

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

VISION BIOBANC HOLDINGS LLC,

Plaintiff,

v.

DEREK R. TALLER,

Defendant.

Index No. 651706/2024

**AFFIRMATION OF HUGH HILL
IN SUPPORT OF PLAINTIFF'S
ORDER TO SHOW CAUSE**

Motion Sequence: #002

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, in accordance with CPLR § 2106:

1. I am currently an Officer (Secretary) of the Plaintiff, Vision Biobanc Holdings, LLC (the "Company"), as well as the Company's corporate counsel. I am fully familiar with the facts and circumstances set forth below.

2. I submit this affirmation in support of Plaintiff's Order to Show Cause to address certain points raised in Defendant Derek Taller's Opposition (Doc. No. 18) and Taller's Affirmation (Doc. No. 19).

3. Pursuant to a Resolution of the Members of the Company dated December 20, 2023 (the "Resolution") and subsequently approved in writing by the majority of the Members of the Plaintiff, Taller was removed as a Director and Manager of the Plaintiff effective January 1, 2024. The Resolution also established a new Board of Managers for the Company, comprised of the Company's largest investor, Barry Saxe, as Chairperson, Donald Garlikov, Stormy Adams, Joseph Taussig and Ruben Neftali Gety Rodriguez (collectively, the "Current Board").

4. I assisted Mr. Saxe in compiling and tabulating the written responses to the Resolution, which we collected through the DocuSign electronic signature application. By January 1, 2024, Members holding more than a majority of the Company's equity interests had signed the Resolution. Eventually, Members holding a total of 4,923,192 Membership Units (approximately 75% of the total outstanding) signed the Resolution.

5. I have maintained a schedule of all Members who signed the Resolution, as well as a file of the signature pages they executed.

6. On January 26, 2024, a special meeting of Vision's members was held (the "Special Meeting"). At the Special Meeting, the Board provided an update to the Members on actions taken since Taller's removal and the extent of Taller's malfeasance uncovered to date.

7. The Members also voted, either directly via email balloting or indirectly via written proxy, immediately after the Special Meeting, to (i) affirm the election of the new Board, (ii) affirm the removal of Taller and his former confederates and agents, and (iii) affirm all actions taken by the new Board since its empanelment effective January 1, 2024. Members holding a total of 4,777,646 Membership Units (approximately 71% of the total outstanding) voted in favor of the foregoing.

8. I have maintained a schedule of all Members who attended and/or voted at the Special Meeting, as well as a file of their ballots and proxies.

9. On or around March 1, 2024, Taller, employing hackers based in Dubai, illegally seized control of the Company's core Microsoft server account. Included in this were a SharePoint drive containing each of the schedules of members who had approved the Resolution and/or voted at the January 2024 meeting, as well as the individual signature pages, votes, and proxies. As of

the date hereof, despite the assistance of law enforcement, the Company has not been able to fully re-establish sole control over its Microsoft server and Taller.

10. In his affirmation submitted in this action, Taller, under penalty of perjury, denied ever having any evidence of the Special Meeting, its results, and the results of the Resolution. This is contravened by the statements of his attorneys from Foley & Lardner in the Prior Injunction Action, who were provided the opportunity to review documentation regarding the Member Resolution and the Special Meeting, and determined that a supermajority of members had supported Taller's removal and the election of the Current Board.

11. In his affirmation, Taller attaches a list of six "purported vendors that he claims are the Company's only payables (Doc. No. 16).

12. Contrary to Taller's statements, those are far from the Company's only outstanding payables. Our initial review has found approximately twenty unpaid obligations, including nearly \$100,000 of unpaid rent for the Company's offices in San Juan, Puerto Rico that Taller abandoned as part of his efforts to defalcate with the Company's assets to his hideout in Dubai; \$30,000 in information technology ("IT") bills; and almost \$20,000 of unpaid Puerto Rican taxes. Pursuant to the direction provided in this Court's Order to Show Cause (Doc. No. 13), we have settled the IT and Puerto Rico tax payables and are nearing finalization of a settlement with the landlord for the unpaid rent.

13. Concerningly, we question the legitimacy of the six payables Taller identifies. Two of the entities set forth on the purported list of payables (American International and Legacy Consulting) are entities that the Company never had any discernable contractual relationship or recorded communication with prior to January 2, 2024. Based on our review of the communications and bank statements, the Company believes these are new, and yet more of the

same, sham entities that Taller used to directly, through “management entities,” or indirectly, such as through his mistress’s “public relations company,” syphon at least \$2.5 million of the Company’s funds to himself over a three-year span. This is in addition to the hundreds of thousands of dollars of the Company’s assets Taller spent to finance his jet-setting lifestyle during that period. These two entities account for \$108,865.53 of the \$128,61.90 in “payables” Taller listed.

14. Even more troubling, five out of the six invoices Taller identified are dated after he was removed from the Company’s email and server systems on January 2, 2024. This leads to two disturbing conclusions: Taller either fabricated these invoices or they are the fruits of his ongoing illegal interference in the Company’s affairs, including the cyber-hacking campaign against the Company, which remains ongoing notwithstanding the Court’s orders that he cease doing so.

15. Lastly, while I am reluctant to address them as that may in some remote way confer some legitimacy on them, I feel compelled to respond to Taller’s baseless attacks on me and a member of the Board of Managers (Joseph Taussig) as ”conflicted.”

16. Taller claims that Mr. Taussig is conflicted because his firm, Taussig Capital, filed suit against the Company and Taller in the fall of 2023. The suit, which, like many vendor suits and claims against the Company, was for Taller’s failure to honor his contractual commitment to compensate Taussig Capital for services rendered to, and expenses paid on behalf of, the Company in 2020 and 2021. The suit was settled in principle as between Taussig Capital and the Company months ago, and the claims against the Company have been voluntarily dismissed. Taussig Capital is now suing Taller exclusively.

17. Similarly, Taller claims that I am conflicted because I submitted an affidavit that the Board of Directors of the Company has not retained, authorized or even communicated with Taller’s lawyer in this action (Matthew J. Walters) regarding Walters’ purported representation of

the Company in a separate suit brought by Taller's former CFO, David Lessen, against Taller and host of Taller-related entities (including the Company) for unpaid compensation and other fees that Taller owed Lessen. As I stated in that affidavit, neither the Board nor any of its officers have ever spoken with Matthew J. Walters or any lawyer with Walters & Walters, and we can find no written record in the files or emails of their retention in the Lessen matter.

18. I respectfully request that the Court issue the Preliminary Injunction to allow the Board and myself to continue our efforts as we work tirelessly to clean up the mess Taller made of the Company, cooperate with law enforcement, and recover the money Taller took from its investors.

I hereby affirm that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

DATED: May 17, 2024
New York, New York

Hugh Hill
Hugh Hill (May 17, 2024 17:31 EDT)
Hugh Hill, Esq.