

**IN THE CIRCUIT COURT OF THE 17TH JUDICIAL CIRCUIT
IN AND FOR BROWARD COUNTY, FLORIDA**

**MATTHEW CARONE, as Trustee for the
Carone Marital Trust # 2 UTD 1/26/00,
Carone Gallery, Inc. Pension Trust, Carone
Family Trust, Carone Marital Trust # UTD
1/26/00 and Matthew D. Carone Revocable
Trust, JAMES JORDAN, as Trustee for the
James A. Jordan Living Trust, ELAINE
ZIFFER, as individual, and FESTUS AND
HELEN STACY FOUNDATION, INC., a
Florida corporation,**

**Case No. 12-24051 (07)
COMPLEX LITIGATION UNIT**

Plaintiffs

v.

**MICHAEL D. SULLIVAN, individually,
*Et al.***

Defendants.

_____ /

**NOTICE OF FILING
DECLARATION OF HELEN DAVIS CHAITMAN**

NOTICE IS HEREBY GIVEN that Becker & Poliakoff, P.A., files the attached Declaration of Helen Davis Chaitman in Opposition to the March 4, 2014 Motion served by Philip J. Von Kahle (the “Conservator”) to hold Helen Davis Chaitman in contempt for allegedly violating the January 17, 2013 Order Appointing Conservator, the Order Authorizing the Conservator to File a Claim with the Madoff Victim Fund (the “MVF Order”), and the Stipulation entered into before the Court at the February 7, 2014 Status Conference (the “Stipulation”).

Respectfully submitted this 6th day of March, 2014.

BECKER & POLIAKOFF, P.A.
One East Broward Blvd., Suite 1800
Fort Lauderdale, FL 33301
Telephone: (954) 985-4174
Facsimile: (954) 985-4176
kmarkow@bplegal.com
aziade@bplegal.com

By /s/ Kevin Markow
KEVIN MARKOW
Florida Bar No. 66982

ACTIVE: B15426/311903:5533048_1

**IN THE CIRCUIT COURT OF THE 17TH JUDICIAL CIRCUIT
IN AND FOR BROWARD COUNTY, FLORIDA**

**MATTHEW CARONE, as Trustee for the
Carone Marital Trust # 2 UTD 1/26/00,
Carone Gallery, Inc. Pension Trust,
Carone Family Trust, Carone Marital
Trust # UTD 1/26/00 and Matthew D.
Carone Revocable Trust, JAMES
JORDAN, as Trustee for the James A.
Jordan Living Trust, ELAINE ZIFFER, as
individual, and FESTUS AND HELEN
STACY FOUNDATION, INC., a Florida
corporation,**

Plaintiffs

v.

**MICHAEL D. SULLIVAN, individually,
*Et al.***

Defendants.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

HELEN DAVIS CHAITMAN, being duly sworn, states:

1. I am a member of the firm of Becker & Poliakoff LLP (the “Firm”). I submit this declaration in opposition to the March 4, 2014 motion served by Philip J. Von Kahle (the “Conservator”) to hold me in contempt for allegedly violating the January 17, 2013 Order Appointing Conservator, the Order Authorizing the Conservator to File a Claim with the Madoff Victim Fund (the “MVF Order”), and the Stipulation entered into before the Court at the February 7, 2014 Status Conference (the “Stipulation”).

2. As set forth herein, the Conservator’s Motion contains several false statements, is utterly lacking in merit and should be denied entirely.

B&P's representation of the Partnerships

3. I represented the Partnerships from late 2009, and until the Conservator was appointed, with respect to the liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS"). In December 2010, the Partnerships were sued by Irving H. Picard, the BLMIS Trustee, on the theory that they had received preferential transfers, that is, payments within 90 days of the bankruptcy filing. We were successful in obtaining a decision from Judge Rakoff in the Southern District of New York that Picard is barred by 11 U.S.C. Section 546(e) from recovering preferential transfers. Although that decision was appealed by Picard, the decision allowed us to structure a settlement of the two lawsuits. Under the S&P settlement, the claim of S&P is allowed by Picard in the amount of \$10,131,036. In the event that the Second Circuit affirms Judge Rakoff's ruling on Section 546(e), the claim will be increased by \$325,000. Under the P&S settlement, the claim of P&S is allowed for \$2,406,624.65. In the event that the Second Circuit affirms Judge Rakoff's ruling on Section 546(e), the claim will be increased by \$800,000.

4. Yesterday, I argued in the Second Circuit Court of Appeals on behalf of my remaining clients that Judge Rakoff's decision should be affirmed. To my knowledge, the Conservator did not retain counsel to represent the Partnerships' interests in the Second Circuit. Thus, if the decision is affirmed, the Conservator will have received a windfall benefit from the work that B&P did for its other BLMIS clients.

B&P's representation of the individual partners

5. In addition to its representation of the Partnerships in the litigations brought by Picard, the Firm was retained in 2009 by some of the individual partners to litigate the issue of whether each of them is entitled to up to \$500,000 in insurance from the Securities Investor Protection Corporation (the "SIPC Insurance Litigation").

6. In the SIPC Insurance Litigation, Picard served discovery demands upon B&P demanding all documents in our clients' possession or control relating to their investments through the Partnerships. See Exh. A. Many of the partners are elderly and were long-term investors. They did not have the records necessary to establish their deposits and withdrawals. I therefore wrote to Mr. Von Kahle requesting that he provide the documentation to me that Picard had demanded in discovery.

7. Much to my surprise, Mr. Von Kahle refused to provide me with this information. I therefore served him, on January 15, 2014, with a subpoena issued from the United States Bankruptcy Court for the Southern District of New York wherein the SIPC Insurance Litigation is pending.

8. As the Court will recall, Mr. Von Kahle raised this issue with the Court on February 7, 2014 – without any notice to me and/or B&P. The Court telephoned B&P's Fort Lauderdale office and my partner, Kevin Markow, was kind enough to rush over to Court and work out a stipulation pursuant to which Mr. Von Kahle agreed to provide me with a summary of the information I needed for the SIPC Insurance Litigation, although he refused to provide me with the back-up documentation. To date I have not received the documentation which is essential for me to protect the rights of the partners that B&P represents in the SIPC Insurance Litigation – the very partners to whom Mr. Von Kahle owes a fiduciary duty.

The Madoff Victim Fund

9. The Madoff Victim Fund was established by the Department of Justice to compensate victims of Madoff's crimes. The purpose of the Fund is to compensate the people who lost the money; not the entities through which they invested. As explained on the MVF website:

► **Q3.** Who qualifies as a "victim"?

Federal law defines a "victim" as "any person" who suffered a "pecuniary loss" as a "direct result" of crime. For purposes of the MVF, you qualify as a victim *if you lost your own money as a direct result of investments that were rendered worthless by the Madoff fraud.*

You may have invested with Madoff Securities directly, or you may have invested with an investment partnership, family trust, investment company, managed fund of a bank, a "feeder fund," or some other type of entity that in turn invested in Madoff Securities (directly or indirectly). It doesn't matter how the money got into Madoff Securities - if it was actually your own money, it was actually invested in Madoff Securities, and you lost it due to the collapse of Madoff Securities, you are a victim.

<http://madoffvictimfund.com/FAQ.shtml>; emphasis in original.

10. In fact, the MVF clearly states that the fund through which a victim invested should **not** receive any compensation from the MFV because the money is intended to compensate the people who actually lost the money:

► **Q16.** Under the law that governs my pooled investment vehicle, the fund was responsible for investment decisions, and the fund has the power to collect assets of the fund. Doesn't that mean the fund should receive any payments from the MVF?

That is the way it works in the bankruptcy and under SIPA, but not in remission proceedings. If someone stole your money, you are eligible to seek reimbursement out of forfeited assets that were recovered by the Department of Justice. But the invested assets that were lost must have belonged to you. If you held legal title to investments in Madoff Securities, as an intermediary or otherwise, but you were not the ultimate investor, then it is the investor, not the intermediary, who is generally the eligible victim under the Plan.

Of course, investment funds have whatever powers they have to collect assets of the fund, and we aren't changing that. Investment funds are free to pursue actions to recover the assets of the fund under all applicable domestic or foreign laws, including the Bankruptcy Code. But **the money held in the MVF is forfeited assets that belong to the United States of America. Therefore, these are not Madoff Securities "assets" that normal creditors, customers, administrators, liquidators or others can pursue, or that foreign entities have jurisdiction over. The purpose of the**

MVF is to serve as the vehicle through which the United States Department of Justice will help actual victims recover their losses.

<http://madoffvictimfund.com/FAQ.shtml>; (emphasis added).

11. Thus, clearly, Mr. Von Kahle, as Conservator, has no right to receive compensation from the MVF. The money belongs to the victims of Madoff's crimes. While Mr. Von Kahle complains that I have written to my clients and informed them of this fact, I felt that I had an ethical obligation to inform my clients of what the Department of Justice has stated to the public on the MVF website. Again, many of the partners are elderly and do not have access to computers; thus they would have no way of knowing what the Department of Justice has published on the MVF website.

12. While the MVF encourages the non-investor accountholders to file claims for informational purposes, the money must be paid to the actual victims.

13. Because I was concerned that B&P's individual partner/clients would be unable to fill out the claim forms, B&P offered to file the MVF claims for its clients without compensation and simply as an accommodation to our clients. The claim forms require the evidence of deposits and withdrawals – the same documentation necessary for the SIPC Insurance Litigation. Mr. Von Kahle refused to provide this documentation to me but he did agree, by March 10, 2014, to provide me with copies of a page of the MVF claim forms which listed the deposits and withdrawals.

14. Mr. Von Kahle insisted that B&P withdraw its subpoena before he complied with even this meager production. We assured Mr. Von Kahle that we would withdraw the subpoena immediately after he complied with the stipulation.

The Conservator's allegations are baseless

15. Mr. Von Kahle complains that I have violated the Conservator Order. This Order empowers the Conservator to “do any and all things necessary for the proper management, wind-down, preservation, maintenance, protection and administration of the Conservatorship Property.” (Conservator Order at 5). Clearly, the MVF compensation payments are not “Conservatorship Property.” They are payments to victims of crimes – the partners themselves.

16. Moreover, when this Court entered the MVF Order, I do not know whether it was brought to the Court’s attention that the MVF does not compensate the Conservator, or the Partnerships. The MVF compensates only the partners who were the victims of Madoff’s crimes. Thus, while the Conservator has a fiduciary duty to assist the partners in obtaining compensation from the MVF, the Conservator can have no interest in that compensation because the Conservator was not the victim of Madoff’s crimes.

17. Speaking of something of which he is obviously ignorant and in his eagerness to cast aspersions on me, Mr. Von Kahle claims that B&P’s pursuit of the SIPC Insurance Litigation “depletes the Madoff estate through administrative expense [and] reduces the funds available for partners Chaitman claims to represent.” Motion ¶ 15. In fact, SIPC pays all of the administrative expenses in a SIPC liquidation; those expenses are not charged against the fund of customer property which is used 100% to pay allowed customer claims.

18. Speaking, again, from ignorance, Mr. Von Kahle states that “Chaitman, not the partner . . . would receive the partner’s MVF check.” Motion ¶ 29. This, again, is false. B&P has not asked the MVF to send checks to B&P; we have specifically asked that the checks be sent directly to the partners. Again, we are doing this without compensation solely as an accommodation to elderly victims of a crime.

/s/ Helen Davis Chaitman

Sworn to before me this 5th day
of March 2014

PWS
Notary Public

Baker & Hostetler LLP

45 Rockefeller Plaza

New York, New York 10111

Telephone: (212) 589-4200

Facsimile: (212) 589-4201

David J. Sheehan

Email: dsheehan@bakerlaw.com

Jorian L. Rose

Email: jrose@bakerlaw.com

Nicholas J. Cremona

Email: ncremona@bakerlaw.com

Bik Cheema

Email: bcheema@bakerlaw.com

*Attorneys for Irving H. Picard, Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC
and the Estate of Bernard L. Madoff*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

SECURITIES INVESTOR PROTECTION
CORPORATION

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

SIPA LIQUIDATION

Case No. 08-01789 (BRL)

(Substantively Consolidated)

**TRUSTEE'S FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS TO
CLAIMANT**

PLEASE TAKE NOTICE that pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure (the "Federal Rules") and Rule 7034 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Civil Rules of the United States District Court for the Southern District of New York (the "Local Rules") and this Court (the "Local Bankruptcy Rules"), Irving H. Picard, Trustee (the "Trustee") for the Liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") pursuant to the Securities Investor Protection Act ("SIPA"), and the estate of Bernard L. Madoff, hereby requests that Joan L. Hughes; Henry C. & Irmgard M. Koehler, Trust; Abraham & Rita Newman; Joyce Forte or Bruce Cummings or Lyn Cummings; Holy Ghost Fathers South West Brazil; Burt Moss & Associates Inc., 401K Plan; Burt & Susan Moss TEN ENT; Janet E. Molchan; Robert & Suzanne Plati; Suzanne K. Plati; James A. Jordan, Living Trust; Holy Ghost Father of Ireland; Paroquia de Santa Luzia; Adam C. & Tonya K. Langley; Robert G. Walsh Family Trust #3; Walsh Family Trust #3; Robert G. Walsh Family Trust #4; Ande Anderten; Paul J. Frank; Susan M. & Victor G. Shaheen; Mary Ellen Nickens; Walsh Family Trust #2; Myra Friedman Revocable Trust; Alex and Angela Shanks; Gerald Login; Elaine Ziffer; Sam & Edith Rosen; Group Benefit Consultants, Inc. Defined Benefit Plan and Trust; Sandra W. Dydo; Catherine G. Walden; Abraham Saland; Rebekah Wills & Richard J. Wills Jr.; Matthew D. Carone Revocable Trust; Carone Gallery Inc. Pension Trust; Carone Marital Trust #2 UTD 1/26/00; Carone Marital Trust #1 UTD 1/26/00; Carone Family Trust; and, Calla and Marvin Gutter produce Documents responsive to the document requests (the "Document Requests") set forth herein to the offices of Baker

& Hostetler LLP, c/o Mr. Bik Cheema, 45 Rockefeller Plaza, New York, New York 10111
within 35 days of the date set forth below.

DEFINITIONS

1. The rules of construction and definitions in Local Rule 26.3, as adopted in Rule 7026-1 of the Local Bankruptcy Rules, are hereby incorporated by reference. All defined terms, including those defined in Local Rule 26.3, are capitalized herein.

2. “Account” means BLMIS account 1ZA873.

3. “Accountholder” means P & S Associates, General Partnership.

4. “BLMIS” means Bernard L. Madoff Investment Securities LLC, Madoff Securities International Ltd. (“MSIL”), Madoff Securities International LLC, Bernard L. Madoff, Ruth Madoff, and all affiliated Persons and entities, including, but not limited to, any officers, directors, agents, representatives, employees, partners, parent companies, subsidiaries, predecessor or successor and related entities, and affiliates of the above specifically identified Persons and entities.

5. “Claim” means claim numbers 002429, 003192, 003270, 003428, 003763, 003775, 003783, 003869, 003962, 003981, 004482, 004487, 004488, 004560, 004646, 004647, 004648, 004673, 004950, 004966, 005012, 005042, 005180, 005362, 005421, 005622, 005909, 006122, 006322, 007092, 008134, 008198, 008218, 009838, 011229, 011230, 011238, 011277, 011278 and 012857.

6. “Claimant” means Joan L. Hughes; Henry C. & Irmgard M. Koehler, Trust; Abraham & Rita Newman; Joyce Forte or Bruce Cummings or Lyn Cummings; Holy Ghost Fathers South West Brazil; Burt Moss & Associates Inc., 401K Plan; Burt & Susan Moss TEN ENT; Janet E. Molchan; Robert & Suzanne Plati; Suzanne K. Plati; James A. Jordan, Living Trust; Holy Ghost Father of Ireland; Paroquia de Santa Luzia; Adam C. & Tonya K. Langley;

Robert G. Walsh Family Trust #3; Walsh Family Trust #3; Robert G. Walsh Family Trust #4; Ande Anderten; Paul J. Frank; Susan M. & Victor G. Shaheen; Mary Ellen Nickens; Walsh Family Trust #2; Myra Friedman Revocable Trust; Alex and Angela Shanks; Gerald Login; Elaine Ziffer; Sam & Edith Rosen; Group Benefit Consultants, Inc. Defined Benefit Plan and Trust; Sandra W. Dydo; Catherine G. Walden; Abraham Saland; Rebekah Wills & Richard J. Wills Jr.; Matthew D. Carone Revocable Trust; Carone Gallery Inc. Pension Trust; Carone Marital Trust #2 UTD 1/26/00; Carone Marital Trust #1 UTD 1/26/00; Carone Family Trust; and, Calla and Marvin Gutter.

7. “Concerning” means relating to, referring to, describing, evidencing, embodying, constituting, or referencing.

8. “Objection” means the objection filed at docket number 1680.

9. “You” or “Your” means Joan L. Hughes; Henry C. & Irmgard M. Koehler, Trust; Abraham & Rita Newman; Joyce Forte or Bruce Cummings or Lyn Cummings; Holy Ghost Fathers South West Brazil; Burt Moss & Associates Inc., 401K Plan; Burt & Susan Moss TEN ENT; Janet E. Molchan; Robert & Suzanne Plati; Suzanne K. Plati; James A. Jordan, Living Trust; Holy Ghost Father of Ireland; Paroquia de Santa Luzia; Adam C. & Tonya K. Langley; Robert G. Walsh Family Trust #3; Walsh Family Trust #3; Robert G. Walsh Family Trust #4; Ande Anderten; Paul J. Frank; Susan M. & Victor G. Shaheen; Mary Ellen Nickens; Walsh Family Trust #2; Myra Friedman Revocable Trust; Alex and Angela Shanks; Gerald Login; Elaine Ziffer; Sam & Edith Rosen; Group Benefit Consultants, Inc. Defined Benefit Plan and Trust; Sandra W. Dydo; Catherine G. Walden; Abraham Saland; Rebekah Wills & Richard J. Wills Jr.; Matthew D. Carone Revocable Trust; Carone Gallery Inc. Pension Trust; Carone Marital Trust #2 UTD 1/26/00; Carone Marital Trust #1 UTD 1/26/00; Carone Family Trust;

and, Calla and Marvin Gutter and/or anyone acting on Joan L. Hughes; Henry C. & Irmgard M. Koehler, Trust; Abraham & Rita Newman; Joyce Forte or Bruce Cummings or Lyn Cummings; Holy Ghost Fathers South West Brazil; Burt Moss & Associates Inc., 401K Plan; Burt & Susan Moss TEN ENT; Janet E. Molchan; Robert & Suzanne Plati; Suzanne K. Plati; James A. Jordan, Living Trust; Holy Ghost Father of Ireland; Paroquia de Santa Luzia; Adam C. & Tonya K. Langley; Robert G. Walsh Family Trust #3; Walsh Family Trust #3; Robert G. Walsh Family Trust #4; Ande Anderten; Paul J. Frank; Susan M. & Victor G. Shaheen; Mary Ellen Nickens; Walsh Family Trust #2; Myra Friedman Revocable Trust; Alex and Angela Shanks; Gerald Login; Elaine Ziffer; Sam & Edith Rosen; Group Benefit Consultants, Inc. Defined Benefit Plan and Trust; Sandra W. Dydo; Catherine G. Walden; Abraham Saland; Rebekah Wills & Richard J. Wills Jr.; Matthew D. Carone Revocable Trust; Carone Gallery Inc. Pension Trust; Carone Marital Trust #2 UTD 1/26/00; Carone Marital Trust #1 UTD 1/26/00; Carone Family Trust; and, Calla and Marvin Gutter's behalf. "You" or "Your" does not include Joan L. Hughes; Henry C. & Irmgard M. Koehler, Trust; Abraham & Rita Newman; Joyce Forte or Bruce Cummings or Lyn Cummings; Holy Ghost Fathers South West Brazil; Burt Moss & Associates Inc., 401K Plan; Burt & Susan Moss TEN ENT; Janet E. Molchan; Robert & Suzanne Plati; Suzanne K. Plati; James A. Jordan, Living Trust; Holy Ghost Father of Ireland; Paroquia de Santa Luzia; Adam C. & Tonya K. Langley; Robert G. Walsh Family Trust #3; Walsh Family Trust #3; Robert G. Walsh Family Trust #4; Ande Anderten; Paul J. Frank; Susan M. & Victor G. Shaheen; Mary Ellen Nickens; Walsh Family Trust #2; Myra Friedman Revocable Trust; Alex and Angela Shanks; Gerald Login; Elaine Ziffer; Sam & Edith Rosen; Group Benefit Consultants, Inc. Defined Benefit Plan and Trust; Sandra W. Dydo; Catherine G. Walden; Abraham Saland; Rebekah Wills & Richard J. Wills Jr.; Matthew D. Carone Revocable Trust;

Carone Gallery Inc. Pension Trust; Carone Marital Trust #2 UTD 1/26/00; Carone Marital Trust #1 UTD 1/26/00; Carone Family Trust; and, Calla and Marvin Gutter acting in any way on behalf of, for the benefit of, or in any capacity as a representative of Accountholder.

10. For all purposes herein, spelling, grammar, syntax, abbreviations, idioms, and proper nouns shall be construed and interpreted according to their context to give proper meaning and consistency to the Document Requests.

11. Reference to any Person that is not a natural person and is not otherwise defined herein refers to and includes any parent, subsidiary, affiliate, division, branch, agency, representative office, predecessor, successor, principal, member, director, officer, shareholder, manager, employee, attorney-in-fact, attorney, nominee, agent, or representative of such Person.

INSTRUCTIONS

Federal Rules 26-37, made applicable to this proceeding pursuant to Bankruptcy Rules 7026-7037, and the Local Bankruptcy Rules, are hereby incorporated by reference and apply to each of the following instructions:

1. All Documents shall be identified by the request(s) to which they are primarily responsive or be produced as they are maintained in the usual course of business.
2. Produce all Documents and all other materials described below in Your actual or constructive possession, custody, or control, including in the possession, custody, or control of a current or former employee, wherever those Documents and materials are maintained, including on personal computers, PDAs, wireless devices, or web-based emails systems such as Gmail, Yahoo, etc.
3. You must produce all Documents in Your possession, custody, or control, whether maintained in electronic or paper form and whether located on hardware owned and maintained by You or hardware owned and/or maintained by a third party that stores data on

Your behalf. You must produce all such Documents even if they were deleted or in draft form. Without limitation, hardware where such data may be stored includes: servers; desktop, laptop, or tablet computers; cell and smart phones; PDA devices; scanners, fax machines, and copying machines; and mobile storage devices, such as thumb or external hard drives. Electronically stored Documents include any computerized data or content stored on electromagnetic media. Without limitation, types of electronically stored Documents include email, voicemail, instant messages, intranet and internet system data, telephone and cellular telephone calling records, data compilations, spreadsheets, word processing Documents, images, databases, digital photocopier memory, and any other information stored in memory storage devices.

4. Produce the original or duplicate, as such terms are defined by Rule 1001 of the Federal Rules of Evidence, of each Document requested together with all non-identical copies and drafts of that Document. If a duplicate is produced, it should be legible and bound or stapled in the same manner as the original.

5. Documents not otherwise responsive to these Requests should be produced: (i) if such Documents mention, discuss, refer to, explain, or concern one or more Documents that are called for by these Requests; (ii) if such Documents are attached to, enclosed with, or accompany Documents called for by these Requests; or (iii) if such Documents constitute routing slips, transmittal memoranda or letters, comments, evaluations, or similar materials.

6. Documents attached to each other should not be separated; separate Documents should not be attached to each other.

7. Documents should include all exhibits, appendices, linked Documents, or otherwise appended Documents that are referenced in, attached to, included with, or are a part of the requested Documents.

8. If a request calls for information Concerning a withdrawal from a BLMIS account, You must include Documents that reflect the account name and number for the account the funds were transferred from and to, method of transfer (i.e., wire, check, etc.), date of, amount and the reason for the withdrawal.

9. If any Document, or any part thereof, is not produced based on a claim of attorney-client privilege, work-product protection, or any other privilege, then in answer to such request or part thereof, for each such Document, You must:

- a. Identify the type, title and subject matter of the Document;
- b. state the place, date, and manner of preparation of the Document;
- c. Identify all authors, addressees, and recipients of the Document, including information about such Persons to assess the privilege asserted; and
- d. Identify the legal privilege(s) and the factual basis for the claim.

10. Documents should not contain redactions unless such redactions are made to protect information subject to the attorney-client privilege and/or work product doctrine. In the event any Documents are produced with redactions, a log setting forth the information requested in Instruction 9 above must be provided.

11. To the extent a Document sought herein was at one time, but is no longer, in Your actual or constructive possession, custody, or control, state whether it: (i) is missing or lost; (ii) has been destroyed; (iii) has been transferred to others; and/or (iv) has been otherwise disposed of. In each instance, Identify the Document, state the time period during which it was maintained, state the circumstance and date surrounding authorization for such disposition, Identify each Person having knowledge of the circumstances of the disposition, and Identify each Person who had possession, custody, or control of the Document. Documents prepared prior to,

but which relate or refer to, the time period covered by these Document Requests are to be identified and produced.

MANNER OF PRODUCTION

1. All Documents produced to the Trustee shall be provided in either native file (“native”) or single-page 300 dpi-resolution group IV TIF format (“tiff”) format as specified below, along with appropriately formatted industry-standard database load files, and accompanied by true and correct copies or representations of unaltered attendant metadata. Where Documents are produced in tiff format, each Document shall be produced along with a multi-page, Document-level searchable text file (“searchable text”) as rendered by an industry-standard text extraction program in the case of electronic originals, or by an industry-standard Optical Character Recognition (“ocr”) program in the case of scanned paper Documents. Searchable text of Documents shall not be produced as fielded data within the “.dat file” as described below.

2. Database load files and production media structure: Database load files shall consist of: (i) a comma-delimited values (“.dat”) file containing: production Document identifier information, data designed to preserve “parent and child” relationships within document “families,” reasonably accessible and properly preserved metadata (or bibliographic coding in the case of paper Documents), custodian or Document source information; and (ii) an Opticon (“.opt”) file to facilitate the loading of tiff images. Load files should be provided in a root-level folder named “Data,” images shall be provided within a root level “Images” folder containing reasonably structured subfolders, and searchable text files shall be provided in a single root-level “Text” folder. If any of the Documents produced in response to these requests are designated as confidential pursuant to the Litigation Protective Order, in addition to marking the Documents

with the brand “CONFIDENTIAL” or branding the media with the word “CONFIDENTIAL,” also include a Confidential field within the load file, with a “yes” or “no” indicating whether the Document has been designated as confidential, as well as native file loading/linking information (where applicable).

3. Electronic Documents and data, generally: Documents and other responsive data or materials created, stored, or displayed on electronic or electro-magnetic media shall be produced in the order in which the Documents are or were stored in the ordinary course of business, including all reasonably accessible metadata, custodian or Document source information, and searchable text as to allow the Trustee, through a reasonable and modest effort, to fairly, accurately, and completely access, search, display, comprehend, and assess the Documents’ true and original content.

4. Emails and attachments, and other email account-related Documents: All Documents and accompanying metadata created and/or stored in the ordinary course of business within commercial, off-the-shelf email systems including but not limited to Microsoft Exchange™, Lotus Notes™, or Novell Groupwise™ shall be produced in tiff format, accompanying metadata, and searchable text files or, alternately, in a format that fairly, accurately, and completely represents each Document in such a manner as to make the Document(s) reasonably useable, manageable, and comprehensible by the Trustee.

5. Documents and data created or stored in or by structured electronic databases: With the exclusion of email and email account-related Documents and data, all Documents and accompanying metadata created and/or stored in structured electronic databases or files shall be produced in a format that enables the Trustee to reasonably manage and import those Documents into a useable, coherent database. Documents must be accompanied by reasonably detailed

documentation explaining the Documents' content and format including but not limited to data dictionaries and diagrams. Some acceptable formats, if and only if provided with definitive file(s), table(s), and field level schemas include:

- a. XML format file(s);
- b. Microsoft SQL database(s);
- c. Access database(s); and/or
- d. Fixed or variable length ASCII delimited files.

6. Spreadsheets, multimedia, and non-standard file types: All Documents generated or stored in software such as Microsoft Excel or other commercially available spreadsheet programs, as well as any multimedia files such as audio or video, shall be produced in their native format, along with an accompanying placeholder image in tiff format indicating a native file has been produced. A "Nativelink" entry shall be included in the .dat load file indicating the relative file path to each native file on the production media. To the extent the party has other file types that do not readily or easily and accurately convert to tiff and searchable text, the party may elect to produce those files in native format subject to the other requirements listed herein. Native files may be produced within a separate root-level folder structure on deliverable media entitled "Natives."

7. "Other" electronic Documents: All other Documents and accompanying metadata and embedded data created or stored in unstructured files generated by commercially available software systems (excluding emails, structured electronic databases, spreadsheets, or multimedia) such as, but not limited to, word processing files (such as Microsoft Word), image files (such as Adobe .pdf files and other formats), and text files shall be produced in tiff and searchable text format in the order the files are or were stored in the ordinary course of business.

8. Paper Documents: Documents originally created or stored on paper shall be produced in tiff format. Relationships between Documents shall be identified within the Relativity .dat file utilizing document identifier numbers to express parent document/child attachment boundaries, folder boundaries, and other groupings. In addition, the searchable text of each Document shall be provided as a multi-page text file as provided for by these requests.

REQUESTS FOR PRODUCTION OF DOCUMENTS

1. All Documents Concerning BLMIS, including, but not limited to correspondence to, from, or Concerning BLMIS; any contracts or agreements with or relating to BLMIS; any customer or other statements of account; and/or any marketing or promotional materials.

2. Any Documents other than those requested in question 1 above, which evidence that You had an account in your name at BLMIS.

3. All Documents that evidence that You were identified or otherwise reflected in BLMIS's books and records.

4. All Documents Concerning any relationship between You and BLMIS.

5. All Documents Concerning Your entrustment of securities and/or funds to BLMIS.

6. All Documents Concerning Your withdrawal of funds from BLMIS.

7. All Documents Concerning any BLMIS account in which You invested, including the Account.

8. All Documents that evidence you had control or discretion over investment assets at BLMIS.

9. All Documents Concerning Accountholder, including, but not limited to, Documents Concerning the formation of Accountholder; Your rights and interests as it relates to Accountholder; the management of Accountholder; any marketing, promotional, or other

informational materials; and all financial records Concerning Your relationship with Accountholder, such as checks, account statements, bank account records, and tax Documents.

10. All Documents You intend to rely upon to support Your claim to “customer” status as such term is defined in 15 U.S.C. § 7811(2).

11. All Documents disputing that the investment assets at BLMIS were owned by and in the name of the Accountholder.

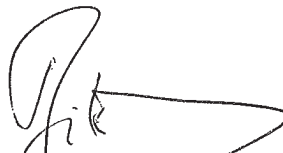
12. All Documents that support Your Objection.

13. All Documents You identified, reviewed, prepared, or consulted in responding to discovery in this matter.

14. All organizational Documents relating to You or any entity that is affiliated with or otherwise related to You through common or affiliated management or otherwise, including, but not limited to, articles of incorporation; limited partnership, limited liability company or trust agreements; memoranda of association and articles of association; or any Document with an equivalent function, each as originally constituted and as amended or otherwise modified through the date of your response, where Claimant is not a natural person.

15. All trust/will instruments, including any amendments, where Claimant is a trust and/or estate.

Dated: August 30, 2013

A handwritten signature in black ink, appearing to read 'D. J. Sheehan', is written over a horizontal line.

David J. Sheehan

Jorian L. Rose

Nicholas J. Cremona

Bik Cheema

Baker & Hostetler LLP

45 Rockefeller Plaza

New York, New York 10111

Telephone: (212) 589-4200

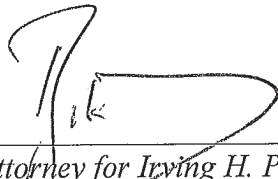
Facsimile: (212) 589-4201

*Attorneys for Irving H. Picard, Trustee for the
Substantively Consolidated SIPA Liquidation
of Bernard L. Madoff Investment Securities
LLC and the Estate of Bernard L. Madoff*

CERTIFICATE OF SERVICE

I hereby certify that a true and accurate copy of the foregoing Request for Production of Documents and accompanying letter relating to the objection to the Trustee's determination of claim numbers 002429, 003192, 003270, 003428, 003763, 003775, 003783, 003869, 003962, 003981, 004482, 004487, 004488, 004560, 004646, 004647, 004648, 004673, 004950, 004966, 005012, 005042, 005180, 005362, 005421, 005622, 005909, 006122, 006322, 007092, 008134, 008198, 008218, 009838, 011229, 011230, 011238, 011277, 011278 and 012857 (Case No. 08-01789, Docket No. 1680) was served this 30th day of August, 2013 by First Class Certified Mail upon the following:

Helen Davis Chaitman
Becker & Poliakoff LLP
45 Broadway, 8th Floor
New York, New York 10006



*An Attorney for Irving H. Picard, Trustee for the
Substantively Consolidated SIPA Liquidation of
Bernard L. Madoff Investment Securities LLC
and the Estate of Bernard L. Madoff*