



Andrew W. Robertson
Partner
+1.332.282.6639
andrew@moka.law

May 23, 2024

FILED ELECTRONICALLY BY NYSCEF

Hon. Margaret Chan, J.S.C.
Supreme Court of the State of New York
Commercial Division
60 Centre Street, Courtroom 252
New York, NY 10007

RE: *Vision BioBanc Holdings, LLC v. Derek R. Taller, Index No. 651706/2024*

Dear Justice Chan:

This firm represents Plaintiff Vision BioBanc Holdings, LLC (“Vision” or the “Company”) in the above-referenced action. We write to bring important developments to Your Honor’s attention in connection with the Order to Show Cause entered by the Court on April 16, 2024 (Doc. No. 13; “OTSC”), which included a Temporary Restraining Order (“TRO”), and Plaintiff’s pending request for a preliminary injunction, which was fully briefed as of last Friday, May 17, 2024.

As Your Honor may recall, Defendant Derek R. Taller (“Taller”) is Vision’s former CEO and Chair of its Board of Managers, and he was removed from those positions by Vision’s members (*i.e.*, its shareholders) earlier this year. Unwilling to accept his removal, Defendant has publicly disputed the validity of the members’ actions and has engaged in a campaign of interference with the Company’s operations. Vision brought this action for declaratory judgment affirming Taller’s removal from his positions with the Company (Doc. No. 1), and it sought interim relief preventing further interference by Defendant during the pendency of this litigation (Doc. No. 8).

On April 16, 2024, this Court entered a TRO enjoining Defendant from, among other things, “[p]urporting to provide instructions, directions, or orders on behalf of the Company to any of its service providers, counterparties, consultants, advisor, or legal counsel” or “[a]ccessing, using, or moving any money or assets belonging to the Company.” OTSC at 2-3.

Plaintiff recently discovered that, in blatant disregard of the TRO, Defendant purported to retain a law firm, Sichenzia Ross Ference Carmel LLP (“Sichenzia”), to represent Vision in an ongoing SEC investigation, which arises from Taller’s misconduct during his tenure with the company. *See* Exhibits A-B. Taller, purportedly acting as “Managing Member/Authorized Agent” of Vision, represented that the Company would pay the Sichenzia

firm a retainer of \$50,000. Taller was assisted in these actions by his frequent collaborator, Anthony Raftopol, who is a New York-admitted attorney and has been made aware of Taller's removal from the Company.¹ Taller and Raftopol engaged in these actions as recently as May 1, 2024—two full weeks after the Court enjoined Taller “and anyone acting in concert with [him]” from providing instructions, directions, or orders to Vision's service providers, including legal counsel, and from accessing, using, or moving any money or assets belonging to the company. *See* OTSC at 2-3.

Plaintiff respectfully requests that the Court: (i) direct Taller to advise the Sichenzia firm that his purported engagement of that firm on behalf of Vision was unauthorized²; (ii) direct Taller to reimburse Vision for any monies he caused the Company to pay to the Sichenzia firm (unless such monies are immediately refunded by the Sichenzia firm); (iii) direct Taller and Raftopol to refrain from any further violations of the Court's TRO; and (iv) hold Taller and Raftopol in contempt for their prior violations.

Furthermore, Plaintiff respectfully submits that Defendant's conduct underscores the need for the Court to grant the requested preliminary injunction enjoining Taller from further interference with the Company during the pendency of this action, and illustrates why Defendant's proposal that he be permitted to re-involve himself in the Company's operations is unworkable.

Plaintiff appreciates Your Honor's consideration of this matter.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Andrew W. Robertson".

Andrew W. Robertson

cc: All counsel by NYSCEF

¹ See <https://iapps.courts.state.ny.us/attorneyservices/wicket/page/DetailsPage?2>.

² The Company's current management already has advised the Sichenzia firm that Taller lacked authority to retain counsel on behalf of Vision. Unfortunately, however, management is all too familiar with the confusion third parties face when presented with conflicting instructions by Taller, so it is important that Taller confirm to the Sichenzia firm that his actions were unauthorized.