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

IN THE MATTER OF PETITION TO QUASH SUBPOENA AD TESTIFICANDUM AND DUCES TECUM, SULLIVAN & CROMWELL LLP, Petitioner, v. MICHAEL NORRIS, BRANDON ROWAN, MICHAEL LIVIERATOS, SHENGYUN HUANG, VIJETH SHETTY, and BO YANG, Respondents.	Index No.

VERIFIED PETITION TO QUASH SUBPOENA OR FOR A PROTECTIVE ORDER

Petitioner Sullivan & Cromwell LLP ("S&C"), by and through its undersigned counsel, hereby petitions this Court pursuant to Civil Practice Law and Rules §§ 3119, 2304, and 3103 to quash the subpoena served on S&C on December 29, 2022 by plaintiffs in the action captioned *Norris* v. *Singh*, 2022-022900-CA-01, pending in the Circuit Court of the 11th Judicial Circuit for Miami Dade County, Florida, or, in the alternative, for a protective order prohibiting Plaintiffs from attempting to enforce the Subpoena against S&C. In support of this Petition, Petitioner alleges as follows:

PRELIMINARY STATEMENT

1. S&C—a private law firm with its primary office in this county—brings this motion to forestall enforcement of the improper and harassing subpoena directed to it by Plaintiffs in an action filed in Florida state court against alleged promoters (the "Defendant Brand Ambassadors") of cryptocurrency products sold by FTX Trading Ltd. and West Realm Shires Services Inc. d/b/a

FTX US. S&C is not a party to the underlying litigation (the "*Norris* Action"), does not represent any party to the action, and has never represented any Defendant Brand Ambassador. Plaintiffs, alleged customers of FTX, assert claims stemming from alleged losses that they claim resulted from their purchase of FTX products. Plaintiffs served the Subpoena on S&C seeking documents and deposition testimony concerning whether certain cryptocurrency accounts and tokens offered by FTX constituted securities that should have been registered with the U.S. Securities and Exchange Commission. The Subpoena also seeks documents and testimony concerning whether a different group of cryptocurrency companies, Voyager Digital Ltd. and Voyager Digital LLC—which are not parties to the *Norris* Action—offered accounts and tokens that constitute securities. The Subpoena is improper and should be quashed in its entirety for at least four reasons.

2. *First*, Plaintiffs are attempting a textbook fishing expedition. They can identify no reason to believe that S&C possesses any information—non-privileged or otherwise—responsive to the Subpoena. S&C has never represented Voyager or any of the Defendant Brand Ambassadors. Although S&C has represented FTX in certain matters since July 2021, including FTX's pending bankruptcy proceeding, FTX is not a party to the *Norris* Action, and in any event the contours of S&C's prior unrelated work for FTX are reflected in detailed public declarations, as S&C has informed Plaintiffs multiple times. Those public disclosures do not identify any representations of FTX concerning whether the cryptocurrency accounts or tokens referenced in the Subpoena constitute securities.

3. On these facts, it would be unduly burdensome and harassing to put S&C to the expense of conducting extensive searches in order to confirm that it does not possess information responsive to the Subpoena. Further, Plaintiffs have already demonstrated a belligerent approach to enforcing the Subpoena, repeatedly threatening to appear at S&C's offices for a deposition

notwithstanding S&C's objections and asserting that they intend to question S&C's representative regarding issues arising in the FTX bankruptcy proceeding that are not identified in the Subpoena. An order quashing the Subpoena is warranted to prevent Plaintiffs from continuing to harass S&C.

4. *Second*, the information requested in the Subpoena is irrelevant to Plaintiffs' claims. The Subpoena (i) seeks information regarding a pure question of law—whether the products at issue constitute securities—that the court in the *Norris* Action will answer itself, without reference to any opinion from a non-party law firm; (ii) seeks information regarding products sold by Voyager, even though Voyager is not a defendant in the *Norris* Action and the operative complaint does not assert any claims based on Voyager products; (iii) seeks information regarding an FTX token that similarly is not the basis of any claim; and (iv) seeks communications between S&C and *other non-parties* to the *Norris* Action (including "any state or federal entities" and "any member of the public"), which have no imaginable bearing on the conduct of the parties to the case. Plaintiffs' own filings in the *Norris* Action prove that the requested discovery will have no impact on the presentation of their claims. On January 20, 2023, while the Subpoena was pending, Plaintiffs moved for summary judgment in that action on the same question raised in the Subpoena: whether the products at issue constitute securities. Plaintiffs cannot in good faith assert that fact discovery from a nonparty is necessary on that issue while simultaneously insisting that the *Norris* court can decide the issue on the existing record *as a matter of law*.

5. *Third*, the Subpoena seeks information that is obviously privileged. The Subpoena in fact expressly targets privileged communications, seeking S&C's opinions regarding securities law questions and demanding disclosure of S&C's communications with its client FTX. Indeed, Plaintiff's counsel has confirmed their intention to invade the privilege, recently stating to the press that they will "seek to compel the discovery" of "*the 'legal' advice [S&C] provided FTX* regarding

. . . unregistered securities." *See* Hailey Konnath, *Sullivan & Cromwell Wants 'Harassing' Subpoena Blocked*, LAW360 (Jan. 27, 2023) (emphasis added).

6. These defects amply demonstrate S&C's entitlement to relief. The Court should grant this motion and quash the improper Subpoena in its entirety.

JURISDICTION AND VENUE

7. This Court has jurisdiction over this proceeding pursuant to CPLR § 3119(e).

8. Venue is proper in this County pursuant to CPLR §§ 503 and 3119(e).

PARTIES

9. Respondents Michael Norris, Brandon Rowan, Michael Livieratos, Shengyun Huang, Vijeth Shetty, and Bo Yang are the plaintiffs in the underlying *Norris* Action.

10. S&C is an international law firm with its principal place of business in New York, New York.

BACKGROUND

A. The *Norris* Action and the Subpoena

11. The Complaint in the *Norris* Action is attached hereto as Exhibit A. Plaintiffs in that action, alleged customers of "Yield-Bearing Accounts" ("YBAs") offered by FTX, seek damages stemming from losses that they allegedly suffered in connection with those YBAs. (*Id.*) Plaintiffs do not sue FTX itself (which is undergoing bankruptcy proceedings)[1] but instead name as defendants the Defendant Brand Ambassadors—Tom Brady, David Ortiz, and Kevin O'Leary—who allegedly promoted FTX. (*Id.* ¶¶ 33-35, 57-69.) As relevant here, Plaintiffs allege that (i) the YBAs constituted securities that FTX failed to register with the SEC, and (ii) the

[1] Any claims against any FTX debtor would be precluded in any event pursuant to 11 U.S.C. § 362(a).

Defendant Brand Ambassadors assisted in FTX's supposedly unlawful sale of those alleged securities. (*Id.* ¶¶ 3-7, 57-69.)

12. As Plaintiffs' filings in the *Norris* Action underscore, whether the YBAs constitute securities is a question of law. In the Complaint, Plaintiffs informed the *Norris* court that they "intend[ed] to seek an expedited ruling . . . that these YBAs legally qualify as 'securities,' 20 days after filing this complaint." (*Id.* ¶ 7; *see also id.* (Plaintiffs alleging that their claims "provide for *strict liability*," such that the Defendant Brand Ambassadors "may not have any defense" if the "YBAs are found to be 'securities'").) On January 20, 2023, while the Subpoena was pending, Plaintiffs filed a motion for partial summary judgment requesting a ruling that the YBAs are securities as a matter of law. (Ex. B.)

13. S&C is not a party to the *Norris* Action and does not represent any party to the action. Nor has S&C ever represented any of the Defendant Brand Ambassadors.

14. On December 29, 2022, Plaintiffs nonetheless served the Subpoena on S&C, seeking documents and deposition testimony concerning whether the YBAs or FTX's "native cryptocurrency exchange token," known as FTT, "constituted a security required to be registered with the S.E.C." or "were exempt from registration under the safe harbor provision of Regulation D of the Securities Act." (Ex. C.) The Subpoena also seeks documents and corporate testimony concerning whether products offered by a *different* cryptocurrency exchange—Voyager—constituted securities, despite the fact that Plaintiffs do not allege any claims against Voyager or its "brand ambassadors."

15. In total, the Subpoena includes five "Deposition Subjects" and five "Document Requests" seeking information concerning four cryptocurrency products: YBAs, FTT, "Earn Program Accounts" ("EPAs") offered by Voyager, and Voyager's "native cryptocurrency

exchange token," known as VGX (together, the "Products"). The Subpoena principally demands that S&C produce and testify to "[a]ll Documents or Communications" concerning whether any of those Products constitutes a security, including any such communications between S&C and each of the following entities: (i) FTX; (ii) Voyager; (iii) "any federal or state entity"; (iv) "any investor, consumer, or member of the public"; or (v) "any Brand Ambassador of FTX or Voyager." (Ex. C, Deposition Subjects ¶¶ 1-5.) The Subpoena further seeks "[a]ll documents authored by [S&C], including but not limited to legal memorandums, white papers, electronic correspondence, and letters to third parties," regarding whether any Product constituted a security. (*Id.* ¶ 5.)[2]

B. S&C's Public Disclosures Regarding Unrelated Prior Representations of FTX

16. S&C has represented FTX in certain matters since July 2021, including serving as counsel to the FTX debtors in their pending Chapter 11 proceedings, filed on November 11, 2022 and pending in the United States Bankruptcy Court for the District of Delaware. *See In re FTX Trading Ltd.*, 22-11068 (D. Del. Bankr.). In connection with the FTX debtors' motion to retain S&C in the FTX bankruptcy proceedings, S&C publicly filed detailed declarations describing each of its representations of FTX prior to the petition date. Those declarations (the "S&C Declarations") are attached hereto as Exhibits D and E. The S&C Declarations do not identify any

[2] On the same day Plaintiffs served the Subpoena, their counsel served another subpoena on S&C on behalf of the plaintiffs in *Robertson* v. *Cuban*, 1:22-cv-22538-RKA, an action filed in the United States District Court for the Southern District of Florida. The claims in the *Robertson* action are analogous to those lodged in the *Norris* Action. The *Robertson* plaintiff asserts securities-law claims against alleged Voyager "brand ambassadors" relating to the sale of EPAs. (Am. Compl. ¶¶ 29-31, *Robertson*, 1:22-cv-22538-RKA (S.D. Fla. Oct. 28, 2022), ECF No. 34.) S&C is not a party to the *Robertson* action, does not represent any party to that action, and has never represented either Voyager or any "brand ambassador" named in that action. S&C has filed a motion to quash the improper *Robertson* subpoena in the appropriate federal forum, *see Robertson* v. *Cuban*, 1:23-mc-00024 (S.D.N.Y.), and does not seek relief regarding that subpoena through this petition.

representations of FTX by S&C concerning either (i) whether the YBAs, the EPAs, VGX, or FTT constitute securities, or (ii) the Defendant Brand Ambassadors.

C. S&C's Objections to the Subpoena and Plaintiffs' Threatening Correspondence Regarding Enforcement

17. Plaintiffs served the Subpoena on December 29, 2022 and reached out to counsel at S&C on January 12, 2023. (*See* Ex. F.) After S&C attempted to gain clarity and reserve its rights, Plaintiffs' counsel asserted repeatedly that "the deposition is set for January 27th at 10am," *i.e.*, the date noticed in the Subpoena, and that they would "be at [S&C's] offices in NY at 9am" on that date. (*Id.*) Counsel also asserted in correspondence their intention to depose S&C's representative on topics that are not identified in the Subpoena (*id.*) and instead appear to be based on a *pro se* declaration submitted in the FTX bankruptcy proceeding.[3]

18. On January 20, 2023, S&C responded that "no representative of Sullivan & Cromwell will be appearing for deposition next week" and that neither the Subpoena nor Plaintiffs' related correspondence

> provide any justification as to why discovery from Sullivan & Cromwell would be appropriate in any event, or why you believe we would have any relevant information. Sullivan & Cromwell has never represented Voyager and, as detailed in the voluminous public disclosures in connection with our recent retention in the FTX Debtors' chapter 11 cases, Sullivan & Cromwell has not represented any FTX entity on matters at issue in your litigation.

(Ex. F (Jan. 20 Email from B. Glueckstein to A. Moskowitz).) Undeterred, Plaintiffs responded by reiterating their threat to "arriv[e] at your offices in NY on Friday at 9am, unless you have Judge Reid in our Voyager litigation quash our subpoena." (*See* Ex. F.)

[3] The bankruptcy court rejected that declaration in its entirety as improper. *See In re FTX Trading Ltd.*, Case No. 22-11068, Jan. 20, 2023 Hr'g Tr. 24:6-9 ("I have read the declaration and, frankly, it's full of hearsay, innuendo, speculation, rumors; certainly not something I would allow to be introduced into evidence in any event.").

19. On January 25, 2023, S&C served formal responses and objections to the Subpoena, attached hereto as Exhibit G. Those responses reiterated S&C's objections to producing a witness or conducting any document searches. S&C objected to each request in the Subpoena principally on the grounds that (i) Plaintiffs lack any good-faith basis to believe that S&C possesses responsive information; (ii) as a result, forcing S&C to search for responsive documents or proffer a witness to testify would be unduly burdensome and harassing; (iii) the information Plaintiffs seek is irrelevant to the *Norris* Action; and (iv) Plaintiffs seek information that, if it existed, would largely be privileged. In addition to serving objections, S&C now seeks an order quashing Plaintiffs' improper subpoena.

LEGAL STANDARD

20. Under CPLR § 3119(e), a motion to quash an out-of-state subpoena must be "submitted to the court in the county in which discovery is to be conducted." The appropriate forum for this motion is New York County, where S&C "has an office for the regular transaction of business in person" and thus where any deposition pursuant to the Subpoena would proceed. CPLR § 3110(2).

21. "A subpoena duces tecum cannot be used as a . . . fishing expedition." *Matter of Application of Home Box Off. Inc.*, 64 Misc. 3d 566, 568 (Sup. Ct. N.Y. Cnty. 2019). The respondent is entitled to an order quashing a subpoena "where the futility of the process to uncover anything legitimate is inevitable or obvious . . . or where the information sought is utterly irrelevant to any proper inquiry." *Matter of Kapon* v. *Koch*, 23 N.Y.3d 32, 38 (2014) (internal quotation marks omitted). The subpoenaing party may attempt to rebut that showing by "establish[ing] that the discovery sought is 'material and necessary' to the prosecution or defense of an action," *id.* at 34, but any such attempt would be futile here. In Plaintiffs' own words, the Subpoena is a bid "to reveal . . . 'legal' advice." They have no basis to expect that such an attempt

would "uncover anything legitimate" or anything that is not "utterly irrelevant" to the *Norris* Action. The burdensome and improper Subpoena readily satisfies the standard governing this motion and should be quashed.

ARGUMENT

I. THE SUBPOENA IS UNDULY BURDENSOME AND HARASSING BECAUSE PLAINTIFFS LACK A GOOD-FAITH BASIS TO BELIEVE THAT S&C POSSESSES RESPONSIVE INFORMATION.

22. The Subpoena impermissibly burdens S&C because "the futility of the process to uncover anything legitimate is inevitable or obvious." *Kapon*, 23 N.Y.3d at 38; *see also* CPLR § 3103 (court may enter protective order "to prevent unreasonable annoyance, expense, embarrassment, disadvantage, or other prejudice").

23. Plaintiffs have no good-faith basis to believe that S&C would possess the information sought in the Subpoena regarding the Voyager Products. S&C has never represented Voyager or any Defendant Brand Ambassador that worked for Voyager. Plaintiffs have identified no reason to expect that a search of S&C's records would yield documents regarding whether the Voyager Products constituted securities.

24. Nor have Plaintiffs identified any valid reason to believe that S&C would possess responsive information concerning the FTX Products. Plaintiffs have not identified and cannot identify any engagement of S&C by FTX in connection with (i) whether any Products constitute securities or (ii) any matters regarding the Defendant Brand Ambassadors. (Ex. D ¶¶ 40-54.)

25. On this record, it would be unduly burdensome to force a nonparty law firm to conduct a lengthy search of its records or prepare and offer witness testimony to confirm the absence of responsive information. *See Christie's, Inc.* v. *Koch*, 110 A.D.3d 651, 652 (1st Dep't 2013) (affirming order quashing out-of-state subpoena as overbroad and "improper fishing expedition"); *In re Dier*, 297 A.D.2d 577, 578 (1st Dep't 2002) (approving order quashing

"overbroad, burdensome and oppressive" subpoena requests "seeking material well beyond the legitimate scope of [serving party's] need"). Having served a non-party subpoena with no good-faith basis to believe that the respondent would possess the information sought, Plaintiffs are entitled to nothing, and the Subpoena should be quashed. *See Matter of Application of Home Box Off., Inc.*, 64 Misc. 3d at 568 ("A subpoena duces tecum cannot be used as a . . . fishing expedition.").

26. Critically, any relief short of quashing the subpoena in its entirety is unlikely to prevent undue burden and expense. S&C has reason to expect that if permitted to proceed with any discovery, Plaintiffs will continue to act improperly, including by attempting to obtain information from S&C concerning any matter relating to FTX that piques their interest, including matters "utterly irrelevant" to the *Norris* Action. *See Kapon*, 23 N.Y.3d at 38. Indeed, Plaintiffs have already attempted to do just that by asserting that they intend to question S&C's representative about topics that were not identified in the Subpoena. (Ex. F (Jan. 20, 2023 Email from A. Moskowitz to B. Glueckstein).) *See Brodsky* v. *New York Yankees*, 26 Misc. 3d 874, 887 (Sup. Ct. N.Y. Cnty. 2009) (holding that subpoena power may not "be used as a tool of harassment or for the proverbial 'fishing expedition' to ascertain the existence of evidence").

II. THE COURT SHOULD QUASH THE SUBPOENA BECAUSE THE DISCOVERY IT SEEKS IS IRRELEVANT TO PLAINTIFFS' CLAIMS.

27. The Subpoena should be quashed for the additional reason that "the information sought is utterly irrelevant to any proper inquiry." *Kapon*, 23 N.Y.3d at 38.

28. *First*, the primary issue on which Plaintiffs seek discovery—whether the Products were securities that should have been registered with the SEC—is a question of law to be decided by the court. That question does not turn on S&C's view of securities law or any advice communicated to FTX or any other party.

29. Plaintiffs themselves have effectively acknowledged this. On January 20, 2023, while the Subpoena was pending, they moved for summary judgment in the *Norris* Action on the precise question as to which they purport to demand discovery from S&C: whether the YBAs constitute securities. (*See* Ex. B.) On that motion, Plaintiffs take the position, as they must, that "there [is] no genuine issue of *material* fact" as to that "specific and narrow" question and that it "can and should be decided (under any conclusion) quickly for all of the parties." (*Id.* at 1, 9 (quoting *Anderson* v. *Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986)); *see also* Ex. A ¶ 7 (*Norris* complaint alleging that the YBAs "legally qualify as 'securities'").) Plaintiffs' attempt to seek fact discovery from nonparty S&C regarding whether the YBAs are securities is irreconcilable with their simultaneous summary judgment motion asserting that the fact record is sufficient to decide the very same issue as a matter of law.[4]

30. *Second*, there is no conceivable basis for Plaintiffs to seek discovery regarding the Products offered by Voyager. The *Norris* Action concerns only *FTX* Products. Plaintiffs do not allege any claims concerning Voyager Products, and neither Voyager nor its "brand ambassadors" are named as defendants in the action. Plaintiffs have not identified any reason why information concerning Voyager Products would impact the *Norris* court's determination of a question of law regarding FTX Products. *See Apex Fund Servs. (US), Inc.* v. *Maffei*, 183 A.D.3d 432, 433 (1st Dep't 2020) (affirming grant of motion to quash where "[t]he information sought [wa]s irrelevant to the . . . action, as it relate[d] to . . . [an] investigation of . . . [matters] that [we]re not at issue in

[4] To the extent that Plaintiffs intend to speculate that S&C's advice somehow informed the Defendant Brand Ambassadors' state of mind, Plaintiffs' own pleading forecloses that argument. Even putting aside that S&C never represented the Defendant Brand Ambassadors, Plaintiffs allege that their claims "provide for *strict liability*." (Ex. A ¶ 7.)

the . . . action"). Every request in the Subpoena seeks information regarding the Voyager Products and is deficient to that extent.

31. *Third*, the Complaint is similarly devoid of claims regarding FTX's "native cryptocurrency exchange token" FTT. Plaintiffs do not assert that FTT was an unregistered security or otherwise state a claim based on FTT. The requested discovery regarding FTT thus has no apparent bearing on Plaintiffs' claims, and every request in the Subpoena is deficient to the extent that it seeks information concerning FTT.

32. *Fourth*, three of the five Deposition Subjects and three of the five Document Requests seek information regarding communications between S&C and other non-parties to the *Norris* Action. Specifically, Deposition Subject No. 1 and Document Request No. 1 seek information regarding communications between S&C and "any representatives of the FTX Entities or Voyager Entities" concerning whether the Products constitute securities; Deposition Subject No. 2 and Document Request No. 2 seek such communications between S&C and "any federal or state entity"; and Deposition Subject No. 3 and Document Request No. 3 seek such communications between S&C and "any investor, consumer, or member of the public." Hypothetical communications between a non-party law firm and other non-parties to the *Norris* Action cannot be probative of whether the Defendant Brand Ambassadors engaged in any violations of law.

33. To the extent that Plaintiffs are speculating that advice provided by S&C to FTX might have been conveyed to the Defendant Brand Ambassadors, then the Subpoena seeks information that would be available from the Defendant Brand Ambassadors themselves, and Plaintiffs should seek discovery from them directly. In addition, these requests—including in

particular Plaintiffs' demand for "[a]ll Documents or Communications between [S&C] and *any . . . member of the public*"—are wildly overbroad and are deficient on that basis as well.

34. New York law prohibits use of the subpoena power to mine for information unrelated to the subpoenaing party's claims. *See Christie's*, 110 A.D.3d at 652 (holding that where information sought "has no relevance to the prosecution of the . . . action, [subpoena] would appear to be an improper 'fishing expedition to ascertain the existence of evidence' . . . ."). Here, the information Plaintiffs seek (i) relates to an issue of law as to which they have already moved for summary judgment and (ii) concerns parties and Products that are not the subject of any claims in the *Norris* Action. Plaintiffs obviously are attempting to fish for information to use in some capacity apart from their pursuit of those pending claims. Governing law forecloses that improper maneuver and requires that the Subpoena be quashed. *See id.*

III. THE COURT SHOULD QUASH THE SUBPOENA BECAUSE IT IMPROPERLY SEEKS INFORMATION PROTECTED BY THE ATTORNEY-CLIENT PRIVILEGE.

35. The Subpoena fails for the independent reason that it blatantly attempts to invade (at a minimum) the attorney-client privilege. *See Bohn* v. *176 W. 87th St. Owners Corp.*, 106 A.D.3d 598, 600 (1st Dep't 2013) (affirming grant of motion to quash subpoena that "sought documents and testimony protected by the attorney-client privilege"). Indeed, the Subpoena specifically targets privileged information. Every Document Request and Deposition Subject in the Subpoena seeks disclosure of S&C's legal opinion about whether the Products "constituted . . . securit[ies] required to be registered with the S.E.C." (*See* Ex. C (Deposition Subject Nos. 1-5; Document Request Nos. 1-5).) Further, Document Request No. 1 and Deposition Subject No. 1 seek communications between S&C and its client FTX. (*See id.* (Deposition Subject No. 1; Document Request No. 1).

36. Plaintiffs' counsel has freely proclaimed Plaintiffs' attempt to invade the privilege, stating to the press that they will "seek to compel the discovery" of "*the 'legal' advice [S&C] provided FTX* regarding . . . unregistered securities." *See* Hailey Konnath, *Sullivan & Cromwell Wants 'Harassing' Subpoena Blocked*, LAW360 (Jan. 27, 2023) (emphasis added). That striking admission lays bare Plaintiffs' improper purpose in serving the Subpoena and emphasizes the appropriateness of an order quashing the Subpoena.

CONCLUSION

37. For the foregoing reasons, S&C respectfully requests that the Court enter an order quashing the Subpoena in its entirety.

38. No previous application has been made to this or any other court for the relief sought herein.

WHEREFORE, Petitioner respectfully seeks:

(a) an order quashing the Subpoena in its entirety; or, in the alternative,

(b) a protective order prohibiting Plaintiffs from attempting to enforce the Subpoena against S&C; and

(c) an order awarding Petitioner such additional relief as the Court may deem just and proper.

Dated: January 31, 2023

Respectfully submitted,

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Counsel for Petitioner Sullivan & Cromwell LLP

VERIFICATION

State of New York)
)
County of New York)

I, Stephen Ehrenberg, Esq., being duly sworn, deposes and says:

1. I am an attorney licensed to practice law in the State of New York and a member of the law firm of Sullivan & Cromwell LLP ("S&C"). I am representing S&C in connection with this Petition.

2. I have read the allegations of the foregoing Verified Petition and supporting documents and based upon that personal knowledge, all such allegations are true and accurate, except as to any matters therein stated to be based upon information and belief, as to those matters, I also believe the allegations to be true.

Sworn to before me this
31st day of January 2023

Notary Public

Harrison Schlossberg
Notary Public, State of New York
N# 01SC6440501
Qualified in New York County
Commission Expires September 12, 2026