

**SUPREME COURT OF NEW YORK  
NY COUNTY COMMERCIAL DIVISION**

DAVID LESSEN,

Plaintiff,

vs.

STHEALTH CAPITAL ADVISORS LLC,  
STHEALTH CAPITAL INVESTMENT  
CORPORATION, LLC, ST HEALTH CAPITAL  
PARTNERS LLC, VISION BIO ADVISORS  
LTD, VISION BIOBANC HOLDINGS INC., and  
DEREK TALLER, in his professional and  
individual capacity,

Defendants.

Index No. 655070/2023

**AFFIRMATION OF HUGH HILL**

HUGH HILL, an attorney duly admitted to practice law before the Courts of the State of New York, hereby affirms the following under penalty of perjury:

1. I am currently an Officer (Secretary) of Vision Biobanc Holdings, LLC (the “Fund”), as well as Fund’s corporate counsel. I am fully familiar with the facts and circumstances set forth below.

2. This affirmation is respectfully submitted in support of Plaintiff’s Order to Show Cause seeking to disqualify Matthew J. Walters and the law firm of Walters & Walters as Counsel for the Fund Defendant.

3. Pursuant to a Resolution of the Members of the Board of the Fund dated December 20, 2023 and subsequently approved in writing by the majority of the Members of the Fund, Derek Taller (“Taller”) was removed as a Director and Manager of the Fund effective

January 1, 2024, and has had no authority to bind the Fund or control or direct any of its assets since that date. By that same Resolution, a new Board was established for the Fund.

4. Thereafter, on January 19, 2024, Taller filed an action purportedly on behalf of the Fund, seeking to enjoin the new Board. *See Vision BioBanc Holdings, LLC v. Barry Saxe, et al.*, Index No. 650288/2 (the “Injunction Action”).

5. That action was dismissed after a subsequent vote held on January 26, 2024 at a special meeting of Vision’s members, which reaffirmed the election of the new Board, the removal of Taller, and affirmed all actions taken by the new Board since its empanelment effective January 1, 2024. At that time, the counsel whom Taller had engaged to purportedly represent the Fund and sue the new Board in the Injunction Action, withdrew. They acknowledged the new Board, determined that they could no longer pursue a case on behalf of a client they did not validly represent and thus withdrew.

6. On February 19, 2024, the court dismissed Injunction Action.

7. On April 2, 2024, the Fund filed a motion for a Declaratory Judgment against Taller seeking to prevent Taller from asserting that he had control of the Fund and its assets, representing or claiming to third-parties such control in order to tortiously interfere with the Fund or otherwise, and enjoin Taller from his ongoing illegal electronic hacking against the Fund and its accounts.

8. The sitting Board of Directors for the Fund has never spoken with Matthew J. Walters or any lawyer with Walters & Walters and did not retain them on behalf of the Fund in the instant matter.

9. As of January 1, 2024, Mr. Taller did not have authority to bind the Fund in any manner, including retaining counsel or approving legal filings, and his status as a Board Member and Manager was removed as of January 1, 2024.

10. As of January 8, 2024 when Mr. Walters and his firm filed a Motion To Dismiss Mr. Lassen's Complaint on behalf of the Fund, they did not have authority to represent the Fund or file the Motion. In fact, the Board was entirely unaware that Walters had entered a notice of appearance on behalf of the Fund.

11. In the event of Walters' disqualification, the sitting Board of Directors for the Fund will not retain Walters or his firm to represent the Fund given his representation of Taller, and that he Walters filed the Motion to Dismiss on behalf of the Fund without authority to do so.

DATED: April 15, 2024  
New York, New York

Respectfully submitted,



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Hugh Hill, Esq.