Research

Folder titled General Corporate – Attorney Notes

Folder titled General Corporate – Client Documents

Folder titled General Corporate – Demand Letter – NYAZ Properties LLC

Folder titled General Corporate – Kaylene Moss Garnishment

Bucket labeled Densco Investment Corporation – 2007 Private Offering

Folder titled 2007 Private Offering – Correspondence

Folder titled 2007 Private Offering – Attorney Notes

Folder titled 2007 Private Offering – Drafts

Folder titled 2007 Private Offering – Legal

Box 2.

Bucket labeled Densco Investment Corporation – 2009 Private Offering Update – Drafts

Bucket labeled Densco Investment Corporation – 2009 Private Offering Update

Folder titled 2009 Private Offering Update – Correspondence

Folder titled 2009 Private Offering Update – Memoranda

Folder titled 2009 Private Offering Update - Research

Folder titled 2009 Private Offering Update – Attorney Notes

Bucket labeled Densco Investment Corporation – 2008 Private Offering

Folder titled 2008 Private Offering – Correspondence

Folder titled 2008 Private Offering - Memoranda

Folder titled 2008 Private Offering – Drafts

Folder titled 2008 Private Offering – Legal

Folder titled 2008 Private Offering – Research

Folder titled 2008 Private Offering – Attorney Notes

Folder titled 2008 Private Offering – Due Diligence

Folder titled 2008 Private Offering – Client Documents

Bucket labeled Densco Investment Corporation – 2007 Private Offering

Folder titled 2007 Private Offering – Correspondence

Folder titled 2007 Private Offering – Attorney Notes

Bucket labeled Densco Investment Corporation – 2007 Private Offering #2

Folder titled 2007 Private Offering – Distribution Package dated 5/18/07 and 5/22/07

Folder titled 2007 Private Offering – Distribution Package dated 06/05/07

Folder titled 2007 Private Offering – Drafts # 2

Folder titled 2007 Private Offering – Drafts # 3

Box 3.

Bucket labeled Densco Investment Corporation – 2013 Private Offering Memorandum
Folder titled 2013 Private Offering Memorandum – Attorney Notes
Folder titled 2013 Private Offering Memorandum – Elizabeth Sipes Atty Working File
Folder titled 2013 Private Offering Memorandum – Due Diligence
Folder titled 2013 Private Offering Memorandum – Correspondence
Folder titled 2013 Private Offering Memorandum – Drafts

Bucket labeled Densco Investment Corporation – Formation of Affiliated Entity with Partners
Folder titled Formation of Affiliated Entity with Partners – Correspondence
Folder titled Formation of Affiliated Entity with Partners – Due Diligence

Bucket labeled Densco Investment Corporation -- Garnishments
Folder titled Garnishments – Correspondence
Folder titled Garnishments – Memorandum
Folder titled Garnishments – Legal

Bucket labeled Densco Investment Corporation – AZ Practice Review
Folder titled AZ Practice Review – Correspondence
Folder titled AZ Practice Review – Drafts
Folder titled AZ Practice Review – Legal Research
Folder titled AZ Practice Review – Attorney Notes

Bucket labeled Densco Investment Corporation – 2011 Private Offering Update
Folder titled 2011 Private Offering Update – Correspondence
Folder titled 2011 Private Offering Update – Legal Research
Folder titled 2011 Private Offering Update – Attorney Notes

Bucket labeled Densco Investment Corporation – 2011 Private Offering Update
Contents: Drafts of Private Offering Memorandum

Bucket labeled Densco Investment Corporation – 2009 Private Offering Update
Folder titled 2009 Private Offering Update – Correspondence
Folder titled 2009 Private Offering Update – Memorandum
Folder titled 2009 Private Offering Update – Legal
Folder titled 2009 Private Offering Update – Attorney Notes
Folder titled 2009 Private Offering Update – Research

Box 4.

Bucket labeled Densco Investment Corporation – Workout of Lien Issue (43820.170082)

Folder titled Workout of Lien Issue – Correspondence

Folder titled Workout of Lien Issue – Attorney Notes

Folder titled Workout of Lien Issue – Client Documents

Folder titled Workout of Lien Issue – Final Documents

Folder titled Workout of Lien Issue – Work Papers

Folder titled Drafts - DGB

Folder titled Workout of Lien Issue – Drafts

**Bucket labeled Densco Investment Corporation – Workout of Lien Issue (43820.170082) -
Correspondence 2**

**Bucket labeled Densco Investment Corporation – Workout of Lien Issue (43820.170082) -
Correspondence 3**

Box 5.

Bucket labeled Densco Investment Corporation – Workout of Lien Issue (43820.170082)

**Contents: Drafts of Term Sheet, Forbearance Agreement, Guaranty Agreement,
Secured Line of Credit Promissory Note, Security Agreement.**

Folder labeled DAS Working File (contains emails and draft agreements)

**Folder labeled DAS Working File (contains drafts of Authorization Update,
Forbearance Agreement, Confidentiality and Non-Disclosure Agreement)**

Bucket labeled Densco Investment Corporation – 2003 Private Offering Memorandum¹

Folder titled 2003 Private Offering Memorandum - Correspondence

Folder titled 2003 Private Offering Memorandum – Correspondence

Folder titled 2003 Private Offering Memorandum – Work Papers

Folder titled 2003 Private Offering Memorandum – Drafts

Folder titled (handwritten) Densco PPM.

Folder titled 2003 Private Offering Memorandum – Client Documents

Folder titled 2003 Private Offering Memorandum – Final Documents

Bucket labeled Densco Investment Corporation – Business Matters (43820.170145)

Folder titled ADFI Response - Documents

Folder titled ADFI Response - Correspondence

Folder titled Business Matters – Attorney Notes

Folder titled Business Matters – Final Documents

Folder titled Business Matters – Drafts

Folder titled Business Matters – Client Documents

Folder titled Business Matters – Work Papers

Folder titled Business Matters - Correspondence

¹ The year 2003 on the labels is incorrect. These documents concern the 2013 Private Offering Memorandum.

Box 6.

Bucket labeled Densco Investment Corporation – Business Wind Down (43820.307376)

Folder titled Business Wind Down – Correspondence

Folder titled Business Wind Down – Client Documents

Folder titled Business Wind Down – Attorney Notes

Folder titled Business Wind Down - Drafts

Folder titled Business Wind Down - Documents

**Bucket labeled Densco Investment Corporation – Business Wind Down (43820.307376) –
Correspondence (1)**

**Bucket labeled Densco Investment Corporation – Business Wind Down (43820.307376) –
Correspondence (2)**

EXHIBIT 9

Beauchamp, David G.

From: Kevin R. Merritt <KMerritt@gblaw.com>
Sent: Friday, September 23, 2016 4:07 PM
To: Beauchamp, David G.
Cc: James F. Polese
Subject: RE: Ryan Anderson

Dave,

Thanks for the update. Relative to Tony – no worries. I appreciate have been given the opportunity.

I'll need to figure out what to do relative to the copies we had requested, but I will remove us as an obstacle, so to speak, to your being able to comply with Peter's demand.

Kevin

Kevin R. Merritt

602.256.4481 Direct | KMerritt@gblaw.com

From: Beauchamp, David G. [<mailto:DBeauchamp@ClarkHill.com>]
Sent: Friday, September 23, 2016 3:47 PM
To: Kevin R. Merritt
Cc: Sifferman, Mark S.
Subject: RE: Ryan Anderson

Kevin:

I had expected to hear from Ryan after he talked to the Receiver, but I have not heard anything about the issues from my conversation with Ryan. With respect to you email, I am not sure that I am remembering Ryan's message to you from last Friday.

I just talked to Mark Sifferman, who is just back today after a couple of weeks in Italy. Mark does not want me to spend the money to digitize the files for the Receiver and he does not want me to spend the time to review all of the files for attorney-client information. He just wants me to review and make copies of the portions of the file that I need to protect against a securities claim against me and the firm. Since that is different than what you and I had discussed, I wanted to make sure that you knew what I am being told to do.

Sorry that Tony never called.

Best regards, David

David G. Beauchamp

CLARK HILL PLC
14850 N Scottsdale Rd | Suite 500 | Phoenix, Arizona 85254
480.684.1126 (direct) | 480.684.1166 (fax) | 602.319.5602 (cell)
dbeauchamp@clarkhill.com | www.clarkhill.com

From: Kevin R. Merritt [<mailto:KMerritt@gblaw.com>]
Sent: Friday, September 23, 2016 3:30 PM

To: Beauchamp, David G.
Subject: Ryan Anderson

I need to give Ryan an answer to his message from last Friday. We have handled other matters with the same understanding as to the privilege of the Estate. Just wanted to give you a heads-up. Did anything develop further after your call was cancelled last Wednesday?

Also, never heard a peep from Tony.

Kevin R. Merritt

602.256.4481 Direct | KMerritt@qblaw.com | [Profile](#)

GAMMAGE & BURNHAM

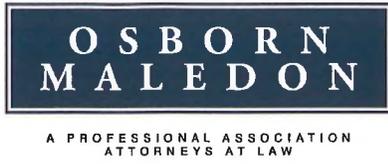
World Class Counsel. Arizona Roots.

2 North Central Ave., 15th Floor | Phoenix, AZ 85004
602.256.0566 | 602.256.4475 Fax | www.qblaw.com

This message and any of the attached documents contain information from the law firm of Gammage & Burnham, P.L.C. that may be confidential and/or privileged. If you are not the intended recipient, you may not read, copy, distribute, or use this information, and no privilege has been waived by your inadvertent receipt. If you have received this transmission in error, please notify the sender by reply e-mail and then delete this message.

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EXHIBIT 10



Geoffrey M. T. Sturr

gsturr@omlav.com

2929 North Central Avenue
21st Floor
Phoenix, Arizona 85012

Direct Line 602.640.9377

Telephone 602.640.9000

Facsimile 602.640.9050

omlav.com

June 22, 2017

Via Hand-Delivery

John E. DeWulf, Esq.
Coppersmith Brockelman PLC
2800 N. Central Avenue, Suite 1200
Phoenix, AZ 85004

Re: DenSco Investment Corporation/Clark Hill PLC

Dear John:

Per your request, the enclosed computer disc contains copies of the documents Clark Hill produced to the Receiver in October 2016 relating to legal services the firm provided to DenSco Investment Corporation. They have been numbered DIC0000001 through DIC0011917.

Clark Hill produced those documents through Mark Sifferman's October 13, 2016 letter, a copy of which is attached as **Appendix A**. In that letter, Mr. Sifferman stated "[w]e believe that these are all of this firm's files regarding DenSco's legal work."

After reviewing the documents Clark Hill produced to the Receiver, we have concluded that there are additional documents that should have been produced to the Receiver that were not included in Clark Hill's October 2016 production.

The Receiver sought Clark Hill's files relating to the firm's representation of DenSco through Ryan Anderson's August 29, 2016 letter to David Beauchamp, a copy of which is attached as **Appendix B**. The Receiver sought "your firm's entire file concerning its representation of . . . DenSco including, but not limited to, all documents, drafts, correspondence, research, memoranda, pleadings, notes, and electronic media, which your firm assembled, produced, prepared, or had prepared for the benefit of, or concerning . . . DenSco." That broad request was consistent with ER 1.16, which requires a law firm, upon the termination of a representation, to provide to the client (here, the Receiver) "(without limitation) pleadings, legal documents, evidence, discovery, legal research, work product, transcripts, correspondence, drafts and notes, but not internal practice memoranda." ER 1.16 cmt. 9. The Receiver made a second demand on September 16, 2016, through Mr. Anderson's letter of that date, a copy of which is attached as **Appendix C**.

John E. DeWulf
June 22, 2017
Page 2

It appears that Clark Hill failed to comply with the Receiver's request and the requirements of ER 1.16, and may have done so deliberately. As reflected in the September 23, 2016 e-mail attached as **Appendix D**, Mr. Beauchamp was apparently instructed by Mr. Sifferman "to review and make copies of the portions of the file that I need to protect against a securities claim against me and the firm," rather than produce all of the firm's files, as the Receiver requested. Moreover, the documents produced by Clark Hill in October 2016 do not include any electronic files, as the Receiver specifically requested. The production also does not include any billing statements evidencing work performed by Clark Hill for DenSco other than invoices for work performed after Dennis Chittick's death in July 2016.

On behalf of the Receiver, we ask that Clark Hill revisit the Receiver's August 29, 2016 request for all documents, paper and electronic, evidencing or reflecting Clark Hill's representation of DenSco, and supplement its October 2016 production.

Yours very truly,



Geoffrey M. T. Sturr

GMTS:dh

cc: Colin F. Campbell, Esq.
Ryan W. Anderson, Esq.
Attachments (as indicated)

7191351

EXHIBIT 11

1 John E. DeWulf (006850)
Marvin C. Ruth (024220)
2 Vidula U. Patki (030742)
COPPERSMITH BROCKELMAN PLC
3 2800 North Central Avenue, Suite 1900
Phoenix, Arizona 85004
4 T: (602) 224-0999
F: (602) 224-0620
5 jdewulf@cblawyers.com
mruth@cblawyers.com
6 vpatki@cblawyers.com

7 *Attorneys for Defendants*

8

9

SUPERIOR COURT OF ARIZONA

10

COUNTY OF MARICOPA

11

Peter S. Davis, as Receiver of DenSco
Investment Corporation, an Arizona
12 corporation,

13

Plaintiff,

14

v.

15

Clark Hill PLC, a Michigan limited liability
company; David G. Beauchamp and Jane
16 Doe Beauchamp, husband and wife,

17

Defendants.

No. CV2017-013832

**DEFENDANTS' DISCLOSURE OF
EXPERT WITNESS SCOTT J.
RHODES**

(Commercial Case)

(Assigned to the Honorable Daniel Martin)

18

Pursuant to the Court's May 16, 2018 Scheduling Order, Defendants Clark Hill PLC
19 and David G. Beauchamp, hereby disclose the attached report of Scott J. Rhodes.

20

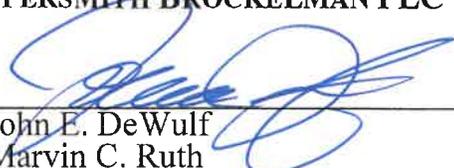
DATED this 5th day of April, 2019.

21

22

COPPERSMITH BROCKELMAN PLC

23

By: 

24

John E. DeWulf
Marvin C. Ruth
Vidula U. Patki

25

2800 North Central Avenue, Suite 1900
Phoenix, Arizona 85004

26

Attorneys for Defendants

DOCUMENTS REVIEWED

DATE	DOCUMENT
10/16/17	Complaint
10/17/17	Menaged Information-Indictment
05/16/17	Managed Indictment
10/17/17	Menaged Plea Agreement
04/24/14	Email from D. Chittick to D. Beauchamp [DIC0008660-DIC0008730]
04/14/14	Forbearance Agreement [DIC0008036]
Date Unknown	Transcript of Recorded Conversation Between D. Chittick and S. Menaged
2013	Chittick Corporate Journals [DIC0011918-DIC0012081]
06/14/13	Email from D. Chittick to D. Beauchamp [DIC0000055]
06/14/13	Email chain from D. Chittick to D. Beauchamp [DIC0003633]
01/08/18	Answer to Complaint
Undated	Chittick Letter to Investors
Undated	Chittick Letter to R. Koehler
Undated	Chittick Letter to Heuer
2008	Various Invoices from Bryan Cave [BC_003094 – BC_003131; BC_003135 – BC_003156; BC_001335 – BC_001338; BC_001387 – BC_001394; BC_001780 – BC_001787; BC_000103 – BC_000110; BC_000187 – BC_000190; BC_001821 – BC_001827; BC_001841 – BC_001847; BC_001852 – BC_001855; BC_001874 – BC_001877; BC_001882 – BC_001885; BC_001919 – BC_001921; BC_003074 – BC_003077; BC_001955 – BC_001958; BC_002005 – BC_002012; BC_002027 – BC_002031; BC_003091 – BC_003093]
06/14/13	Emails from D. Beauchamp enclosing FREO lawsuit [DIC0003635 – DIC0003636; BC_001979; DIC0000055 – DIC0000069]
02/17/14	Invoices from Clark Hill
01/16/14	Correspondence from R. Miller to Chittick re: demand Letter [DIC0008607-8626]
05/2014	Private Offering Memorandum – Redlined [DIC0008802 – DIC0008873]
08/17/16	Declaration of David G. Beauchamp in ACC Litigation w/exhibits
03/09/18	Defendants' Initial Rule 26.1 Disclosure Statement
03/09/18	Plaintiff's Initial Rule 26.1 Disclosure Statement
03/09/18	Plaintiff's Notice of Service of Preliminary Expert Opinion

DOCUMENTS REVIEWED

DATE	DOCUMENT
09/07/18	Plaintiff's Disclosure of Areas of Expert Testimony
09/07/18	Defendants' Disclosure of Areas of Expert Testimony
09/19/16	Petition No. 3- DenSco Receivership – Preliminary Status Report
12/13/16	Petition No. 15 – DenSco Receivership – Status Report
12/26/17	Petition No. 50 – DenSco Receivership – Status Report
06/19/18	Deposition of Daniel Schenck
06/21/18	Deposition of Robert Anderson
07/19/18	Deposition of David Beauchamp- Vol. I
07/20/18	Deposition of David Beauchamp – Vol. II
08/22/18	Deposition of Shawna Heuer
08/31/18	Deposition of Mark Sifferman
07/11/18	Plaintiff's 4 th Supplemental Disclosure Statement
08/10/18	Defendants' 5 th Supplemental Disclosure Statement
07/19/18	Beauchamp Deposition Exhibits
08/22/18	Heuer Deposition Exhibits
06/19/18	Schenck Deposition Exhibits
08/31/18	Sifferman Deposition Exhibits
08/26/16	Transcript of Scott Menaged 341 Testimony
10/20/16	Transcript of Scott Menaged Rule 2004 Testimony
12/08/17	Transcript of Interview of Scott Menaged in ACC proceeding
11/14/18	Plaintiff's 5 th Supplemental Disclosure Statement & Exhibits A-E
11/16/18	Transcript of Peter Davis Deposition w/Exhibits
12/03/18	Transcript of Steve Bungler's Deposition w/Exhibits
12/17/18	Transcript of Victor Gojcaj's Deposition w/Exhibits
12/12/18	Transcript of Brian Imdieke's Deposition w/Exhibits
03/13/19	Defendants' 6 th Supplemental Disclosure Statement
03/20/14	Email from D. Chittick to S. Menaged [DOCID_0049595]
04/03/14	Email from D. Chittick to S. Menaged [DOCID_0049977]
02/14/14	Email from D. Chittick to S. Menaged [DOCID_0078388]
02/15/14	Email from D. Chittick to S. Menaged [DOCID_0078390]

DOCUMENTS REVIEWED

DATE	DOCUMENT
02/14/14	Email from D. Chittick to S. Menaged [DOCID_0078401]
02/12/14	Email from D. Chittick to S. Menaged [DOCID_0078468]
02/07/14	Email from D. Chittick to Yomtov Menaged [DOCID_0078621]
02/05/14	Email from D. Chittick to S. Menaged [DOCID_0078688]
02/03/14	Email from D. Chittick to S. Menaged [DOCID_0078839]
11/2018	Plaintiff's 5 th Supplemental Disclosure Statement - REDLINED
02/08/19	Transcript of Ed J. Hood's Deposition
02/08/19	Word Index for Ed Hood's Deposition
05/03/07	Notes re: Meeting with Denny Chittick (DenSco) [DIC00000939 – DIC00000941]
04/09/09	Notes re Meeting with D. Chittick (DenSco) [DIC0002433]
08/17/16	Notes re: Message from Wendy Cox and T/C with Wendy Scott [DIC0010951]
04/23/09	Draft Memo from D. Beauchamp to D. Chittick re: Applicable Licensing Regulations [BC_000208 – BC_000210]
09/12/13	Letter from D. Beauchamp to D. Chittick re: Representation of DenSco [CH_0000804 – CH_0000810]
03/16/15	Letter from G. Ianneli to D. Chittick and Yomotov Menaged re: Demand for Release of Mortgages [DOCID_00085946 - DOCID_00085946]
08/22/11	Letter from D. Beauchamp to Richard Traveler re: Complaint #4016559 (2012) [DIC0003806 – DIC0003819]
Undated	DenSco Property Investments LLC Confidential Business Plan [DOCID_00087270 – DOCID_00087270]
09/26/16	Email to Cody Jess from S. Menaged re: request for documents [DOCID_00086656] (2 pages)
09/23/16	Email to Cody Jess from Ryan Anderson [DOCID_00086662] (16 pages)
05/22/17	Email from Anne Damos to D. Chittick re: Revised Loan Documents [DIC0002508 – DIC0002509]
04/08/14	Letter from D. Chittick to Sarah Samgado of BofA re: his bank account [CH_EstateSDT_0026610]
03/31/14	Subordination Agreement for Judgment Lien [DOCID_00077527 – DOCID_00077527]
04/10/14	Notes re: Teleconference with Bob Miller [DIC0005402]
Undated	Notes re: Terms for Settlement [DIC0005430]

DOCUMENTS REVIEWED

DATE	DOCUMENT
09/05/16	Notes re Teleconference with Kevin Merritt [DIC0010972]
08/17/16	Notes re Teleconference with Gary Clapper [DIC0010948]
02/13/13	Email from Laura Boucher to S. Menaged re: EasyInvest Payment [DOCID_00074789 –DOCID_00074789]
06/05/07	Email from Kevin Merritt to D. Chittick [DIC0002475 – DIC0002476]
05/19/07	Email Kevin Merritt to D. Chittick re: Mortgage [DIC0002541 – DIC0002543]
04/23/14	Email from Jody Angel to S. Menaged [DOCID_00076991] 2 Pages
08/28/16	Email from Cody Jess to Ryan Anderson [DOCID_00086937] 5 Pages
Undated	List of Lending Guidelines [DIC0003430]
08/10/14	Handwritten message re: message left by D. Chittick [DIC0005401]
Undated	FORM letter from D. Chittick to S. Menaged [CH_EstateSDT_0066091]
04/16/14	Forbearance Agreement [DOCID_00005438] 24 Pages
05/03/11	Email from D. Chittick to Gus Schneider re: POM Update for DenSco [DIC0004159 – DIC0004160]
02/01/16	Email from Veronica Gutierrez to S. Menaged [DOCID_00087434]
04/23/14	Email from Veronica Gutierrez to D. Chittick re: 2219 W. Bethany Home [DOCID_00077001] 2 Pages
10/09/11	Email response from D. Chittick to S. Menaged [CH_EstateSDT_0039287] 3 Pages
11/02/15	Email from D. Chittick to S. Menaged [DOCID_00038876]
10/22/14	Email from D. Chittick to S. Menaged [DOCID_00024371] 7 Pages
06/16/16	Email from D. Chittick to S. Menaged [DOCID_00044252] 7 Pages
06/15/16	Email from D. Chittick to S. Menaged [DOCID_00044251] 7 Pages
06/14/11	Email from D. Chittick to S. Menaged [DOCID_00044223] 7 Pages
06/01/16	Email from D. Chittick to S. Menaged [DOCID_00043908] 2 Pages
04/06/16	Email from D. Chittick to S. Menaged [DOCID_00042674] 7 Pages
03/13/15	Email from D. Chittick to S. Menaged [DOCID_00030177] 10 Pages
11/10/12	Email from Gregg Reichman to S. Menaged and Jody Angel [DOCID_00074098] 2 Pages
06/05/13	Email from Gregg Reichman to S. Menaged and Jody Angel re: Confirmation of Discussion re: legal fees [DOCID_00074399] 2 Pages

DOCUMENTS REVIEWED

DATE	DOCUMENT
10/18/12	Email from Gregg Reichman to S. Menaged and Jody Angel re: new property financing [DOCID_00074182] 3 Pages
02/08/14	Email from D. Chittick to S. Menaged re: Workshare Professional Doc Distribution [DOCID_00078604] 3 Pages
06/04/13	Email from Debbie Pihl to S. Menaged [DOCID_00074413] 4 Pages
02/10/14	Email from D. Chittick to Yomtov Menaged [DOCID_00078518] 2 Pages
01/14/14	Email from D. Pihl to S. Menaged re: payoffs on properties [DOCID_00079194] 2 Pages
02/08/14	Email from D. Chittick to Yomtov Menaged [DOCID_000798610] 2 Pages
02/07/14	Email from D. Chittick to Yomtov Menaged [DOCID_00078635]
06/13/11	Email from D. Chittick to W. Bush [DIC0004076-DIC0004078]
02/07/14	Email from D. Chittick to Yomtov Menaged [DOCID_00078621]
11/03/15	Email from D. Chittick to S. Menaged [DOCID_00038934] 2 Pages
02/20/14	Email from D. Chittick to S. Menaged [DOCID_00078320] 2 Pages
02/17/14	Email from D. Chittick to S. Menaged [DOCID_00078381] 2 Pages
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078390]
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078388] 3 Pages
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078386]
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078393]
02/14/14	Email from D. Chittick to S. Menaged [DOCID_00078402] 5 Pages
02/28/14	Email to D. Chittick to S. Menaged [DOCID_00078109]
03/03/14	Email to D. Chittick to S. Menaged [DOCID_00078080] 2 Pages
02/28/14	Email from D. Chittick to S. Menaged [DOCID_00078112] 2 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078188] 2 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078185] 3 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078193] 2 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078191] 2 Pages
02/25/14	Email from D. Chittick to S. Menaged [DOCID_00078214]
02/24/14	Email from D. Chittick to S. Menaged [DOCID_00078264] 32 Pages
02/20/14	Email from D. Chittick to S. Menaged [DOCID_00078343] 2 Pages

DOCUMENTS REVIEWED

DATE	DOCUMENT
02/11/14	Email from D. Chittick to S. Menaged [DOCID_00078508] 2 Pages
02/10/14	Email from D. Chittick to S. Menaged [DOCID_00078558] 2 Pages
02/05/14	Email from D. Chittick to S. Menaged [DOCID_00078688] 2 Pages
02/14/14	Email from D. Chittick to S. Menaged [DOCID_00078401]
02/05/14	Email from D. Chittick to S. Menaged [DOCID_00078737]
02/13/14	Email from D. Chittick to Scott Menaged [DOCID_00078434] 2 Pages
02/13/14	Email from D. Chittick to S. Menaged [DOCID_00078438] 2 Pages
02/13/14	Email from D. Chittick to S. Menaged [DOCID_00078406] 5 Pages
02/12/14	Email from D. Chittick to S. Menaged [DOCID_00078468] 2 Pages
02/11/14	Email from D. Chittick to S. Menaged [DOCID_00078509]
06/30/11	Email from D. Chittick to various people [DIC0004056 – DIC0004059]
05/17/07	Email from D. Chittick to D. Beauchamp [DIC0000861]
06/12/11	Email from D. Chittick to W. Bush [DIC0004082 – DIC0004083]
05/15/07	Email from D. Chittick to D. Beauchamp re: Officer's and Director's Certificate [DIC0000888]
01/14/16	Email from D. Chittick to S. Menaged [DOCID_00040808] 2 Pages
04/03/14	Email from D. Chittick to S. Menaged [DOCID_00049977]
03/20/14	Email from D. Chittick to S. Menaged [DOCID_00049595] 2 Pages
01/21/14	Email from D. Chittick to S. Menaged [DOCID_00044699]
01/20/14	Email from D. Chittick to S. Menaged [DOCID_00044787 – DOCID_00044789]
01/20/14	Email from D. Chittick to S. Menaged [DOCID_00044785] 6 Pages
01/20/14	Email from D. Chittick to S. Menaged [DOCID_00044736] 2 Pages
05/17/09	Email from D. Chittick to Carol Mulder [DIC0002222 – DIC0002223]
05/09/07	Email from D. Chittick to D. Beauchamp [DIC0000904]
02/14/14	Email from D. Beauchamp to D. Chittick [CH_0002444 – CH_0002447]
05/02/08	Email from D. Chittick to D. Beauchamp [DIC0000637 – DIC0000638]
05/01/13	Email from D. Chittick to D. Beauchamp [DIC0003706 – DIC0003707]
03/17/13	Email from D. Chittick to D. Beauchamp [DIC0000165]
03/10/14	Email from D. Chittick to D. Beauchamp [CH_0002640 – CH_0002642]
02/15/14	Email from D. Chittick to D. Beauchamp [CH_0002448 – CH_0002452]

DOCUMENTS REVIEWED

DATE	DOCUMENT
02/14/14	Email from D. Chittick to D. Beauchamp [CH 0001804 – CH 0001806]
02/07/14	Email from D. Chittick to D. Beauchamp [CH 0002042 – CH 0002044]
01/10/14	Email from D. Chittick to D. Beauchamp [CH 0001500 – CH 0001501]
07/30/16	Email from D. Beauchamp to Darrell Davis [DOCID 00004406]
09/12/13	Email from D. Beauchamp to D. Chittick [CH 0005451 – CH 0005454]
07/19/11	Email from D. Beauchamp to D. Chittick [DIC0003949 – DIC0003951]
07/21/16	Email from D. Beauchamp to D. Chittick [BC 001224 – BC 001228]
07/15/14	Email from D. Beauchamp to D. Chittick [CH_0005229 – CH_0005231] (DOCID 00003340)
07/18/11	Email from D. Beauchamp to Marvi Parsons [DIC0003969 – DIC0003970]
04/23/09	Email from D. Beauchamp to Ray Burgan [BC 000211 – BC 000214]
08/18/16	Email from D. Beauchamp to Lindsay Grove [DIC0011255 – DIC0011265]
02/04/14	Email from D. Beauchamp to D. Chittick [DIC0006673 – DIC0006675]
01/31/14	Email from D. Beauchamp to D. Chittick [DIC0006615 – DIC0006617]
01/16/14	Email from D. Beauchamp to D. Chittick [DIC0006221 – DIC0006224]
02/14/14	Email from D. Beauchamp to D. Chittick [DIC0006803 – DIC0006807]
04/01/09	Email from D. Beauchamp to D. Chittick [DIC0002326]
03/17/14	Email from D. Beauchamp to D. Chittick [DIC0006968 – DIC0006971]
07/11/11	Email from D. Beauchamp to D. Chittick [DIC0003974 – DIC0003975]
03/13/14	Email from D. Beauchamp to D. Chittick [CH 0002823 – CH 0002824]
06/30/11	Email from D. Beauchamp to D. Chittick [DIC0004050 – DIC0004052]
06/01/07	Email from D. Beauchamp to D. Chittick [DIC0000730]
06/06/11	Email from D. Beauchamp to D. Chittick [BC 001471 – BC 001472]
06/04/13	Email from D. Pihl to S. Menaged [DOCID 00074416] 3 Pages
08/10/16	Email from D. Beauchamp to Lindsay Grove [DOCID 00005926]
01/16/14	Email from D. Beauchamp to D. Chittick [DIC0006528 – DIC0006530]
02/25/14	Email from D. Beauchamp to D. Chittick [CH 0002341 – CH 0002343]
02/04/14	Email from D. Beauchamp to D. Chittick [CH 0001836 – CH 0001837]
01/17/14	Email from D. Beauchamp to D. Chittick [CH 0001472 – CH 0001478]

DOCUMENTS REVIEWED

DATE	DOCUMENT
01/21/14	Email from D. Beauchamp to D. Chittick [CH_0010097]
01/12/14	Email from D. Beauchamp to D. Chittick [CH_0001579 – CH_0001581]
05/22/07	Email from Anne Damos to D. Beauchamp; Kevin Merritt and Stella Weeks [
Undated	DenSco Property Investments LLC – Confidential Business Plan [DOCID_00087270] 3 Pages
09/26/16	Email from Jess Cody to S. Menaged [DOCID_00086656] 2 Pages
09/23/16	Email from Jess Cody to R. Anderson [DOCID_000866662] 16 Pages
05/22/17	Email from Anne Damos to D. Chittick [DIC0002508 – DIC0002509]
04/08/14	DenSco letter to Sarah Samgado at BofA [CH_EstateSDT_0026610]
10/23/14	Copy of Cashier's Check for \$288,109 made payable to David W. Cowles, Trustee for 2917 E. Preston Street [CH_EstateSDT_0025071]
10/02/12	Agreement between Active Funding Group, Easy Investments and Yomtov S. Menaged [R-RFP-Response000918 - R-RFP-Response000921]
04/03/19	Plaintiff's Disclosure of Expert Witness Report re: Standard of Care

EXHIBIT 12

1 John E. DeWulf (006850)
Marvin C. Ruth (024220)
2 Vidula U. Patki (030742)
COPPERSMITH BROCKELMAN PLC
3 2800 North Central Avenue, Suite 1900
Phoenix, Arizona 85004
4 T: (602) 224-0999
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5 jdewulf@cblawyers.com
mruth@cblawyers.com
6 vpatki@cblawyers.com

7 *Attorneys for Defendants*

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SUPERIOR COURT OF ARIZONA

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COUNTY OF MARICOPA

11

Peter S. Davis, as Receiver of DenSco
Investment Corporation, an Arizona
12 corporation,

No. CV2017-013832

13

Plaintiff,

**DEFENDANTS' SIXTH
SUPPLEMENTAL RULE 26.1
DISCLOSURE STATEMENT**

14

v.

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Clark Hill PLC, a Michigan limited liability
company; David G. Beauchamp and Jane
16 Doe Beauchamp, husband and wife,

17

Defendants.

18

Defendants Clark Hill PLC, David G. Beauchamp and Jane Doe Beauchamp
19 (collectively, "Defendants") **supplement their** initial disclosure statement according to
20 Arizona Rule of Civil Procedure 26.1. Defendants reserve the right to amend or supplement
21 this disclosure statement as discovery progresses. **Supplements are in bold.**

22

This case is **in process** and thus the content of this disclosure statement is preliminary
23 and subject to supplementation, amendment, explanation, change and amplification. Because
24 **discovery is continuing**, there may be information, documents, and materials related to the
25 various allegations and defenses set forth in the pleadings of which Defendants are presently
26 unaware. Defendants note that they do not currently have access to all potentially relevant

1 **VIII. EXHIBITS.**

2 Defendants have not yet identified which of the documents listed in Section IX below
3 will be used at trial, and therefore expressly reserve the right to introduce any of the listed
4 documents as exhibits at trial. Defendants may also use any documents identified in any other
5 party's disclosure statement or otherwise disclosed in this matter. By reserving the right to
6 introduce any of the listed documents as exhibits at trial, Defendants do not waive their right
7 to object to the introduction of any of these documents at the time of trial. Defendants will
8 supplement this initial disclosure statement in accordance with Arizona Rules of Civil
9 Procedure 26.1(b)(2).

10 Discovery is continuing. Defendants may supplement.

11 **IX. LIST OF RELEVANT DOCUMENTS.**

12 Defendants have not yet identified any additional relevant documents. The following
13 documents, or categories of documents, may be relevant or lead to discovery of admissible
14 evidence in this action and have already been exchanged or are being produced herewith:

- 15 1. Documents previously produced by Clark Hill bates labeled CH_0000001-
16 13330.
- 17 2. Additional documents produced herewith by Clark Hill bates labeled
18 CH_0013331-13374.
- 19 3. Documents previously produced by Plaintiff including bates labeled
20 DIC000001-25330, 28634-53950 and Quickbooks backup.
- 21 4. Documents previously produced by Plaintiff including bates labeled D126751-
22 128731 and 130972-133111.
- 23 5. Documents previously produced by Bryan Cave in response to Subpoena Duces
24 Tecum bates labeled BC000001-3188.
- 25 6. Documents produced herewith by Dave Preston in response to Subpoena Duces
26 Tecum bates labeled DP000001-601.

- 1 7. Any and all documents in CR-17-00680, United States of America v. Yomtov
2 Scott Menaged, et al.
- 3 8. All documents produced by any party or third party in this litigation.
- 4 9. All pleadings, filings, minute entries, orders and judgments.
- 5 10. All deposition or hearing transcripts in the above captioned litigation.
- 6 11. All transcripts from any Section 341 creditor meetings, Rule 2004 examinations,
7 depositions, or hearings in Yomtov Menaged's bankruptcy pending in the United
8 States Bankruptcy Court for the District of Arizona at 2:16-bk-04268.
- 9 12. Additional documents produced by Clark Hill bates labeled CH_000013387-
10 13616.
- 11 13. Documents produced by Sell Wholesale Funding in response to Subpoena Duces
12 Tecum bates labeled SELL000001-766.
- 13 14. Documents produced by Azben Limited, LLC in response to Subpoena Duces
14 Tecum bates labeled AZBEN000001-5248.
- 15 15. Documents produced by Geared Equity in response to Subpoena Duces Tecum
16 bates labeled GE000001-257.
- 17 16. Documents produced by Active Funding in response to Subpoena Duces Tecum
18 bates labeled AF000001-2448.
- 19 17. Documents produced in Defendant Clark Hill's Responses to Plaintiff's First Set
20 of Requests for Production bates labeled CH_0013617-13623 (previously
21 produced to counsel on 6/21/18).
- 22 18. Documents produced in Defendant David Beauchamp's Responses to Plaintiff's
23 First Set of Requests for Production bates labeled CH_0013624-13946
24 (previously produced to counsel on 6/21/18).
- 25 19. Additional documents produced by Clark Hill bates labeled CH_0013947-
26 17849.

- 1 20. Documents produced by Geared Equity in response to Subpoena Duces Tecum
2 bates labeled GEAR000001-203.
- 3 21. Documents produced by 50780 L.L.C. in response to Subpoena Duces Tecum
4 bates labeled 50780LLC - 000001-65.
- 5 **22. Additional documents produced by Clark Hill bates labeled CH_0017997-**
6 **18010 (previously produced to opposing counsel on 8/29/18).**
- 7 **23. Additional documents produced by Clark Hill bates labeled CH_0018012-**
8 **18013 (previously produced to opposing counsel on 8/30/18)(NOTE:**
9 **CH_0018011 not used)**
- 10 **24. Additional documents produced by Sell Wholesale Funding in response to**
11 **Subpoena Duces Tecum bates labeled SELL000767-1636.**
- 12 **25. Additional documents produced by Active Funding in response to Subpoena**
13 **Duces Tecum bates labeled AF002449-2644.**
- 14 **26. Additional documents produced by Azben Limited, LLC in response to**
15 **Subpoena Duces Tecum bates labeled AZBEN005249-5318.**
- 16 **27. Additional documents produced by Geared Equity LLC in response to**
17 **Subpoena Duces Tecum bates labeled DIETHELM 0001 – DIETHELM**
18 **0211.**
- 19 **28. Additional documents produced by 50780 LLC in response to Subpoena**
20 **Duces Tecum bates labeled HOEBING 0001 – HOEBING 0057.**
- 21 **29. Additional documents produced by Clark Hill bates labeled CH_0018014-**
22 **18023 (previously produced to opposing counsel on 9/21/18).**
- 23 **30. Additional documents produced by Clark Hill bates labeled**
24 **CH_EstateSDT_00000001-0072926 (previously produced to opposing**
25 **counsel on 12/21/18).**
- 26 **31. Documents previously produced by Plaintiff bates labeled D133112-135602.**

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- 32. Documents previously produced by Plaintiff bates labeled Menaged00001-3956.
- 33. Additional documents produced by Bank of America in response to Subpoena Duces Tecum bates labeled CH_BOA_SDT_00000001-31.
- 34. Documents previously produced by Plaintiff bates labeled RECEIVER_000001-1711.
- 35. Documents previously produced by Plaintiff bates labeled DIC_053951-73954.
- 36. Documents previously produced by Plaintiff bates labeled R-RFP-Response000001-937.

Defendants reserves the right to supplement the list of documents that may be relevant as information becomes available.

X. INSURANCE AGREEMENTS.

Defendants produced the insurance policies in effect during the relevant time period and the November 10, 2017 correspondence from Mendes & Mount, LLP, all of which are stamped “Confidential Materials.”

DATED this 13th day of March, 2019.

COPPERSMITH BROCKELMAN PLC

By: 

John E. DeWulf
Marvin C. Ruth
Vidula U. Patki
2800 North Central Avenue, Suite 1900
Phoenix, Arizona 85004
Attorneys for Defendants

1 **ORIGINAL** mailed and emailed this
13th day of March, 2019 to:

2 Colin F. Campbell, Esq.
3 Geoffrey M. T. Sturr, Esq.
4 Joshua M. Whitaker, Esq.
5 OSBORN MALEDON, P.A.
2929 N. Central Ave., Suite 2100
Phoenix, AZ 85012-2793
Attorneys for Plaintiff

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EXHIBIT 13

From: Colin Campbell <ccampbell@omlaw.com>
Sent: Thursday, April 25, 2019 7:54 AM
To: John E. DeWulf (JDeWulf@cblawyers.com); Marvin Ruth (MRuth@cblawyers.com)
Cc: Taiba Velic; Geoff Sturr
Subject: FW: Missing expert reference docs
Attachments: Index -Missing docs.pdf

John, fyi below. The way discovery has proceeded, we do not have your DOCID bates documents, they were produced to us under another bates number. Can you pull and forward these attached docs to us?

How are we doing in getting dates for standard of care experts? Colin

From: Taiba Velic
Sent: Wednesday, April 24, 2019 11:18 AM
To: Colin Campbell <ccampbell@omlaw.com>
Subject: Missing expert reference docs

Colin,

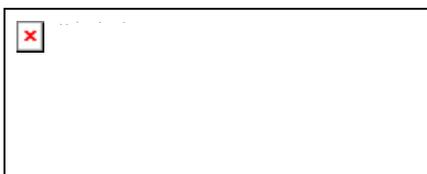
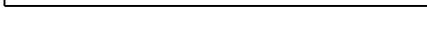
Attached is index of documents reviewed by Scott Rhodes in preparation of his expert report, provided to as an Exhibit B to his report.

I highlighted listed documents with "DOCID" bates number prefix that we can't figure out what they are. The DOCID documents were produced by us without a bates stamp, and opposing counsel labeled them with a DOCID prefix for several depositions. They did not serve us with the DOCID bates numbered documents, instead they are only attached to some of the depositions when marked as exhibits.

Opposing Counsel re-produced everything in three document collections with CH_REC_DEP, CHI and MEN bates prefix, so all of those DOCID bates numbered documents should be under CH_REC_DEP, CHI and MEN bates prefix- which we have, but unfortunately their expert description of documents only includes document descriptions like date, email from and to. The problem is for example that we have 10 more or less different emails for that specific date with same email from and to, so it is hard to tell which email they are referring.

Thanks
Taiba

Taiba Velic
Paralegal

	2929 North Central Avenue 21st Floor Phoenix, Arizona 85012 Telephone 602.640.9233 Facsimile 602.640.9050 tvelic@omlaw.com omlaw.com
	

DOCUMENTS REVIEWED

DATE	DOCUMENT
10/16/17	Complaint
10/17/17	Menaged Information-Indictment
05/16/17	Managed Indictment
10/17/17	Menaged Plea Agreement
04/24/14	Email from D. Chittick to D. Beauchamp [DIC0008660-DIC0008730]
04/14/14	Forbearance Agreement [DIC0008036]
Date Unknown	Transcript of Recorded Conversation Between D. Chittick and S. Menaged
2013	Chittick Corporate Journals [DIC0011918-DIC0012081]
06/14/13	Email from D. Chittick to D. Beauchamp [DIC0000055]
06/14/13	Email chain from D. Chittick to D. Beauchamp [DIC0003633]
01/08/18	Answer to Complaint
Undated	Chittick Letter to Investors
Undated	Chittick Letter to R. Koehler
Undated	Chittick Letter to Heuer
2008	Various Invoices from Bryan Cave [BC_003094 – BC_003131; BC_003135 – BC_003156; BC_001335 – BC_001338; BC_001387 – BC_001394; BC_001780 – BC_001787; BC_000103 – BC_000110; BC_000187 – BC_000190; BC_001821 – BC_001827; BC_001841 – BC_001847; BC_001852 – BC_001855; BC_001874 – BC_001877; BC_001882 – BC_001885; BC_001919 – BC_001921; BC_003074 – BC_003077; BC_001955 – BC_001958; BC_002005 – BC_002012; BC_002027 – BC_002031; BC_003091 – BC_003093]
06/14/13	Emails from D. Beauchamp enclosing FREO lawsuit [DIC0003635 – DIC0003636; BC_001979; DIC0000055 – DIC0000069]
02/17/14	Invoices from Clark Hill
01/16/14	Correspondence from R. Miller to Chittick re: demand Letter [DIC0008607-8626]
05/2014	Private Offering Memorandum – Redlined [DIC0008802 – DIC0008873]
08/17/16	Declaration of David G. Beauchamp in ACC Litigation w/exhibits
03/09/18	Defendants' Initial Rule 26.1 Disclosure Statement
03/09/18	Plaintiff's Initial Rule 26.1 Disclosure Statement
03/09/18	Plaintiff's Notice of Service of Preliminary Expert Opinion

We don't have exhibits

DOCUMENTS REVIEWED

DATE	DOCUMENT
09/07/18	Plaintiff's Disclosure of Areas of Expert Testimony
09/07/18	Defendants' Disclosure of Areas of Expert Testimony
09/19/16	Petition No. 3- DenSco Receivership – Preliminary Status Report
12/13/16	Petition No. 15 – DenSco Receivership – Status Report
12/26/17	Petition No. 50 – DenSco Receivership – Status Report
06/19/18	Deposition of Daniel Schenck
06/21/18	Deposition of Robert Anderson
07/19/18	Deposition of David Beauchamp- Vol. I
07/20/18	Deposition of David Beauchamp – Vol. II
08/22/18	Deposition of Shawna Heuer
08/31/18	Deposition of Mark Sifferman
07/11/18	Plaintiff's 4 th Supplemental Disclosure Statement
08/10/18	Defendants' 5 th Supplemental Disclosure Statement
07/19/18	Beauchamp Deposition Exhibits
08/22/18	Heuer Deposition Exhibits
06/19/18	Schenck Deposition Exhibits
08/31/18	Sifferman Deposition Exhibits
08/26/16	Transcript of Scott Menaged 341 Testimony
10/20/16	Transcript of Scott Menaged Rule 2004 Testimony
12/08/17	Transcript of Interview of Scott Menaged in ACC proceeding
11/14/18	Plaintiff's 5 th Supplemental Disclosure Statement & Exhibits A-E
11/16/18	Transcript of Peter Davis Deposition w/Exhibits
12/03/18	Transcript of Steve Bungler's Deposition w/Exhibits
12/17/18	Transcript of Victor Gojcaj's Deposition w/Exhibits
12/12/18	Transcript of Brian Imdieke's Deposition w/Exhibits
03/13/19	Defendants' 6 th Supplemental Disclosure Statement
03/20/14	Email from D. Chittick to S. Menaged [DOCID_0049595]
04/03/14	Email from D. Chittick to S. Menaged [DOCID_0049977]
02/14/14	Email from D. Chittick to S. Menaged [DOCID_0078388]
02/15/14	Email from D. Chittick to S. Menaged [DOCID_0078390]

DOCUMENTS REVIEWED

DATE	DOCUMENT
02/14/14	Email from D. Chittick to S. Menaged [DOCID_0078401]
02/12/14	Email from D. Chittick to S. Menaged [DOCID_0078468]
02/07/14	Email from D. Chittick to Yomtov Menaged [DOCID_0078621]
02/05/14	Email from D. Chittick to S. Menaged [DOCID_0078688]
02/03/14	Email from D. Chittick to S. Menaged [DOCID_0078839]
11/2018	Plaintiff's 5 th Supplemental Disclosure Statement - REDLINED
02/08/19	Transcript of Ed J. Hood's Deposition
02/08/19	Word Index for Ed Hood's Deposition
05/03/07	Notes re: Meeting with Denny Chittick (DenSco) [DIC00000939 – DIC00000941]
04/09/09	Notes re Meeting with D. Chittick (DenSco) [DIC0002433]
08/17/16	Notes re: Message from Wendy Cox and T/C with Wendy Scott [DIC0010951]
04/23/09	Draft Memo from D. Beauchamp to D. Chittick re: Applicable Licensing Regulations [BC_000208 – BC_000210]
09/12/13	Letter from D. Beauchamp to D. Chittick re: Representation of DenSco [CH_0000804 – CH_0000810]
03/16/15	Letter from G. Ianneli to D. Chittick and Yomotov Menaged re: Demand for Release of Mortgages [DOCID_00085946 - DOCID_00085946]
08/22/11	Letter from D. Beauchamp to Richard Traveler re: Complaint #4016559 (2012) [DIC0003806 - DIC0003819]
Undated	DenSco Property Investments LLC Confidential Business Plan [DOCID_00087270 – DOCID_00087270]
09/26/16	Email to Cody Jess from S. Menaged re: request for documents [DOCID_00086656] (2 pages)
09/23/16	Email to Cody Jess from Ryan Anderson [DOCID_00086662] (16 pages)
05/22/17	Email from Anne Damos to D. Chittick re: Revised Loan Documents [DIC0002508 – DIC0002509]
04/08/14	Letter from D. Chittick to Sarah Samgado of BofA re: his bank account [CH_EstateSDT_0026610]
03/31/14	Subordination Agreement for Judgment Lien [DOCID_00077527 – DOCID_00077527]
04/10/14	Notes re: Teleconference with Bob Miller [DIC0005402]
Undated	Notes re: Terms for Settlement [DIC0005430]

DOCUMENTS REVIEWED

DATE	DOCUMENT
09/05/16	Notes re Teleconference with Kevin Merritt [DIC0010972]
08/17/16	Notes re Teleconference with Gary Clapper [DIC0010948]
02/13/13	Email from Laura Boucher to S. Menaged re: EasyInvest Payment [DOCID_00074789 –DOCID_00074789]
06/05/07	Email from Kevin Merritt to D. Chittick [DIC0002475 – DIC0002476]
05/19/07	Email Kevin Merritt to D. Chittick re: Mortgage [DIC0002541 – DIC0002543]
04/23/14	Email from Jody Angel to S. Menaged [DOCID_00076991] 2 Pages
08/28/16	Email from Cody Jess to Ryan Anderson [DOCID_00086937] 5 Pages
Undated	List of Lending Guidelines [DIC0003430]
08/10/14	Handwritten message re: message left by D. Chittick [DIC0005401]
Undated	FORM letter from D. Chittick to S. Menaged [CH_EstateSDT_0066091]
04/16/14	Forbearance Agreement [DOCID_00005438] 24 Pages
05/03/11	Email from D. Chittick to Gus Schneider re: POM Update for DenSco [DIC0004159 – DIC0004160]
02/01/16	Email from Veronica Gutierrez to S. Menaged [DOCID_00087434]
04/23/14	Email from Veronica Gutierrez to D. Chittick re: 2219 W. Bethany Home [DOCID_00077001] 2 Pages
10/09/11	Email response from D. Chittick to S. Menaged [CH_EstateSDT_0039287] 3 Pages
11/02/15	Email from D. Chittick to S. Menaged [DOCID_00038876]
10/22/14	Email from D. Chittick to S. Menaged [DOCID_00024371] 7 Pages
06/16/16	Email from D. Chittick to S. Menaged [DOCID_00044252] 7 Pages
06/15/16	Email from D. Chittick to S. Menaged [DOCID_00044251] 7 Pages
06/14/11	Email from D. Chittick to S. Menaged [DOCID_00044223] 7 Pages
06/01/16	Email from D. Chittick to S. Menaged [DOCID_00043908] 2 Pages
04/06/16	Email from D. Chittick to S. Menaged [DOCID_00042674] 7 Pages
03/13/15	Email from D. Chittick to S. Menaged [DOCID_00030177] 10 Pages
11/10/12	Email from Gregg Reichman to S. Menaged and Jody Angel [DOCID_00074098] 2 Pages
06/05/13	Email from Gregg Reichman to S. Menaged and Jody Angel re: Confirmation of Discussion re: legal fees [DOCID_00074399] 2 Pages

DOCUMENTS REVIEWED

DATE	DOCUMENT
10/18/12	Email from Gregg Reichman to S. Menaged and Jody Angel re: new property financing [DOCID_00074182] 3 Pages
02/08/14	Email from D. Chittick to S. Menaged re: Workshare Professional Doc Distribution [DOCID_00078604] 3 Pages
06/04/13	Email from Debbie Pihl to S. Menaged [DOCID_00074413] 4 Pages
02/10/14	Email from D. Chittick to Yomtov Menaged [DOCID_00078518] 2 Pages
01/14/14	Email from D. Pihl to S. Menaged re: payoffs on properties [DOCID_00079194] 2 Pages
02/08/14	Email from D. Chittick to Yomtov Menaged [DOCID_000798610] 2 Pages
02/07/14	Email from D. Chittick to Yomtov Menaged [DOCID_00078635]
06/13/11	Email from D. Chittick to W. Bush [DIC0004076-DIC0004078]
02/07/14	Email from D. Chittick to Yomtov Menaged [DOCID_00078621]
11/03/15	Email from D. Chittick to S. Menaged [DOCID_00038934] 2 Pages
02/20/14	Email from D. Chittick to S. Menaged [DOCID_00078320] 2 Pages
02/17/14	Email from D. Chittick to S. Menaged [DOCID_00078381] 2 Pages
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078390]
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078388] 3 Pages
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078386]
02/15/14	Email from D. Chittick to S. Menaged [DOCID_00078393]
02/14/14	Email from D. Chittick to S. Menaged [DOCID_00078402] 5 Pages
02/28/14	Email to D. Chittick to S. Menaged [DOCID_00078109]
03/03/14	Email to D. Chittick to S. Menaged [DOCID_00078080] 2 Pages
02/28/14	Email from D. Chittick to S. Menaged [DOCID_00078112] 2 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078188] 2 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078185] 3 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078193] 2 Pages
02/26/14	Email from D. Chittick to S. Menaged [DOCID_00078191] 2 Pages
02/25/14	Email from D. Chittick to S. Menaged [DOCID_00078214]
02/24/14	Email from D. Chittick to S. Menaged [DOCID_00078264] 32 Pages
02/20/14	Email from D. Chittick to S. Menaged [DOCID_00078343] 2 Pages

DOCUMENTS REVIEWED

DATE	DOCUMENT
02/11/14	Email from D. Chittick to S. Menaged [DOCID_00078508] 2 Pages
02/10/14	Email from D. Chittick to S. Menaged [DOCID_00078558] 2 Pages
02/05/14	Email from D. Chittick to S. Menaged [DOCID_00078688] 2 Pages
02/14/14	Email from D. Chittick to S. Menaged [DOCID_00078401]
02/05/14	Email from D. Chittick to S. Menaged [DOCID_00078737]
02/13/14	Email from D. Chittick to Scott Menaged [DOCID_00078434] 2 Pages
02/13/14	Email from D. Chittick to S. Menaged [DOCID_00078438] 2 Pages
02/13/14	Email from D. Chittick to S. Menaged [DOCID_00078406] 5 Pages
02/12/14	Email from D. Chittick to S. Menaged [DOCID_00078468] 2 Pages
02/11/14	Email from D. Chittick to S. Menaged [DOCID_00078509]
06/30/11	Email from D. Chittick to various people [DIC0004056 – DIC0004059]
05/17/07	Email from D. Chittick to D. Beauchamp [DIC0000861]
06/12/11	Email from D. Chittick to W. Bush [DIC0004082 – DIC0004083]
05/15/07	Email from D. Chittick to D. Beauchamp re: Officer's and Director's Certificate [DIC0000888]
01/14/16	Email from D. Chittick to S. Menaged [DOCID_00040808] 2 Pages
04/03/14	Email from D. Chittick to S. Menaged [DOCID_00049977]
03/20/14	Email from D. Chittick to S. Menaged [DOCID_00049595] 2 Pages
01/21/14	Email from D. Chittick to S. Menaged [DOCID_00044699]
01/20/14	Email from D. Chittick to S. Menaged [DOCID_00044787 – DOCID_00044789]
01/20/14	Email from D. Chittick to S. Menaged [DOCID_00044785] 6 Pages
01/20/14	Email from D. Chittick to S. Menaged [DOCID_00044736] 2 Pages
05/17/09	Email from D. Chittick to Carol Mulder [DIC0002222 – DIC0002223]
05/09/07	Email from D. Chittick to D. Beauchamp [DIC0000904]
02/14/14	Email from D. Beauchamp to D. Chittick [CH_0002444 – CH_0002447]
05/02/08	Email from D. Chittick to D. Beauchamp [DIC0000637 – DIC0000638]
05/01/13	Email from D. Chittick to D. Beauchamp [DIC0003706 – DIC0003707]
03/17/13	Email from D. Chittick to D. Beauchamp [DIC0000165]
03/10/14	Email from D. Chittick to D. Beauchamp [CH_0002640 – CH_0002642]
02/15/14	Email from D. Chittick to D. Beauchamp [CH_0002448 – CH_0002452]

DOCUMENTS REVIEWED

DATE	DOCUMENT
02/14/14	Email from D. Chittick to D. Beauchamp [CH 0001804 – CH 0001806]
02/07/14	Email from D. Chittick to D. Beauchamp [CH 0002042 – CH 0002044]
01/10/14	Email from D. Chittick to D. Beauchamp [CH 0001500 – CH 0001501]
07/30/16	Email from D. Beauchamp to Darrell Davis [DOCID 00004406]
09/12/13	Email from D. Beauchamp to D. Chittick [CH 0005451 – CH 0005454]
07/19/11	Email from D. Beauchamp to D. Chittick [DIC0003949 – DIC0003951]
07/21/16	Email from D. Beauchamp to D. Chittick [BC 001224 – BC 001228]
07/15/14	Email from D. Beauchamp to D. Chittick [CH 0005229 – CH 0005231] (DOCID 00003340)
07/18/11	Email from D. Beauchamp to Marvi Parsons [DIC0003969 – DIC0003970]
04/23/09	Email from D. Beauchamp to Ray Burgan [BC 000211 – BC 000214]
08/18/16	Email from D. Beauchamp to Lindsay Grove [DIC0011255 – DIC0011265]
02/04/14	Email from D. Beauchamp to D. Chittick [DIC0006673 – DIC0006675]
01/31/14	Email from D. Beauchamp to D. Chittick [DIC0006615 – DIC0006617]
01/16/14	Email from D. Beauchamp to D. Chittick [DIC0006221 – DIC0006224]
02/14/14	Email from D. Beauchamp to D. Chittick [DIC0006803 – DIC0006807]
04/01/09	Email from D. Beauchamp to D. Chittick [DIC0002326]
03/17/14	Email from D. Beauchamp to D. Chittick [DIC0006968 – DIC0006971]
07/11/11	Email from D. Beauchamp to D. Chittick [DIC0003974 – DIC0003975]
03/13/14	Email from D. Beauchamp to D. Chittick [CH 0002823 – CH 0002824]
06/30/11	Email from D. Beauchamp to D. Chittick [DIC0004050 – DIC0004052]
06/01/07	Email from D. Beauchamp to D. Chittick [DIC0000730]
06/06/11	Email from D. Beauchamp to D. Chittick [BC 001471 – BC 001472]
06/04/13	Email from D. Pihl to S. Menaged [DOCID 00074416] 3 Pages
08/10/16	Email from D. Beauchamp to Lindsay Grove [DOCID 00005926]
01/16/14	Email from D. Beauchamp to D. Chittick [DIC0006528 – DIC0006530]
02/25/14	Email from D. Beauchamp to D. Chittick [CH 0002341 – CH 0002343]
02/04/14	Email from D. Beauchamp to D. Chittick [CH 0001836 – CH 0001837]
01/17/14	Email from D. Beauchamp to D. Chittick [CH 0001472 – CH 0001478]

DOCUMENTS REVIEWED

DATE	DOCUMENT
01/21/14	Email from D. Beauchamp to D. Chittick [CH_0010097]
01/12/14	Email from D. Beauchamp to D. Chittick [CH_0001579 – CH_0001581]
05/22/07	Email from Anne Damos to D. Beauchamp; Kevin Merritt and Stella Weeks [
Undated	DenSco Property Investments LLC – Confidential Business Plan [DOCID_00087270] 3 Pages
09/26/16	Email from Jess Cody to S. Menaged [DOCID_00086656] 2 Pages
09/23/16	Email from Jess Cody to R. Anderson [DOCID_000866662] 16 Pages
05/22/17	Email from Anne Damos to D. Chittick [DIC0002508 – DIC0002509]
04/08/14	DenSco letter to Sarah Samgado at BofA [CH_EstateSDT_0026610]
10/23/14	Copy of Cashier's Check for \$288,109 made payable to David W. Cowles, Trustee for 2917 E. Preston Street [CH_EstateSDT_0025071]
10/02/12	Agreement between Active Funding Group, Easy Investments and Yomtov S. Menaged [R-RFP-Response000918 - R-RFP-Response000921]
04/03/19	Plaintiff's Disclosure of Expert Witness Report re: Standard of Care

EXHIBIT 14

COPPERSMITH
BROCKELMAN
LAWYERS

Timothy J. Pompa, CP
Litigation Paralegal
tpompa@cblawyers.com
PH. (602) 381-5472
FAX (602) 224-6020

2800 North Central Avenue, Suite 1900
Phoenix, Arizona 85004
CBLAWYERS.COM

April 26, 2019

VIA HAND DELIVERY

Michelle Burns, Paralegal
OSBORN MALEDON, P.A.
2929 North Central Avenue, 21st Floor
Phoenix, Arizona 85012

Re: *DenSco Investment Corporation/Clark Hill PLC – Expert Reference Docs*

Michelle:

This letter is in response to Colin Campbell's April 25, 2019 email to John DeWulf requesting production documents that correspond to DOCID Bates labeled documents. See table below.

DOCID_0049595	CH_REC_CHI_0067892	DOCID_0038934	CH_REC_CHI_0048002
DOCID_0049977	CH_REC_CHI_0068720	DOCID_0078320	CH_REC_MEN_0026455
DOCID_0078388	CH_REC_MEN_0026576	DOCID_0078381	CH_REC_MEN_0026568
DOCID_0078390	CH_REC_MEN_0026580	DOCID_0078390	CH_REC_MEN_0026580
DOCID_0078401	CH_REC_MEN_0026600	DOCID_0078388	CH_REC_MEN_0026576
DOCID_0078468	CH_REC_MEN_0026749	DOCID_0078386	CH_REC_MEN_0026574
DOCID_0078621	CH_REC_MEN_0027218	DOCID_0078393	CH_REC_MEN_0026584
DOCID_0078688	CH_REC_MEN_0027482	DOCID_0078402	CH_REC_MEN_0026601
DOCID_0078839	CH_REC_MEN_0027814	DOCID_0078109	CH_REC_MEN_0025912
DOCID_0086662	CH_REC_MEN_0051420	DOCID_0078080	CH_REC_MEN_0025867
DOCID_0077527	CH_REC_MEN_0024310	DOCID_0078112	CH_REC_MEN_0025915
DOCID_0076991	CH_REC_MEN_0022721	DOCID_0078188	CH_REC_MEN_0026154
DOCID_0086937	CH_REC_MEN_0052672	DOCID_0078185	CH_REC_MEN_0026148
DOCID_0087434	CH_REC_MEN_0057581	DOCID_0078193	CH_REC_MEN_0026164
DOCID_0038876	CH_REC_CHI_0047890	DOCID_0078191	CH_REC_MEN_0026160
DOCID_0024371	CH_REC_CHI_0021026	DOCID_0078214	CH_REC_MEN_0026207
DOCID_0044252	CH_REC_CHI_0058507	DOCID_0078264	CH_REC_MEN_0026291
DOCID_0044251	CH_REC_CHI_0058450	DOCID_0078343	CH_REC_MEN_0026496
DOCID_0044223	CH_REC_CHI_0058048	DOCID_0078508	CH_REC_MEN_0026864
DOCID_0043908	CH_REC_CHI_0057301	DOCID_0078558	CH_REC_MEN_0027065
DOCID_0042674	CH_REC_CHI_0054991	DOCID_0078688	CH_REC_MEN_0027482
DOCID_0030177	CH_REC_CHI_0031610	DOCID_0078401	CH_REC_MEN_0026600
DOCID_0074098	CH_REC_MEN_0010508	DOCID_0078737	CH_REC_MEN_0027591
DOCID_0074182	CH_REC_MEN_0010901	DOCID_0078434	CH_REC_MEN_0026678

Michelle Burns, Esq.
April 26, 2019
Page 2

DOCID_0074413	CH_REC_MEN_0012070	DOCID_0078438	CH_REC_MEN_0026685
DOCID_0078518	CH_REC_MEN_0026879	DOCID_0078406	CH_REC_MEN_0026616
DOCID_0079194	CH_REC_MEN_0029541	DOCID_0078468	CH_REC_MEN_0026749
DOCID_0079861	CH_REC_MEN_0027195	DOCID_0078509	CH_REC_MEN_0026866
DOCID_0078635	CH_REC_MEN_0027275	DOCID_0040808	CH_REC_CHI_0051478
DOCID_0078621	CH_REC_MEN_0027218	DOCID_0044699	CH_REC_CHI_0059635
DOCID_0044787	CH_0059835	DOCID_0004406	CH_0018101
DOCID_0003340	CH_0005229	DOCID_0074416	CH_REC_MEN_0012080
DOCID_0005926	CH_0018231	DOCID_0086656	CH_REC_MEN_0051410
Transcript of S.	CH_0018102-18230		
Menaged 341			
Testimony			

Furthermore, it is not clear whether the documents identified in bold above were provided in earlier productions or already in your possession. In the event the documents are not in your possession, we have shared them via secure file transfer link. A separate email with link will be provided.

Best,



Tim J. Pompa

TJP/vlc

cc: Geoffrey Sturr, Esq.
Ryan W. Anderson, Esq.
John E. DeWulf, Esq.
Marvin D. Ruth, Esq.

EXHIBIT 15

1 John E. DeWulf (006850)
Marvin C. Ruth (024220)
2 Vidula U. Patki (030742)
COPPERSMITH BROCKELMAN PLC
3 2800 North Central Avenue, Suite 1900
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4 T: (602) 224-0999
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5 jdewulf@cblawyers.com
mruth@cblawyers.com
6 vpatki@cblawyers.com

7 *Attorneys for Defendants*

8

9

SUPERIOR COURT OF ARIZONA

10

COUNTY OF MARICOPA

11

Peter S. Davis, as Receiver of DenSco
Investment Corporation, an Arizona
12 corporation,

No. CV2017-013832

13

Plaintiff,

**DEFENDANTS' EIGHTH
SUPPLEMENTAL RULE 26.1
DISCLOSURE STATEMENT**

14

v.

15

Clark Hill PLC, a Michigan limited liability
company; David G. Beauchamp and Jane
16 Doe Beauchamp, husband and wife,

17

Defendants.

18

Defendants Clark Hill PLC, David G. Beauchamp and Jane Doe Beauchamp
19 (collectively, "Defendants") supplement their initial disclosure statement according to
20 Arizona Rule of Civil Procedure 26.1. Defendants reserve the right to amend or supplement
21 this disclosure statement as discovery progresses.

22

This case is in process and thus the content of this disclosure statement is preliminary
23 and subject to supplementation, amendment, explanation, change and amplification. Because
24 discovery is continuing, there may be information, documents, and materials related to the
25 various allegations and defenses set forth in the pleadings of which Defendants are presently
26 unaware. Defendants note that they do not currently have access to all potentially relevant

1 **IX. LIST OF RELEVANT DOCUMENTS.**

2 Defendants have not yet identified any additional relevant documents. The following
3 documents, or categories of documents, may be relevant or lead to discovery of admissible
4 evidence in this action and have already been exchanged or are being produced herewith:

- 5 1. Documents previously produced by Clark Hill bates labeled CH_0000001-
6 13330.
- 7 2. Additional documents produced herewith by Clark Hill bates labeled
8 CH_0013331-13374.
- 9 3. Documents previously produced by Plaintiff including bates labeled
10 DIC000001-25330, 28634-53950 and Quickbooks backup.
- 11 4. Documents previously produced by Plaintiff including bates labeled D126751-
12 128731 and 130972-133111.
- 13 5. Documents previously produced by Bryan Cave in response to Subpoena Duces
14 Tecum bates labeled BC000001-3188.
- 15 6. Documents produced herewith by Dave Preston in response to Subpoena Duces
16 Tecum bates labeled DP000001-601.
- 17 7. Any and all documents in CR-17-00680, United States of America v. Yomtov
18 Scott Menaged, et al.
- 19 8. All documents produced by any party or third party in this litigation.
- 20 9. All pleadings, filings, minute entries, orders and judgments.
- 21 10. All deposition or hearing transcripts in the above captioned litigation.
- 22 11. All deposition or hearing exhibits in the above captioned litigation.
- 23 12. All transcripts from any Section 341 creditor meetings, Rule 2004 examinations,
24 depositions, or hearings in Yomtov Menaged's bankruptcy pending in the United
25 States Bankruptcy Court for the District of Arizona at 2:16-bk-04268.
- 26

- 1 13. Additional documents produced by Clark Hill bates labeled CH_000013387-
2 13616.
- 3 14. Documents produced by Sell Wholesale Funding in response to Subpoena Duces
4 Tecum bates labeled SELL000001-766.
- 5 15. Documents produced by Azben Limited, LLC in response to Subpoena Duces
6 Tecum bates labeled AZBEN000001-5248.
- 7 16. Documents produced by Geared Equity in response to Subpoena Duces Tecum
8 bates labeled GE000001-257.
- 9 17. Documents produced by Active Funding in response to Subpoena Duces Tecum
10 bates labeled AF000001-2448.
- 11 18. Documents produced in Defendant Clark Hill's Responses to Plaintiff's First Set
12 of Requests for Production bates labeled CH_0013617-13623 (previously
13 produced to counsel on 6/21/18).
- 14 19. Documents produced in Defendant David Beauchamp's Responses to Plaintiff's
15 First Set of Requests for Production bates labeled CH_0013624-13946
16 (previously produced to counsel on 6/21/18).
- 17 20. Additional documents produced by Clark Hill bates labeled CH_0013947-
18 17849.
- 19 21. Documents produced by Geared Equity in response to Subpoena Duces Tecum
20 bates labeled GEAR000001-203.
- 21 22. Documents produced by 50780 L.L.C. in response to Subpoena Duces Tecum
22 bates labeled 50780LLC - 000001-65.
- 23 23. Additional documents produced by Clark Hill bates labeled CH_0017997-18010
24 (previously produced to opposing counsel on 8/29/18).
- 25
- 26

- 1 24. Additional documents produced by Clark Hill bates labeled CH_0018012-18013
2 (previously produced to opposing counsel on 8/30/18)(NOTE: CH_0018011 not
3 used)
- 4 25. Additional documents produced by Sell Wholesale Funding in response to
5 Subpoena Duces Tecum bates labeled SELL000767-1636.
- 6 26. Additional documents produced by Active Funding in response to Subpoena
7 Duces Tecum bates labeled AF002449-2644.
- 8 27. Additional documents produced by Azben Limited, LLC in response to
9 Subpoena Duces Tecum bates labeled AZBEN005249-5318.
- 10 28. Additional documents produced by Geared Equity LLC in response to Subpoena
11 Duces Tecum bates labeled DIETHELM 0001 – DIETHELM 0211.
- 12 29. Additional documents produced by 50780 LLC in response to Subpoena Duces
13 Tecum bates labeled HOEBING 0001 – HOEBING 0057.
- 14 30. Additional documents produced by Clark Hill bates labeled CH_0018014-18023
15 (previously produced to opposing counsel on 9/21/18).
- 16 31. Additional documents produced by Clark Hill bates labeled
17 CH_EstateSDT_00000001-0072926 (previously produced to opposing counsel
18 on 12/21/18).
- 19 32. Documents previously produced by Plaintiff bates labeled D133112-135602.
- 20 33. Documents previously produced by Plaintiff bates labeled Menaged00001-3956.
- 21 34. Additional documents produced by Bank of America in response to Subpoena
22 Duces Tecum bates labeled CH_BOA_SDT_00000001-31.
- 23 35. Documents previously produced by Plaintiff bates labeled RECEIVER_000001-
24 1711.
- 25 36. Documents previously produced by Plaintiff bates labeled DIC053951-73954.
- 26

- 1 37. Documents previously produced by Plaintiff bates labeled R-RFP-
2 Response000001-937.
- 3 38. Menaged00001-3956
- 4 39. CH_REC_CHI_0000001-153188
- 5 40. CH_REC_DEP_0000001-16263
- 6 41. CH_REC_MEN_0000001-169004
- 7 42. CH_0018024-18667
- 8 43. USBANK000001-894
- 9 44. RECEIVER_001712-5627
- 10 45. DIC073955-81283
- 11 46. JPMC 0001-484
- 12 47. Any and all documents in the following proceedings, including but not limited
13 to, CH_0018668-CH_0018830.
- 14 a. In re Yomtov Scott Menaged, Adversary Case No. 2:16-ap-00589-PS
- 15 b. In re Yomtov Scott Menaged, Adversary Case No. 2:17-ap-00116-PS
- 16 c. In re Yomtov Scott Menaged, Adversary Case No. 2:17-ap-00776-PS
- 17 d. Yomtov Scott Menaged v. USA, 2:18-CV-02417-GMS
- 18 48. Expert Kevin Olson Invoice. CH_0018831-18848
- 19 49. Expert Scott Rhodes Invoice. CH_0018849-18862
- 20 50. Additional documents produced by Clark Hill bates labeled CH_0018863-
21 18968.
- 22 51. Tax lien complaints (and service of process documents) filed against Easy
23 Investments, DenSco, and AFG in Maricopa County Superior Court at CV2013-
24 094134 and CV2013-094760 and produced herewith.
- 25
26

1 52. All timesheets or invoices produced by Plaintiff, including timesheets and
2 invoices reflecting Plaintiffs' experts (RECEIVER_005546-5627), Peter Davis',
3 and Ryan Anderson's work.

4 53. All documents placed in the Receiver's Depository.

5 54. All documents posted to the Receiver's website at
6 <https://denscoreceiver1.godaddysites.com/home.html>

7 55. All documents filed or to be filed in any proceeding brought by the Receiver, and
8 all documents produced in any such proceeding.

9 56. All correspondence between counsel in the above captioned proceeding,
10 including the communications produced herewith.

11 57. All documents recorded with the Maricopa County Recorder's office regarding
12 DenSco and other lender liens on properties purchased by Menaged or his
13 entities, including documents produced herewith.

14 Defendants reserves the right to supplement the list of documents that may be relevant
15 as information becomes available.

16 **X. INSURANCE AGREEMENTS.**

17 Defendants produced the insurance policies in effect during the relevant time period
18 and the November 10, 2017 correspondence from Mendes & Mount, LLP, all of which are
19 stamped "Confidential Materials."

20 DATED this 13th day of September, 2019.

21 **COPPERSMITH BROCKELMAN PLC**

22
23 By: 

24 John E. DeWulf
25 Marvin C. Ruth
26 Vidula U. Patki
2800 North Central Avenue, Suite 1900
Phoenix, Arizona 85004
Attorneys for Defendants

1 ORIGINAL mailed and emailed this
13th day of September, 2019 to:

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3 Geoffrey M. T. Sturr, Esq.
Joseph Roth, Esq.
4 Joshua M. Whitaker, Esq.
OSBORN MALEDON, P.A.
5 2929 N. Central Ave., Suite 2100
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6 Attorneys for Plaintiff

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13 Attorneys for Plaintiff

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IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
IN AND FOR THE COUNTY OF MARICOPA

Peter S. Davis, as Receiver of DenSco
Investment Corporation, an Arizona
corporation,

Plaintiff,

v.

Clark Hill PLC, a Michigan limited
liability company; David G. Beauchamp
and Jane Doe Beauchamp, husband and
wife,

Defendants.

No. CV2017-013832

ORDER

(Assigned to the Honorable
Daniel Martin)

Having considered Plaintiff's Motion for a Sanction for Late Disclosure of the Irregularities Email, and good cause appearing,

IT IS HEREBY ORDERED granting the motion.

IT IS FURTHER ORDERED that the jury will be instructed of Defendants' late disclosure of the referenced email.

IT IS FURTHER ORDERED that Plaintiff will propose a specific instruction on this issue as part of Plaintiff's pretrial proposal of jury instructions.

DATED this _____ day of _____, 2019.

Honorable Daniel Martin
Judge of the Superior Court