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Attorneys for Secured Creditors WEIDER HEALTH & FITNESS and BRUCE FORMAN

UNITED STATES DISTRICT COURT
DISTRICT OF OREGON
PORTLAND DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

AEQUITAS MANAGEMENT, LLC;
AEQUITAS HOLDINGS, LLC;
AEQUITAS COMMERCIAL FINANCE,
INC.; AEQUITAS CAPITAL
MANAGEMENT, INC.; AEQUITAS
INVESTMENT MANAGEMENT, LLC;
ROBERT J. JESENİK; BRIAN A. OLIVER;
and N. SCOTT GILLIS,

Defendants.

Case No. 3:16-CV-00438-PK

**DECLARATION OF BRUCE FORMAN
IN SUPPORT OF SECURED
CREDITORS WEIDER HEALTH &
FITNESS'S AND BRUCE FORMAN'S
STATEMENT ON PROPOSED
PROCEDURE FOR ADEQUATE
PROTECTION HEARING**

DECLARATION OF BRUCE FORMAN



160043817022400000000003

DECLARATION OF BRUCE FORMAN

I, Bruce Forman, declare as follows:

1. I am the Executive Vice President of Weider Health & Fitness (Weider). If called as a witness, I could and would testify competently to the matters stated herein under oath.
2. Attached hereto as Exhibit A is a true and correct copy of an email from the Receiver's counsel to my lawyer, dated October 14, 2016.
3. Attached hereto as Exhibit B is a true and correct copy of a Citibank wire transfer statement showing my transfer of \$500,000 to CarePayment Holdings, LLC on June 30, 2015. My address and the bank account numbers have been redacted.

I declare under penalty of perjury that the foregoing is true and correct. Executed on February 23, 2017, in Los Angeles, California.


Bruce Forman

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of

Los AngelesOn 02-23-2017
Date

before me,

Christian Mena, Notary Public

Here Insert Name and Title of the Officer

personally appeared

Bruce Forman

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature

Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____

Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

☐ Corporate Officer — Title(s): _____☐ Partner — ☐ Limited ☐ General☐ Individual ☐ Attorney in Fact☐ Trustee ☐ Guardian or Conservator☐ Other: _____

Signer Is Representing: _____


Signer's Name: _____

☐ Corporate Officer — Title(s): _____☐ Partner — ☐ Limited ☐ General☐ Individual ☐ Attorney in Fact☐ Trustee ☐ Guardian or Conservator☐ Other: _____

Signer Is Representing: _____

EXHIBIT A

EXHIBIT A



From: Poust, Alex [mailto:APoust@SCHWABE.com]
Sent: Friday, October 14, 2016 3:49 PM
To: Howard M. Levine <hlevine@sussmanshank.com>
Cc: Ream, Larry <LReam@SCHWABE.com>
Subject: Aequitas

Howard –

Good catching up today. It occurs to me that at the end of the call we did not actually determine whether to proceed with an MOU or similar instrument to memorialize the basic terms of understanding between the receiver and your clients. Please let me know if you would like to do so.

Subject to confirmation from the receiver, my understanding is that your clients (Mr. Weider and Mr. Forman) will accept \$8.5 million in full satisfaction of two loans to CarePayment Holdings, LLC, which aggregate to approximately \$10.5 million in principal , plus accrued (approximately \$1 million to date) and accruing interest. Payment would be due at or near the time of closing of the receiver's sale of CarePayment Technologies, Inc., which will provide the liquidity to fund the payment to your clients. We would look to you to advise on how the discounted loan payoff amount would be apportioned, since your clients are owed different amounts.

Best,

Alex

Schwabe Williamson & Wyatt

Alex Poust

Shareholder

Direct: [503.796.2913](tel:503.796.2913)

Cell: [503.381.4301](tel:503.381.4301)

apoust@schwabe.com

[Vcard](#)

www.schwabe.com



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EXHIBIT B

EXHIBIT B



Private Bank

Bruce Scott Forman

[REDACTED]
Pacific Palisades, California 90272

UNITED STATES

Citibank, N.A.

Citi Private Bank

1 Court Square

Floor 22

Long Island City, NY 11120

Wire Transfer**Debit Advice****June 30, 2015**

We are pleased to confirm your outgoing wire transfer. Please take a moment to review the transaction details below.

If any of the information noted below does not accurately reflect what you have requested, or if you have any questions, please contact your Citi Private Bank Representative. You may also call us Toll Free at 1-800-870-1073 for information concerning our services.*

Thank you for the opportunity to serve you. We value your business.

Sincerely,

Citi Private Bank

Account Debited	:	Interest Checking [REDACTED]
Account Name	:	BRUCE S FORMAN
Transaction Amount	:	USD 500,000.00
Transaction Date	:	June 30, 2015
	:	
Beneficiary Information	:	CARE PAYMENT HOLDINGS LLC
Beneficiary Account Number	:	[REDACTED]
	:	
Receiving Bank Number	:	[REDACTED]
Receiving Bank Name	:	BANK OF AMERICA NA NY
Third Party	:	NONE
FED Reference #	:	20150630B1Q8021C063692
	:	
Global ID Number	:	G0851810099201
Batch Track Number	:	94771368180400000

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[REDACTED]