

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
(WEST PALM BEACH DIVISION)

CASE NO. 09-80480-CIV-HURLEY/HOPKINS
(Ancillary Proceeding to U.S.D.C. Case No. 08-81565-CIV-HURLEY/HOPKINS)

<p>JONATHAN E. PERLMAN, Esq., as court appointed Receiver of Creative Capital Consortium, LLC, et al.,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>DOROTHY DELISFORT-THEODULE, an individual, WEALTH BUILDERS CIRCLE, LLC, a Georgia limited liability company, CARIBBEAN AIRWAYS, LLC, a Florida limited liability company, DONNA HAVER, INC., a Florida limited liability company, GOOD BUY HOMES, INC., a Florida corporation, INTERNATIONAL DEVELOPMENT ENTREPRENEURS OF AMERICA, INC., a Florida corporation, and COMPLETE AUTO REPAYMENT SOLUTIONS, INC., a Georgia corporation,</p> <p style="text-align: center;">Defendants.</p> <hr/>	
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PLAINTIFF'S UNILATERAL PRETRIAL STIPULATION

The Plaintiff, Jonathan E. Perlman, Esq., the court-appointed Receiver (the "Receiver") of Creative Capital Consortium, LLC, A Creative Capital Concept\$, LLC,¹ United Investment Club, LLC, Reverse Auto Loan, LLC, Wealth Builders Circle, LLC, The Dream Makers Capital

¹ Creative Capital Consortium, LLC and A Creative Capital Concept\$, LLC shall sometimes collectively be referred to herein as "Creative Capital" or the "Creative Capital Entities."

Investment, LLC, G\$ Trade Financial, Inc. and Unity Entertainment Group, Inc.,² and the Defendant, Dorothy Delisfort-Theodule³ (collectively, the “Parties”), in accordance with Rule 16.1 of the Local Rules of the United States District Court for the Southern District of Florida, submit this Joint Pretrial Stipulation and hereby aver, stipulate and agree as follows:

I. STATEMENT OF THE CASE

A. Fraudulent Transfer Claims

The Receiver seeks pursuant to the Florida Uniform Fraudulent Transfer Act to avoid and recover alleged transfers made by the Receivership Entities to the Defendant during 2008 (the “Disputed Transfers.”) The alleged Disputed Transfers were made to the Defendant in connection with her role as an officer and principal of a Georgia limited liability company known as Wealth Builders Circle, LLC (“Wealth Builders.”)

The Receiver seeks avoidance and recovery of the Disputed Transfers under FUFTA based upon alternating theories of actual fraud and constructive fraud. With respect to actual fraud, the Receiver will attempt to prove at trial that the Disputed Transfers were made by the Receivership Entities with the actual intent to hinder, delay, or defraud creditors. With respect to constructive fraud, the Receiver will attempt to prove at trial that the Disputed Transfers were made by the Receivership Entities for less than reasonably equivalent value at a time when the company was insolvent.

In the alternative, the Receiver seeks recovery in the amount of the Disputed Transfers based upon the equitable theories of unjust enrichment and constructive trust. Namely, the

² Since the filing of the Complaint, the Receivership has again been expanded and now includes Creative Capital Consortium, LLC, A Creative Capital Concept\$, LLC, United Investment Club, LLC, Reverse Auto Loan, LLC, Wealth Builders Circle, LLC, The Dream Makers Capital Investment, LLC, G\$ Trade Financial, Inc. and Unity Entertainment Group, Inc. which entities shall sometimes be collectively referred to as the “Receivership Entities.”

³ The claims against all other listed defendants have been resolved either through voluntary dismissal or default.

Receiver alleges that it conferred an unearned benefit upon the Defendant which ought now be disgorged.

B. The Aiding and Abetting and Conspiracy Claims

The Defendant, at all times material to the Receiver's claims, is the wife of George Theodule ("Theodule"), a Haitian immigrant to the United States who organized and operated the Receivership Entities as part of a massive investment fraud Ponzi scheme. Theodule preyed mostly upon his fellow Haitian nationals residing in the United States by holding himself out as a sophisticated financial investor promising to double the investments made by unwitting investors in less than 90 days.

Wealth Builders played a prominent role in Theodule's fraudulent scheme. The company was operated as an "investment club" in which the wrongfully obtained investment funds were deposited and later misappropriated by Theodule for his personal gain. The Receiver alleges that the Defendant, in her role as a principal and officer of Wealth Builders, overtly assisted and conspired with Theodule in furtherance of the fraudulent scheme. In connection therewith, the Receiver seeks a judgment for damages in excess of \$60 million based upon the legal theories of aiding and abetting and conspiracy to commit breach of fiduciary duty and conversion.

II. BASIS FOR FEDERAL JURISDICTION

This Court has subject matter jurisdiction over this matter pursuant to 28 U.S.C. §§754 and 1692.

III. PLEADINGS RAISING THE ISSUES FOR TRIAL

The issues for trial are raised in the Plaintiff's Amended Complaint To Avoid And Recover Fraudulent Transfers and For Other Relief (D.E #6) filed on June 9, 2009 and in the Defendant's corresponding Answer and Defenses (D.E. #14) filed on February 19, 2010.

IV. PENDING UNDISPOSED MOTIONS

1. Receiver's Motion for Partial Summary Judgment Regarding Actual Intent to Hinder, Delay or Defraud Creditors (D.E. #11.)

2. Receiver's Motion To Enforce Order To Show Cause Why Motion for Summary Judgment Should Not Be Granted (D.E. #29.)

V. STATEMENT OF UNCONTESTED FACTS

1. George Theodule and the Receivership Entities caused the Disputed Transfers identified in Plaintiff's Exhibit # 1 to be made to the Defendant in the amounts and on the dates identified therein.

2. The funds comprising the Disputed Transfers were assets of the Receivership Entities at the time the Disputed Transfers were made to the Defendant.

3. At all times material to the Receiver's claims, the Defendant is the wife of George Theodule.

4. At all times material to the Receiver's claims, the Defendant was a principal and an officer of Wealth Builders.

VI. COMBINED ISSUES OF FACT AND LAW WHICH REMAIN TO BE LITIGATED AND/OR DETERMINED BY THE COURT

i. Combined issues of fact and law regarding the Receiver's Fraudulent Transfer Claims based upon Constructive Fraud.

a. Whether at the time of the Dispute Transfers the Receivership Entities were insolvent.

b. Whether at the time of the Dispute Transfers the Receivership Entities operated with unreasonably small capital.

c. Whether at the time of the Dispute Transfers the Receivership Entities were engaged in or about to engage in business or a transaction, for which any

property remaining with the Receivership Entities was unreasonably small capital.

- d. Whether at the time of the Dispute Transfers the Receivership Entities incurred or intended to incur any new debts beyond its ability to pay as such debt matured.
- e. Whether the Receivership Entities received reasonably equivalent value in exchange for the Disputed Transfers.
- g. Whether the Disputed Transfers are avoidable and recoverable pursuant the Florida Uniform Fraudulent Transfer Act at Florida Statutes Chapter 726.101 et seq. (“FUFTA.”)
- h. Whether the Defendant has a lien upon any of the Disputed Transfers taken by the Defendants “for value and in good faith” under FUFTA.

ii. Combined issues of fact and law regarding the Receiver’s Fraudulent Transfer Avoidance Claims based upon Actual Fraud.

- a. Whether, in connection with the Disputed Transfers the Receivership Entities created and implemented a fraudulent scheme with the intent to defraud, hinder or delay its creditors, pursuant to FUFTA.
- b. Whether the Disputed Transfers are avoidable and recoverable pursuant to FUFTA.
- c. Whether the Defendants have a lien upon any of the Disputed Transfers taken in good faith by the Defendants “for value and in good faith” in accordance with FUFTA.

VII. TRIAL EXHIBITS, WITNESS LISTS AND DEPOSTION DESIGNATIONS

The Plaintiff’s Exhibit List, Witness List, and Deposition Designations are attached hereto.

VIII. ESTIMATED TIME FOR TRIAL

The parties estimate that the trial of this case will require (3) days.

ENTRY OF THIS ORDER IS STIPULATED AND AGREED TO BY:

<p>GENOVESE JOBLOVE & BATTISTA, P.A. Attorneys for the Plaintiff Bank of America Tower 100 S.E. Second Street, Suite 4400 Miami, Florida 33131 Telephone: (305) 349-2300 Facsimile: (305) 349-2310</p> <p>By: /s/ David P. Lemoie _____ DAVID P. LEMOIE Florida Bar No. 188311 dlemoie@gjb-law.com DAVID C. CIMO Florida Bar No. 775400 dcimo@gjb-law.com</p>	

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v.

DOROTHY DELISFORT-THEODULE, an individual,
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limited liability company, CARIBBEAN AIRWAYS,
LLC, a Florida limited liability company, DONNA
HAVER, INC., a Florida limited liability company,
GOOD BUY HOMES, INC., a Florida corporation,
INTERNATIONAL DEVELOPMENT ENTREPRENEURS
OF AMERICA, INC., a Florida corporation, and
COMPLETE AUTO REPAYMENT SOLUTIONS, INC.,
a Georgia corporation,

Defendants.

PLAINTIFF'S PROPOSED TRIAL EXHIBIT LIST

The Plaintiff intends to introduce the following exhibits at trial in this matter:

Exhibit No. 1:

Collective Exhibit of Transfers from the Receiverships Entities to Dorothy
Delisfort
[Summary and Supporting Documents]

Exhibit No. 2:

Collective Exhibit of Transfers from the Receivership Entities to Wealth Builder's
Circle (Alleged Alter Ego of Dorothy Delisfort)
[Summary and Supporting Documents]

Exhibit No. 3:

Collective Exhibit of Banking Account Records of the following:

- A. Creative Capital Consortium
- B. A Creative Capital
- C. GS Trade, Inc.
- D. United Investment Club, LLC.
- E. Dreammakers, LLC.
- F. Wealth Builder's Circle, LLC.
- G. Unity Investment Club, LLC.
- H. Reverse Auto Loan, LLC.
- I. George Theodule

[Summaries and Supporting Documents]

Exhibit No. 4:

Affidavit of Dorothy-Delisfort Theodule dated March 16, 2009

Exhibit No. 5:

Supplemental Affidavit of Dorothy-Delisfort Theodule dated March 18, 2009

Exhibit No. 6:

Transcript of Deposition Testimony of Dorothy-Delisfort Theodule taken February 9, 2009 in the main Receivership Action and exhibits

Exhibit No. 7:

Transcript of Deposition Testimony of Dorothy-Delisfort Theodule dated April 10, 2009 in the main Receivership Action and exhibits

Exhibit No. 8:

Transcript of Deposition Testimony of Dorothy-Delisfort Theodule dated August 13, 2009 in the main Receivership Action and exhibits

Exhibit No. 9:

The following Exhibits to Plaintiff's Motion for Partial Summary Judgment [D.E. 11]:

- (A) Theodule's Answer in the main Receivership Action [D.E. 23]
- (B) A Creative Capital Concepts Certified Corporate Record

- (C) Florida Department of State, Division of Corporations [CCC Corporate Record]
- (D) Creative Capital Consortium Certified Corporate Record
- (E) Theodule's Statement of Facts in Support of his Summary Judgment Motion in the main Receivership Action [D.E. 90 and D.E. 105]
- (F) Creative Capital Consortium Business Plans
- (G) Receiver Affidavit in Support of SEC's Motion for Summary Judgment in the main Receivership Action [D.E. 170 and D.E. 174]
- (H) Creative Capital/Theodule Newsletter

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GOOD BUY HOMES, INC., a Florida corporation,
INTERNATIONAL DEVELOPMENT ENTREPRENEURS
OF AMERICA, INC., a Florida corporation, and
COMPLETE AUTO REPAYMENT SOLUTIONS, INC.,
a Georgia corporation,

Defendants.

PLAINTIFF'S PROPOSED TRIAL WITNESS LIST

The Plaintiff may call one or more of the following fact witnesses at trial in this matter:

1. Jonathan E. Perlman, Esq.
Court-appointed Receiver
Genovese Joblove & Battista
4400 Miami Tower
100 SE 2nd Street
Miami, FL 33131
2. Dorothy Delisfort-Theodule
2108 New London Place
Snellville, GA 30078

3. Kathleen E. Strandell, Staff Accountant
Securities and Exchange Commission
801 Brickell Avenue, Suite 1800
Miami, Florida 33131

4. Yves Theodule
c/o Genovese Joblove & Battista
4400 Miami Tower
100 S.E. 2nd Street
Miami, FL 33131

5. Evens Theodule
c/o Genovese Joblove & Battista
4400 Miami Tower
100 S.E. 2nd Street
Miami, FL 33131

6. Soneet Kapila
Kapila & Co., Inc.
1009 South Federal Highway, Suite 200
Fort Lauderdale, FL 33316

7. Sherry Bennett
Kapila & Co., Inc.
1009 South Federal Highway, Suite 200
Fort Lauderdale, FL 33316

8. Pierre Francois
Atlanta, Georgia

9. Dickins St. Juste
Atlanta, Georgia

10. Maurice Gilbert
Atlanta, Georgia

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OF AMERICA, INC., a Florida corporation, and
COMPLETE AUTO REPAYMENT SOLUTIONS, INC.,
a Georgia corporation,

Defendants.

PLAINTIFF'S PROPOSED TRIAL DEPOSITION DESIGNATION

Deposition No. 1	Transcript of Deposition Testimony of Dorothy Delisfort-Theodule scheduled for March 24, 2010
Deposition No. 2	Transcript of Deposition Testimony of Dorothy-Delisfort Theodule dated August 13, 2009