

Speaking truth to power!

It is tragic that the Receiver chose to misrepresent Cathedral of St. Augustine's endeavors to acquire the 28 Michigan Cemeteries and demean the integrity of a community faith based religious organization to gain favor in the interest of a Canadian Investor.

Considering Receiver is in a position of honor, appointed by the Court. A response less hostile and based on facts and the law would have been most effective.

The gross misrepresentations of the facts of events serves as confirmation, the Receiver and Seller have not dealt in good faith with St. Augustine's. It is clear, the lack of respect during the course of 1 year resonates as the Receiver endeavor to discredit the good will and good deeds of St. Augustine's. The Receiver and Sellers have consistently perpetuated disparate treatment, bias and impartial dealings with St. Augustine's.

The point in fact is, St. Augustine's has a proper purpose in the interest of the public trust and St. Augustine's has the money; \$24 MM !

The covert activities conducted under the auspices of the Receiver, wherein, allegedly, a representatives of MMG as recent as 1.11.16, made a contrite attempt to interfere with St. Augustine's capacity to fund its offer.

St. Augustine's has not authorized the Receiver, MMG representatives for MMG, nor anyone to contact the Syndicate/Banker/Lender/Underwriter relative to St. Augustine's funding. Especially in consideration that the Receiver, and Sellers have consistently refused to execute a NDA.

Such actions is a blatant disrespect for St. Augustine's as businessmen and women. It is reminiscent of the unorthodox covert tactics conducted in 2007 by David Shipper and the Conservator/Receiver Mark Zusmer to substantiate the fraudulent bid process wherein, grand attempts were made to diminish St. Augustine's funding.

The Receiver admittedly asserts to the Court in response to objection of the Amicus Curiae Motion, and alleges, "St. Augustine's does not have the money".

Why would St. Augustine's Banker discuss with the a representative of MMG, St. Augustine's business without its authorization.

Such actions brings into question the credibility of the Receiver and the Seller's as the objectives seemingly is to obstruct St. Augustine's acquisition of the 28 Michigan Cemeteries. Such covert activities serve to discriminate against St. Augustine's on the basis of racism, considering St. Augustine's organizers and operators are minority, prominent reputable businessmen and and women that have never had the privilege of a conference meeting with the Receiver or Sellers.

However, St. Augustine's has had its credibility consistently slandered and defamed. As the Receiver, seemingly has formulated an opinion relative to the credibility of St. Augustine's integrity based on derogatory references by MMG/Investors, WMC Sellers.

Perhaps this is protocol a natural assumption on the part of the Receiver, when St. Augustine's vehemently asserted in U.S. Federal District Court, Eastern District, Michigan that David Shipper, DMP, MMG, WMC, illegally assumed the "bid rights" of St. Augustine's.

Compounded by the facts, David Shipper, DMP, MMG remitted less than \$1 MM for the conveyance of interest in the Deed to the 28 Michigan Cemeteries pursuant to a fraudulent bid process orchestrated by the then Conservator/Receiver; 2007/2008.

The covert actions on Monday, 1.11.2016, of unauthorized contact with St. Augustine's Lender/Underwriter/Syndicate are the same trifling tactics employed under the watch of the prior Conservator/Receiver and Michigan Attorney General in Ingham County Circuit Court.

St. Augustine's is appalled, as the should be the Court.

However, let us not go there for the time being, as the sworn testimony of David Shipper, in his capacity as Trustee DMP and Stakeholder MMG, 2013 in a Court of Law will substantiate the extent of the dishonesty and fraud that has consistently prevailed since before the illegal conveyance of interest in the Deeds of Trust to the 28 Michigan Cemeteries to his control May 2008.

Rather than attach St. Augustine's credibility, obstruct the release of "PAB" proceeds in excess of \$24,000,000 by attempting to defame its integrity, the Receiver and Sellers must not ignore the fact that Cathedral of St. Augustine's has money in the amount of \$24,000,000 sufficient to consummate its offer. Let us take the high road.

St. Augustine's asserts the facts are as follows.

1. St. Augustine's has complied with specifications of its Underwriter/Syndicate, the Offices of the Michigan Attorney General and the Division of the Michigan Treasury, and did acquire the issuance of an "Inducement Resolution".
2. The Michigan Department of Treasury is contractually obligated to St. Augustine's to serve to facilitate access to capital in excess of \$24,000,000 by virtue of regulations that govern the issuance of an "Inducement Resolution.
3. \$24,000,000 is the amount St. Augustine's is willing to commit and must be deemed by the SEC and the Court as sufficient to consummate a transaction to cause the conveyance of interest in the Deeds to the 28 Michigan Cemeteries to Cathedral of St. Augustine's.

Slandorous inferences by the Receiver asserting, St. Augustine's lacks experience as operator of cemeteries is insignificant considering the sources upon which he has relied; owners and stockholders of a business that is currently assigned to the jurisdiction of the U.S. Federal Court. As the corporations Trustees and principals are indicted for fraud; or are suspected of malfeasance, and alleged misappropriations Michigan Cemetery Trusts Funds.

As responsible businessmen and women, Cathedral of St. Augustine's has not been accused nor indicted for fraud in the interest of the public's trust. In contrast, DMP and MMG Trustee and operators and former business associates have been accused as such.

Cathedral of St. Augustine's has capital access in excess of \$24,000,000 as validated by the Michigan State Attorney General and the Michigan Treasurer, and has the capacity to consummate its offer price to acquire the 28 Michigan Cemeteries.

4. In good faith through competent legal professionals, St. Augustine's has consistently attempted to obtain a valid "binding contract"; a fully executed Asset Purchase Agreement from Receiver for the 49% and Westminster Capital Shareholders/Sellers for the 51%, since before January 2015 through December 15, 2015.

This assertion is evidenced by the dates recorded within the Asset Purchase Agreement submitted with the Amicus Curiae Motion filed with the Court 12.24.2016.

5. Foster Swift Bond Counsel has provided clear, concise communications via teleconferencing, email transmittals, for the benefit of the Receiver and disposition of the Sellers that confirmed, pursuant to specifications that govern Private Activity Bond Issues, Cathedral of St. Augustine's has "access to capital" sufficient to purchase the 28 Michigan Cemeteries in an amount not to exceed \$24,000,000..
6. The Controller of the Private Activity Bond issue proceeds conducted a significant teleconference with the "Banker" on behalf SEC authorized Syndicate in February, 2015, for the benefit of the Receiver, and Sellers/Stockholders, wherein, Banker validated its commitment Underwrite 100% of the "PAB", and disburse proceeds in excess of \$24,000,000.
7. Receiver has presented financial statements to the Court that grossly misrepresent the Cathedral of St. Augustine's.

First and foremost, the site referenced wherein the Receiver alleges financial statements presented for the disposition of the Court were retrieve from a google website that is not bona fide; <http://goo.gl/17qVoY>.

8. The Financial Statements, alleged to represent cash flow disposition of St. Augustine's National Foundation.

First and foremost, to ensure compliance with requirements to demonstrate transparency, the Board of Trustees, St. Augustine's National has authorized publication of corporate business financial records on the Website specifically endorsed by the IRS to ensure compliance with transparency, corporate business records of which may be retrieved by accessing; www.guidestar.org | St. Augustine's National Foundation.

Further, as a point in fact, each corporate entity, St. Augustine's National Foundation and Cathedral of St. Augustine's independently are recognized independently by the IRS as 501(c)3 Tax Exempt nonprofits and each entity is deemed in good standing.

Most significant, had the Receiver respected the fact that Foster Swift at the expense of St. Augustine's specifically advised the Receiver, his consultants, MMG, WMC Board in writing and during telephone conference that the office of the Michigan Attorney General determined, Cathedral of St. Augustine's exclusively is in fact the corporate nonprofit organization authorized to seek capital access in the amount of \$26,500,000.

Further, Foster Swift specifically advised the Receiver and WMC representatives that the offices of the Michigan Attorney General endorsed Cathedral of St. Augustine's' "PAB" Application in April 2015, and authorized the recommendation of the Michigan Treasury to issue an "Inducement Resolution".

Said Inducement Resolution" is the prerequisite to fund the"PAB" Issue that advocates the asset acquisition of 28 Michigan Cemeteries.

Furthermore, Foster Swift specifically encouraged the Receiver, MMG, and WMC to provide a fully executed binding Asset Purchase Sales Agreement.

However, let us discuss the financial statements the Receiver has presented to the Court in a manner that presents as a malicious intent to discredit St. Augustine's.

Reiterating, the statements reference St. Augustine's National Foundation as the corporate entity for which the reports have been prepared.

The Corporate entity authorized by the Michigan Attorney General and Michigan Treasury to access capital to purchase the 28 Michigan Cemeteries, as well, the DLEG; Corporation Division, has authorized the Cathedral of St. Augustine's and not St. Augustine's National Foundation authorized to purchase, own, operate and manage cemeteries since September 2002.

St. Augustine's National Foundation hereby, renounces the authenticity of Financial Statements the Receiver references, and asserts, the reports are not authorized.

The report is allegedly prepared and perhaps issued by Harry D. Pevos, CPA is unsigned by Mr. Pevos.

Further, St. Augustine's accepted the resignation of Mr. Pevos approximately 1 year ago, due to the fact that Mr. Pevos is ineligible as CPA. Therefore, by virtue of his ineligibility, Mr. Pevos was disqualified to provide professional services on behalf of St. Augustine's in compliance with "PAB" regulations.

The analysis the Receiver provides relative to the financial statements in a blatant attempt to discredit St. Augustine's, is in error and inaccurate. In consideration, nonprofit

accounting allows a nonprofit to report Donor contributions as restricted, unrestricted, and permanent restricted. It appears the contributions referenced were recategorized.

Further, the Receiver analysis of St. Augustine's cash flow; @ \$122,000 represents a deficit, is in error as the "cash flow" is not reporting a deficit, but rather a decrease and reclassification in the recognition of the "cash flow".

In comparison, Park Lawn Canada, although public corporation with multiple shareholders has no more "cash flow" than St. Augustine's; \$226,000.

Cathedral of St. Augustine's is a reputable faith based religious corporation organized in the state of Michigan, authorized to own, operate, and manage cemeteries.

St. Augustine's offer to purchase is 50% greater than Park Lawn and is not reliant on encumbrance "Debt" in the industry against the 28 Michigan Cemeteries as a result of an upscale law-away plan and the granting of "sweat equity", referenced as an "Earn-out" according to GAAP and by account of standards in the industry.

Let us discuss the good will and good intent of St. Augustine's, as a community faith based religious minority organization, organized by women of American Indian and Black descent.

St. Augustine's may be credited with a multitude of deliverables to the communities served throughout the state of Michigan that are deemed honorable, and to name a few of its missions and ministries;

Impacting the elimination of poverty as St. Augustine's provides food to 5,000 families monthly that are deemed financially indigent; providing affordable housing for citizens displaced due to mitigating circumstances as a result of the banking controversy; providing access to quality educational opportunities, secondary and postsecondary; sponsoring international orphanages, and the resettlement of Haitian Immigrants, providing final interment services for loved ones of families deemed financially indigent, the capacity to immediately create upwards of 200 additional jobs in alliance with government and private corporate partnerships.

Reliant on a combination volunteers and professionals the Court is admonished to consider.

1. Cathedral of St. Augustine's through its Bond Counsel, Foster Swift, is renowned in the industry for facilitating access to capital pursuant to Private Securities Issues on behalf of nonprofit organizations.
2. Foster Swift presented a Non-Disclosure Agreement ("NDA"), and although the NDA was consistently rejected by Receiver, Consultants for each the Receiver and WMC, and Sellers for MMG Board Members, consistently refused to execute, Bond Counsel, within reason and prudent judgement, disclosed and accommodated request for details that consistently firmed, St. Augustine's capacity to access capital in a manner consistent

with regulations that govern “PAB”s and in an amount sufficient to consummate its offer to purchase the 28 MI Cemeteries; \$24,000,000.

3. It should be sufficient that St. Augustine’s has a great business plan to deal with families entrusted with the responsibility of arrangements for the final resting place of loved ones.
4. Unlike the profit making company, Park Lawn Canada, publication in Canada press release advocates a business plan that blatantly pledges to “suck the blood from the dead” to ensure its corporation meets obligations of its bottom line without regard for the religious cultures, beliefs, and financial capacity of the “customers” of citizens that live below the poverty line.

Park Lawn Canada asserts its intent to “deliver” margin profits by increasing current cost of interment by 5% for the cost of graves in the 28 Michigan Cemeteries with recourse to families, the option of cremation services, wine and egg salad sandwiches.

This mindset is deplorable in consideration multicultural minority constituents recently acquired “new civil rights” in the last 25 years that granted the privilege of having the luxury of access for interment in several of the prominent historic cemeteries in the Detroit Metropolitan community.

Further, the pledge to aggressively create a new market that advocates “cremation services” as an up and coming trend is considered a “throwback” to practices in America that may be likened those practices imposed on a population of people during times of slavery. This of course is unacceptable, insensitive to cultural traditions, and reaps of contrived greed.

Seemingly, the Receiver has favored a Canadian corporation without consideration of providing access to empowerment of an Urban American business that is minority, and established in the communities the 28 Michigan Cemeteries serve.

Conveniently, the Receiver overlooks the value of deliverables credited to Cathedral of St. Augustine’s as a viable Urban American business. As St. Augustine’s enjoys alliances with prominent business and professionals that have a presence in the communities in which the 28 Michigan Cemeteries serve.

As an appointee by a U.S. Federal District Court, the Receiver has a clear obligation to mitigate collateral damages without consideration of political favor in interest of self serving Investors, Owners and the Belzberg Family.

Failed economic policies orchestrated by a prior Conservator/Receiver in a State Court should not obligate a Federally appointed Receiver condone “obstructionism” and ignore the law and facts in the resolution of the Courts obligations.

Clearly, the SEC, Receiver and Court must be concerned that the 28 Michigan Cemetery Trust funds have once again been depleted by the current owners in a manner that is non-consistent with specifications of regulations that govern the collection of 15% of sales and preservation in a respective Trust; Merchandise, Perpetual, Pre-need.

The Court must be concerned that since 2008, the current owners MMG have neglected to comply with law and preserve an estimated \$20,000,000 - \$30,000,000 in the Trust mandated pursuant to law.

Cathedral of St. Augustine's has consistently conceded to release Sellers of any potential liabilities and hold harmless obligations for "missing" Trust funds since the conveyance of Deeds to DPM/MMG.

The only contingency St. Augustine's has consistently demanded is accountability of the Trust fund wherein, the office of the Michigan Auditor General or appropriate authority must certify the funds on deposit in the Trust funds at the time of closing.

The Cathedral of St. Augustine's corporation has access to capital superior to the Park Lawn Canada offer, and the Receiver and SEC are encouraged to petition the Court to Order St. Augustine's to consummate the transaction within 35 business days of its Order.

5. Park Lawn advocates profit to ensure its "bottom line" with respect only for trends in the industry to achieve an increase in cremation services, and without reverence for the religious and cultural practices or consideration for the financial capacity of the citizens of Michigan seeking to make final arrangements for their loved ones within the 28 Michigan cemeteries.
6. The Receiver and Sellers have consistently demonstrated the lack of parity in providing Cathedral of St. Augustine's the benefit of Due Diligence.

The Receiver and Sellers have consistently denied St. Augustine's access to basic and customary business records pertaining to the 28 Michigan Cemeteries.

Unlike Park Lawn Canada which on 3 distinct occasions since January were granted preferential treatment, access and the opportunity to pursue the purchase of the 28 Michigan Cemeteries.

7. To date, Cathedral of St. Augustine's has expended in excess of \$100,000 since January 2015, for expenses to engage reputable professionals to facilitate access to capital to fund its offer price of \$24,000,000 for conveyance of interest in the Deeds to the 28 Michigan Cemeteries.

Unfortunately, the Receiver and Sellers have consistently failed to respect the *Due Process Rights* of Cathedral of St. Augustine's in its pursuit to acquire the assets comprising the 28 Michigan Cemeteries.

8. As may be validated by state of Michigan, Treasury and offices of the Michigan Attorney General, Cathedral of St. Augustine's has access to capital in excess of \$24,000,000.

55

Unlike Park Lawn Canada, it is unnecessary that the Receiver encourage the Court to deliver access to non-American Investors to have access to grow and create wealth consistent with an "Earn-out Plan".

Another scheme to accommodate Investors to retain control in a manner that grants equity, breeds blatant greed, and perpetuates continued cover up of corrupt business practices in the interest of current Owners/Investors that are without conscience or respect that the 28 Michigan Cemeteries serve as the legacy and final resting place of departed family members.

9. [DPM Receiver's Quarterly Status Report; 3.2015 - Submitted October 30, 2015](#)

"Unfortunately, following the due diligence period specified in the parties' June 1, 2015 letter of intent [the "LOI", Doc. 119, Ex. A], the prospective purchaser notified the Receiver that due to market conditions, it was no longer able to close on the purchase of the 49% Interest under the terms of the LOI.

The Receiver and the [Prospective Purchaser \(Parklawn Canada\)](#) tinue to communicate to determine if a deal is feasible. The Receiver is also evaluating the market and DMP's options regarding the further marketing of the 49% interest."

10. OBSERVATION

- a). Clayton Smart, Indicted; Embezzled \$63 MM MI Trust Funds released from prison July 2015.
- b). Receiver reconsiders Parklawn Canada LOI and Motions Court to approve Parklawn as an unopposed and sole Bidder of 49% assets for the 28 MI Cemeteries.parallels Clayton Smart's release from Jail, July 2015.
- c). Pleadings Redact ID of Purchaser assumed to be Parklawn Canada and Offer Price; July 2015..
- d). According to "Face Book" Clayton Smart's estranged Wife's Grandchildren and Andrew Clark, President, Parklawn Canada Children are related as cousins.
- e). According to Legal Counsel, Siebert Bradford Shank ("SBS"), Susan Shank, President SBS was contacted by Investors, Westminster Capital (WMG) and Encouraged withdraw its commitment and not to Underwrite Private Activity Bond Offering pledged on behalf of Cathedral St. Augustine's.

Receiver, Jason Alloy sent a threatening letter to Cathedral St. Augustine's, Pastor Walter Cheeks, DD warning Cathedral St. Augustine's to "cease and desist" all offers to purchase the assets comprising 28 MI Cemeteries.

Subsequent to Authority, MI Treasury pledge to serve as "Conduit Issuer" on behalf of Cathedral St. Augustine's in consideration of "SBS's" Commitment to Underwrite access to Wall Street Capital; \$26.5 MM.

Approximately November 26,2015, Receiver, Keanan Berrill, JD WMC, demanded Michael Reynolds, JD on behalf of Cathedra. St. Augustine's provide details of its Security Issue the MI Treasury authorized.

On or about December 2, 2015, DMP/MMG Receiver and WMG issued a press release asserting Parklawn Canada would acquire acquisition of 28 MI Cemeteries via a Canadian Securities Issue to be consummated January/February 2016.

Allegedly, the Canadian Securities, US SEC prototype eventually suspended Bond Sales.

Jason Alloy contacted MI Treasury to confirm structure of Cathedral St. Augustine's Securities Issue.

Westminster Capital, Greg Belzberg, formerly Indicted; SEC Fraud; 1988 @.

March/May 2008, Mark Zausmer, Mike Cox negotiated a plea deal with Craig Bush to return \$22 MM Endowment Care Trust Funds; 28 MI Cemeteries. Mark Zausmer filed a Motion, Ingham Court Circuit Court, Court "[Sealed Court Files](#)", and Mark Zausmer conducted a "Closing" with Mark Marrow; DMP;, David Shipper, DMP | MMG, and Keanan Beierle, WMC and conveyed ownership interest in 28 MI Cemeteries.

March 2008, Judge Denise Hood issued an Injunction; Cathy Henry, JD on behalf of Cathedral St. Augustine's.

Subsequently, in a hearing U.S. Federal Court MI, Mark Zausmer asserted his rights to Immunity shall protect Him in the obstruction of justice in the instance of the 28 MI Cemeteries. .

Judge Hood rescinded Injunction, post private Chambers meeting Hood/Mark Zausmer.

Thus, Judge Hood reversed herself, and Ordered Cathedral St. Augustine's" did not have Standing" although St. Augustine's was the highest Bidder; 2008.

The Ingham County Circuit Court asserted, Court must endorse the "right Bidder".

- VP Raymond James Financial testified, September 2007, Cathedral St. Augustine's had access to \$42 MM for the asset acquisition of the 28 MI Cemeteries.
- The, Standard Federal Bank validated Cathedral St. Augustine's had a Line of Credit; \$5 MM available as security for use as a GFD, 28 MI Cemeteries, Asset Offer To Purchase.
- David Shipper and Mark Marrow, "stole" the corporate name "Detroit Memorial Park" to deceive the public interest, as if what would become known as Detroit Memorial Partners had been a contender in the initial Bid Process that ended legally, July 2007.
- St. Augustine's Motion US District Court MI took issue with fraudulent "Overbid Process" Mark Zausmer created to present a bid under the false pretence using the corporation identification of an "unsuccessful Bidder".
- David Shipper, New Jersey, and Mark Morrow, Ohio did not even have a corporation formed. Mark Marrow's office was at his home in Ohio.

- The DMP Corporation was formed @ November 2007, post Ingham County Hearing wherein Court Order Bid given to Shipper/Marrow.
- The MMG & WMC Corporation was formed @ March 2008, to enable WMC (California Investors, Mark Zausmer solicited) to serve as “ghost | silent buyer/investor” to facilitate a table funded transaction. While in actuality, Zausmer/Cox allowed the use of \$22 MM funds Craig Bush turned in to Zausmer / Cox, per Court Order in exchange for a plea related indictment..

US Federal District Court Northern District GA - Transcripts 2014;

David Shipper, Trustee, DMP | MMG asserts He/They paid no more than \$400,000 for the right to own the 28 MI Cemeteries.

January/February 2016, Receiver, Jason Alloy negotiates resignation of David Shipper as Trustee and President DMP | MMG in lieu of Indictment.

Receiver Jason Alloy authorizes distribution of “Trust Recovery Funds” to David Shipper.in excess of \$15,000,000; 2016.

David Shipper, New Jersey, is the former business partner of Craig Bush, an original perpetrator of Ponzi Scheme resulting in the embezzlement of more than \$63,000,000 from the Endowment Care Trust Funds of 28 MI Cemeteries.

2016 Trust Recovery Proceeds were obtained from Insurance Settlement with Deutsche Bank and Smith Barney, which were sanctioned in consideration of facilitating “Ponzi Scheme” initially perpetrated by Clayton Smart and Craig Bush.

Legally, Trust Recovery Funds \$15 - 22MM are the property of the “Lot Owners” Representing the \$63 MM Trust Funds stolen.

The Receiver, Jason Alloy should have returned these funds to MI Lot Owners not GA Investor victims of Mark Marrow | David Shipper illegal SEC Ponzi Scheme. Funds should have been returned to the 28 MI Cemeteries Endowment Care Trusts.