

CAUSE NO. D-1-GN-23-003968

G.E.T. MARKETING, LLC,	§	IN THE DISTRICT COURT
	§	
<i>Plaintiff</i>	§	
	§	
v.	§	459 <sup>th</sup> JUDICIAL DISTRICT
	§	
PSW REAL ESTATE, LLC,	§	
	§	
<i>Defendant</i>	§	TRAVIS COUNTY, TEXAS

**RECEIVER’S ELEVENTH STATUS REPORT**

The Stapleton Group, Inc., in its capacity as receiver (“*Receiver*”), files this *Eleventh Status Report* for the months of August and September 2024, and would respectfully show this Court as follows:

**I. INTRODUCTION**

1. On July 31, 2023 (the “*Appointment Date*”), the Court entered the *Order Appointing Receiver* (the “*Receivership Order*”) pursuant to which the Court appointed the Receiver over the operations and property of the above-captioned defendant, PSW Real Estate, LLC (“*PSW*”) and its affiliates listed on Exhibit A attached to the Receivership Order (the “*Affiliates*”) and, together with PSW, the “*Receivership Entities*”). The receivership created under the Receivership Order (the “*Receivership*”) commenced on August 1, 2023.

2. On the Appointment Date, the Receivership Entities were in the process of developing twenty-nine (29) residential properties across three states (the “*Developments*”), certain of which were owned outright by PSW and certain of which were owned through joint ventures with third-party entities (“*Joint Ventures*”). The Developments have complicated capital structures including but not limited to, multiple lenders, hundreds of individual and small family office investors and institutional investors. As of the Appointment Date, the

Developments were reported to be in various stages of progress. A handful of Developments were in the beginning design phase, while others included partially completed homes that were build-to-suit projects that were presold to future residents.

3. At the outset of the Receivership, the Receiver engaged in discussions with StoryBuilt’s investors, committee members, current and former board members, current and former executives, and former principals (collectively, the “*Constituent Representatives*”), all of whom felt strongly about the value of the Receivership Entities. The Constituent Representatives stated their opinions that:

- the loan-to-value ratio on the real estate portfolio was below 50% - meaning the properties were worth at least twice the debt on each property;
- developments were ready to move forward and those in mid-construction could be restarted and finished quickly;
- an employment related \$4.2 million tax refund was in process
- there was significant value in presenting the Receivership Entities to the market as a going concern based on:
  - strong accounting, development and operation teams with operating systems capable of supporting the Developments and
  - innovative and profitable Developments in highly desirable markets;
- the investor group would support the Receivership financially including a representation by the principals that two major investors had committed to invest more than \$10 million; and
- the Joint Venture partners would support a going concern marketing strategy.

4. The negative aspects of the Receivership Entities were then characterized by the Constituent Representatives as limited to (i) poor management; (ii) accusations of misconduct against PSW’s principals; (iii) lawsuits filed against certain Receivership Entities by Joint Venture partners, investors, subcontractors, and other creditors; (iv) illiquidity; and (v) unpaid payroll and benefits obligations. At the time the Receiver was appointed, the Receivership

Entities were completely out of cash, even after recently borrowing more than \$3 million from hard-money lenders, some at interest rates in excess of 280%. PSW had already been or was soon to be removed as Manager of certain of the Affiliates by its Joint Venture partners. As a result, a compliance committee was formed and an oversight committee was created to oversee management prior to the Appointment Date.

5. Numerous unrecorded liabilities, financial obligations, and agreements with former employees have surfaced since the start of the Receivership. These have further complicated potential transactions and, in some cases, materially and negatively impacting the feasibility of individual projects leading to reduced sales prices or preventing sales at all.

6. The Receiver has uncovered and been made aware of numerous unrecorded liabilities related to project financing, development operations, and numerous other matters. In addition to the additional liabilities surfacing, many agreements executed with counterparties to PSW (or its development entities) were typically unfavorable to PSW. Counterparties built in strong language which allowed them to legally take control of projects, and to take actions like removing PSW from its Manager role on a particular project or preventing PSW from making certain operating decisions. Joint Venture partners also had rights to demand additional capital to fund projects and, in the event PSW could not fund such capital demands, the Joint Venture Partners had the right to expel PSW from the project. In short, PSW was in vulnerable positions with respect to its its Joint Venture Partners and other contract counterparties, especially if PSW was under capitalized.

7. As described in more detail below, after the very challenging month of December 2023, the Receiver determined that it received wildly optimistic opinions and information from the Constituent Representatives concerning the value of the Developments, the value of the

Receivership Entities as a collective going concern, and the ability of the Receivership Entities to continue operations. Further, the Receiver investigated the employment tax credits and, based on the input of experts familiar those regulations, believes that PSW did not qualify for the credits and filed a non-compliant refund request. As a result, the Receiver changed course in the administration of the Receivership with a focus on quickly monetizing the remaining assets and reducing administrative costs.

8. Prior to the Appointment Date, PSW operated and invested in in alternate lines of business (collectively, the “*Extraneous Businesses*”), including (i) home owner association (“*HOA*”) management services; (ii) a company named “Fixed Maintenance,” that provided plumbing, painting, electrical and other services to the Receivership Entities and third-party customers; (iii) minority ownership of eProperty Care (“*EPC*”) (with an option for full acquisition), a smart building property technology (aka prop-tech) company, with an option to purchase EPC<sup>1</sup>; (iv) EPC software to manage PSW controlled projects; and (v) minority ownership (with plans of full acquisition) of HomBase, a complimentary prop-tech software company for property owners and managers, which was recently sold.

9. The Extraneous Businesses generated significant net losses for PSW. The Receiver is assessing the value of PSW’s minority interest in HomBase and potential ways to monetize that interest, which is currently held in the form of PSW’s share of a \$10.7 million note that matures in December 2024 (the “*HomBase Note*”). The administrator managing HomBase provides regular status reports to the Reciever and other note owners, and may be able to provide

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<sup>1</sup> In connection with its investment in EPC, PSW hired two executives of EPC and hired one or more new employees to facilitate the growth of EPC and the prop-tech platform as a vertically integrated company. PSW spent significant amounts on marketing and infrastructure for the prop-tech platform assuming that PSW would exercise its option and consummate the purchase of 100% of the equity of EPC.

a realistic estimate of any recovery of the \$1.45 million PSW invested. The Receiver is collecting accounts receivable for Fixed Maintenance, whose operations were shuttered prior to the Receivership. The Receiver plans to retain a collection agency to support the collection of the remaining receivables. The Extraneous Businesses are unlikely to yield significant money to the Receivership, with the exception of the HomBase Note.

10. The Receiver prepared an analysis of the pre- and post-acquisition financial activity related to Fixed Maintenance. That analysis has been provided to the sellers of Fixed Maintenance. The preliminary findings are that PSW funds were regularly comingled with Fixed Maintenance funds and that PSW provided more than \$1 million in working capital between the acquisition date in June 2022 and July 31, 2023. It also appears that post-closing working capital adjustments were not calculated properly, resulting in an potential overpayment by PSW according to the terms of the acquisition documents.

11. Since the Appointment Date, the Receiver has taken control of the finances of the Receivership Entities and has engaged in discussions with creditors and investors regarding the preservation of value of the assets of the Receivership Entities (now, the “*Receivership Assets*”). The Receiver entered into multiple Rule 11 agreements with lenders to forestall foreclosure and with litigants to stay legal activity. The Receiver continues to negotiate with Joint Venture partners and lenders to realize value in the Joint Ventures. The Receiver and accounting team continued its financial (cash) reconciliation and forensic analysis of one of the Joint Ventures to determine if the terms of the agreements were met by the parties to the Joint Venture. The Receiver has made progress providing value for creditors, investors, and all other stakeholders by instituting an organized and orderly claims process, undertaking a forensic accounting,

completing some homes that were partially constructed, and negotiating to sell, preserve and increase the value of the Receivership Assets.

12. The Receiver continues to execute on its plan to reduce expenses and focus efforts on monetizing assets. Simultaneously, the Receiver continued its forensic investigation of the Receivership Entities' and evaluation of claims appearing from such investigation and prepared an initial Forensic report for this Court. The Receiver terminated all but one employee in June 2024 after closing its physical offices in Austin, Texas in early 2024. PSW had no employees after July 1, 2024. The Receiver and its professionals are reducing or ceasing efforts on activity unlikely to result in a net return to the Receivership. Those activities are primarily completing and selling remaining homes, selling the remaining assets, and pursuing claims.

The timing of the PSW RE/ StoryBuilt ("StoryBuilt") receivership winddown is dependent on monetizing the remaining assets, settling outstanding claims, and requesting court approval of a distribution of the assets. The remaining assets are primarily:

- Cash and receivables
- Note receivable from HomBase sale
- Sales tax and other refunds
- 20 single family homes in the Austin area
- Minority interests in 3 Joint Ventures ("JV"s)
- Claims against the former executives, and related D&O Policy claim
- Claims against others e.g. construction defect and fraudulent conveyance

13. The Receiver plans to complete the sale of the remaining real estate assets, complete the construction and sale of the remaining single-family homes, provide this Court a final forensic report and recovery estimate, and recommend a distribution plan for Court approval (Phase 1) for when and if funds become available. Phase 2 could then consist of pursuing claims for the Estate's benefit, reviewing claims filed by creditors and investors, monitoring the JV Projects, and collecting and distributing cash according to the Court-approved distribution plan. The duration of Phase 2 could extend to multiple years if recoveries extend

materially e.g. to allow JV Projects to be developed. The receivership costs would be sharply reduced in that case. Phase 2 is expected to entail mostly oversight of outstanding claims or receivables and the Receiver does not anticipate the need for regular hearings, regular attorney time, or regular administrative time.

14. The few remaining assets of the Receivership Estate will be devalued without the protection and actions of the Receivership and many innocent third parties will be harmed if the Developments are thrown back into the thicket of pre-Receivership litigation. The Receiver continues to evaluate every major initiative to assess the likely net return to creditors and investors. The Receiver will continue to evaluate the costs and benefits of the Receivership.

## **II. SUMMARY OF RECEIVERSHIP OPERATIONS**

### **A. Status of Receivership activity**

Since the inception of the Receivership, the following activities and results have been completed in accordance with this Court's Order:

- Thirteen (13) homes delivered to existing or new home buyers. Some existing homebuyers had been under contract for more than two years;
- Stabilized neighborhoods under construction suffering from vagrant trespassing and vandalism;
- Responded to information and reporting requests from more than eight regulatory agencies to support their investigations;
- Reconstructed financial records for Fixed Maintenance and filed sales tax and other returns that were preventing Texas state agencies to pay past due amounts;
- Repaid more than \$57 million to secured lenders;
- Re-employed approximately 20 former employees which allowed the Receivership to benefit from their knowledge and provided a transition to their next jobs;
- Created a claims management system and processed 1,329 claims from investors and creditors;

- Uncovered and made claims related to pre-receivership payments made to repair homes not owned by Receivership Entities;
- Filed a motion to retain special counsel to pursue D&O Insurance and related claims;
- Resolved an out-of-state dispute with investors which netted \$100,000 to the Receivership Estate; and,
- Filed claims against the former executives;

**B. Marshaling and Preserving Assets**

*Identifying Assets*

15. The Receiver has collected, reviewed, updated and, in some cases, created books and records detailing the Receivership Entities’ active and dormant projects. Because of the complex (and blurred) interrelationships and collective operation of the Receivership Entities, the Receiver is identifying and evaluating the capital structure of all of the Receivership Entities and related Developments to the extent possible. To the best of the Receiver’s knowledge and information and based on a sound and thorough investigation, the Receiver has determined that as of the date of this report, the Receivership held an interest in three (3) Developments<sup>2</sup> and fifteen (15) Joint Ventures<sup>3</sup> across two states. The majority of the Receivership Entities and related Developments are encumbered by secured debt, plus various levels of preferred equity, Class A, Class B, and Class C investors, and revenue sharing agreement (“*RSA*”) investors. The Receiver is calculating the Receivership Entities’ interests in all remaining projects, including

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<sup>2</sup> The Developments include Lucy, North Bluff, and Jolene.

<sup>3</sup> The joint-venture projects and related Joint Venture Partners include George (Hearthstone), Ellie May (IHP), Scout, Stanley, Archie, Sumie, Frank North, Frank South, Longview, Polaris, Callie (aka Morgan Junction), Judy, Josephine, Thornton Flats, and Thornton MU (All Partners Group).



the Developments and Joint Ventures. The table below shows the remaining Developments and estimated associated secured debt.

<b>Secured Debt</b>			
<b>Project</b>	<b>Location</b>	<b>Secured Debt</b>	<b>Notes</b>
Lucy	Austin	\$1,776,345	8 homes remaining
North Bluff	Austin	\$857,510	5 homes remaining
Jolene	Dallas	\$46,102,048	\$17.1M 1st Position with B1 Bank, \$29M 2nd Position with PG
Receiver's Notes	N/A	\$2,591,821	
<b>Unsecured Debt &amp; Equity</b>			
<b>Source</b>	<b>Principal</b>	<b>Accrued Interest</b>	<b>Notes</b>
Past Due Payroll	\$1,800,000	N/A	Estimated Past Due Payroll
Unsecured Creditors	\$24,855,063	\$2,584,738	Corporate Notes, vendor claims, homebuyer claims, etc.
Limited Partners	\$40,196,361	\$6,827,727	
Equity	\$79,408,265	\$7,584,033	

16. The Receiver is evaluating and analyzing each of the remaining Developments to determine how best to maximize returns to creditors and investors. The Receiver entered into several agreements with senior secured noteholders that allowed the foreclosure of specific Receivership Assets that would not return funds to the Estate. The Receiver is in the process of marketing specific projects to determine whether abandonment, recapitalization, or sale of such projects is in the best interest of the many stakeholders of the Receivership (the “*Stakeholders*”).

17. Attached hereto as **Exhibit 1** is a summary of liquid assets identified through July 31, 2024.

*The Receivership is completing the first phase of the assignment.*

18. As reported in the Receiver’s Sixth Report, numerous factors led to a rapid change in strategy from rehabilitation of an operating development company to efficient monetization of any assets in which there appeared to be equity for the Stakeholders.

19. As described in detail in the Receiver’s Tenth Report, during June and July 2024, the Receiver was seeking to sell PSW’s interest in Project Charley. The secured lender noticed an Article 9 foreclosure auction of the PSW equity in the Project, subject only to PSW paying off

the entire secured debt. The Receiver did not have sufficient assets to pay the secured debt and, as a result, the PSW equity was sold at a public sale on August 26, 2024. PSW has since been removed as Manager of the ownership entity..

20. The Receiver successfully negotiated with the secured lenders in the remaining controlled projects of Lucy and North Bluff to re-mobilize construction to enable completion and sale of homes in a manner that creates the most value from those remaining projects. Motions to approve the sale closing of completed homes from these projects have been approved by the court and additional motions will be presented to the court in a rolling fashion as additional sales on homes pending completion are ready to close.

21. The Receiver's activities in August and September 2024 included, but were not limited to, the following:

- revising financial analyses and related documents describing activity with largest Joint Venture partner;
- continued settlement discussions with a JV partner after reaching general consensus on the historical financial activity;
- revising the receivership estate cash flow budget following Lynd Development's failure to close the Charley purchase as planned;
- providing information to insurance carriers and other service providers to support insurance premium returns;
- supporting the home building operation including processing draw requests and paying subcontractors;
- identifying other potential claims from the principals and related companies, and from others including investors who may have received disproportionate returns compared to other investors and lenders, or received payments not permitted by the governing documents;
- Planning terminations and establishing 1099 agreements for select personnel required to continue providing limited services to the Receiver;
- identifying additional claims against the former principals to add to the existing lawsuit; and,

- terminating software contracts and planning for completion of Phase 1 of the receivership.

22. The Receiver managed legal and Receiver activity as planned during August and September 2024, although the ability to reduce costs was somewhat limited by the extra efforts required to support the JV reconciliations, and home construction and sales. Other additional activity included, but was not limited to:

- Expanding the insolvency analysis to 2020 and 2020 and reviewing payments made after PSW became insolvent;
- corresponding with the directors and officers insurance carrier regarding claim coverage;
- pursuing claims against former principals;
- preparing financial analysis of transactions related to Fixed Maintenance to support potential claims regarding that acquisition and termination of the Rule 11 agreement currently in place;
- resolving negotiations with remaining lenders on remaining Texas single family projects to determine best way to maximize return to the Estate; and
- supporting home sales efforts following home construction completion.

23. Little new information was received in August and September 2024 that would materially impact the overall recovery to the investors. One potential exception is monetizing PSW Joint Venture investments prior to the projects being completed, which the Receiver is either discussing or intends to discuss with the Joint Venture partners.

24. The Receiver determined that the shorter-term sources of cash are limited to asset sales and potentially claims against the former principals and their affiliates. The monetization of PSW's interests in the smaller Joint Ventures is unlikely to create cash for investors in the short-term; most of the Joint Venture developments have relatively long completion timeframes. Unless the Joint Venture partners buyout PSW, sell, or otherwise monetize the Joint Venture projects sooner than anticipated, those investments will not generate cash immediately.

Collection of tax credits, recoveries from claims, and collection on various receivables could span several years.

25. The Receiver continues to operate under the assumption that the short-term vs. long-term asset monetization forecast requires the Receiver to focus immediate efforts and expenditures on those activities that provide short-term return to Stakeholders while maintaining oversight on the assets with a longer-term return. Managing long-term investments and other assets is expected to require a significantly less expensive Receivership operation.

#### Operations

26. The Receivership operated with a small staff necessary to complete construction in process, support PSW's Joint Venture interests, perform accounting tasks, and sell completed homes. Prior to the appointment of the Receiver, PSW terminated or furloughed most employees based on an inability to meet payroll obligations. As of the appointment of the Receiver, the Receiver terminated all remaining employees as PSW had only minimal liquid assets available to meet payroll obligations. As cash flow was identified (including from the issuance of Receiver Certificates), certain Austin and Seattle employees were re-hired by the Receiver as necessary for the ongoing operations discussed in this Eleventh Report. The personnel in Seattle oversee projects in Seattle under construction managed by the Joint Venture. Compensation and benefits for the Receiver's personnel in Seattle are paid by the Joint Venture, not the Receivership Estate.

27. As communicated to the Court in previous reports, the Receiver is reducing operating expenses to the extent possible.

28. Approximately six (6) people continue to provide services to the Receiver as of the date of this report. Employees were converted to a more cost efficient payroll system to manage final payroll, retention payments, and 1099 payments. The Receiver previously

implemented employee retention measures and will pay a limited number of employees a small retention bonus following the successful completion of their roles.

29. During August and September 2024, the Receiver continued to meet critical milestones in finishing homes under construction, building upon the momentum established in early 2024. The Receiver's primary focus was on energizing the homes and advancing towards final inspections. The SRES Originations loan was fully paid off in July 2024 and the two (2) remaining completed homes are under contract to close in October. Four (4) of the eight (8) Amegy Bank funded homes are contracted and scheduled to close in October or November 2024. The remaining homes are actively listed for sale as they approach their completion date. A summary of the open contracts and listed homes is attached as **Exhibit 4**. Proceeds from the sale of homes will be used to repay senior secured lenders and any excess proceeds will be held by the Receivership pending further Court Order. Seven (7) of the eight (8) Amegy homes are completed pending a sale or scheduled closing date. The Receiver expects the final Amegy home to be completed by November 2024. Slight delays to this homes completion were caused by permitting hurdles delaying the installation of a gas meter.

30. The Receiver continued to reduce its operational focus to four major functions: (i) the forensic analysis of Joint Venture activity, (ii) construction, and (iii) analyzing potential claims. Accounting, legal and IT personnel continue to respond to regulatory agencies outside the normal course of business. In-house functions no longer performed by the Receiver include historical financial statement revision or creation, HOA management, architecture and design, sales and marketing, third-party maintenance and repairs, software development, and managing the Joint Ventures.

### Employment of Professionals

31. The Receiver continues to employ Reed Smith LLP as its counsel to advise the Receiver in connection with a full panoply of legal work, including but not limited to, identification and preservation of Receivership Assets, negotiations with claims holders, preparation and filing of pleadings and appearances in Court, and general legal analysis, advice and initial and responsive communications concerning the Receivership. The Receiver retained the firm of Carrington Coleman to pursue specific claims that were already in process at the outset of the Receivership. The Receiver continues to employ Law Office of Matthew Welch due to his intimate knowledge of the Receivership Entities and specifically the JV agreements.

32. In an effort to avoid additional hourly legal fees, the Receiver is negotiated the retention of contingency fee counsel to pursue certain litigation claims (described below) and the Receiver received Court approval for this strategy.

### Litigation Claims.

33. The Receiver filed litigation against several former principals of PSW. The Receiver anticipates that the forensic analysis will support the filing of additional claims and is actively evaluating the value of the potential recoveries to the Estate by pursuing those claims.

### Financial Overview

34. The Receiver continues to maintain oversight and control of the Receivership Entities' funds. Through September 30, 2024, PSW issued Receiver's Certificates in the amount of \$2,595,156. Of those Receiver's Certificates, only \$1,069,970 comprised cash used to fund the Receivership. See **Exhibit 3**.

The following is a summary of cash balances in Receivership bank accounts as of September 30, 2024:

<b>Accounts</b>	<b>DRAFT</b>
CNB	\$ 353,498
JPM	50,998
Guaranty Bank	-
Misc. Banks	2,317
<b>Total</b>	<b>\$ 406,813</b>
<b>Cash Restrictions</b>	
Cash Restricted by Fixed Maintenance	(308,364)
<b>Total</b>	<b>\$ 98,449</b>

**Exhibit 2** includes a detailed cash activity through September 30, 2024. The Receiver continues to closely monitor cash and cash flow projections to maximize returns to Stakeholders.

**B. Regulatory matters**

35. The Receiver continued to provide information to eight governmental authorities during August 2024: (i) the Federal Bureau of Investigation, (ii) the Texas Comptroller of Public Accounts, (iii) the Texas State Securities Board, and (iv) the Internal Revenue Service, (v) the U.S. Securities and Exchange Commission, (vi) the US Department of Labor; (vii) State of Washington Labor and Industries; and (viii) the Texas Labor Board. The Receiver is cooperating with all governmental authorities. The Receiver is producing documents and information responsive to subpoenas issued by governmental authorities on a rolling basis. The Receiver notes that the costs of preparing responses and providing access was significant, requiring significant legal and IT support. The Receiver completed the bulk of its regulatory tasks by the end of July 2024.

### **C. Identifying and Organizing Claims**

36. The Receiver is in the process of identifying all creditors of each Receivership Entity. This is an ongoing process that requires a sizeable portion of the Receiver's time. As of June 31, 2024, the Receiver had received 1298 completed claim forms.

37. The Court approved the *Motion to Establish Claims Procedures, To Approve Claim Form, and to Approve Injunction Notice* (the "**Claims Motion**") on October 5, 2023. Following the Court's approval, the Receiver implemented an online claims portal to allow claim holders the ability to provide their claims efficiently (<https://storybuiltreceivership.com/>). The Receiver will establish a claims bar date by separate motion and approval from the Court.

### **D. Liquidating Assets**

38. To maximize returns to Stakeholders, the Receiver intends to market (or manage through collection) all remaining monetizable Receivership Assets as efficiently as possible.

39. The Receiver is assessing the options for maximizing PSW Joint Venture investments. The main options available are to hold the minority share in those investments through project completion, or to negotiate a sale of PSW's interest in the Joint Ventures to third parties or the Joint Venture partner.

40. The Receiver retained a residential real estate specialist to support the marketing and sale of homes. The Receivers will seek court approval for any such additional retentions.

### **E. Financial Reporting.**

41. The Receiver's accounting team completed PSW's 2022 and 2023 financial statements, to the extent feasible, to support forensic accounting, ongoing litigation, discussions with JV partners, investment banking and claims processing initiatives. The Receiver determined that further efforts towards completing historical financial statements and the related



tax returns will not likely increase the potential return to Stakeholders. The Receiver notified investors that tax returns and the related K-1s would not be completed. During August and September 2024 the Receiver's accounting accomplished the following:

- **General:**
  - Released final w-2 employee, terminated benefits, assisted employee benefit transitions
  - Transaction support
    - Completing homes/ sales
    - Attempted Charley sale
  - Secured tax refunds from City of San Antonio
  - Responded to general liability insurance premium audit requests
  - Completed solvency analysis
  - Fixed collections totaling \$14.5k
  - Supported PG accounting for JVs, prepared for negotiations with PG for potential buyout of SB's interests
  - Litigation support
    - General/corporate
    - Fixed/Ezell
- **Project/Joint Venture:**
  - Continued the financial reconstruction and reconciliation of the largest Joint Venture.
  - Supported the legal analysis of the Joint Venture partner's investments and actions prior to the removal of PSW as Manager.
  - Progressed single family home construction and related loan draws

#### **E. Forensic Accounting.**

42. As initially described to the Court, the Receiver continues its iterative approach to the forensic accounting project to drive efficiency and value to the stakeholders. The Receiver believes additional forensic accounting efforts may not improve recovery to Stakeholders and has slowed that project substantially.

43.

The goal of the forensic accounting project overview is to:

- Confirm investor and creditor funding details;

- Analyze distributions and debt payments;
- Propose distribution plan for Court approval; and
- Identify potential claw-back claims.

44. The initial forensic analysis was included in a separate report filed concurrently with a previous Receiver's report. The Receiver's forensic work performed to date indicates that PSW's principals violated operating agreements, favored some investors over others, favored some lenders over others, filed incorrect tax returns, and either failed to create or created inaccurate or unsupported financial statements. PSW's principals disregarded corporate formalities and principles of corporate separation and, as previously reported, transferred money between entities with little documentation or investor knowledge.

45. The forensic efforts include assessing the timing, support, and rationale of investments and payment stoppages related to the largest Joint Venture. That combined legal and financial analysis is being discussed with the Joint Venture partner.

46. During August and September 2024, the Receiver continued its forensic analysis to include all investments, payments and the financial behavior and patterns of PSW's former principals. Such additional analysis is needed to support a "money in/money out" analysis likely to prove necessary for the ultimate resolution of the Receivership Entities.

#### **F. Claims Resolution and Distributions**

47. After liquidating the Receivership Assets, the Receiver will file a motion to establish a distribution plan with the Court. The following discussion relates to the assets remaining after payments to secured lenders and to satisfy administrative expenses of the receivership estate.

48. The Claims process is underway. The claims portal provides a means for creditors and investors to describe what is owed to them and to upload relevant documentation.

The Receiver will reconcile claims using the Receivership Entities' records. Distributions and loan payments were also analyzed using bank records, PSW financial records, the investment software records, the agreements governing those investments, and the PSW financial records.

49. The Receiver is closely monitoring the myriad vendor and employment claims submitted to better understand the future effort required to verify those claims then manage the distribution of funds.

39. The Receivership Entities did not function as separate entities. PSW's principals violated basic concepts of corporate separateness. Distributions were not made according to relevant governance agreements, equitably within classes, or in an otherwise financially responsible manner. Capital transactions involving various classes of stock may not prove to have economic substance or be supported by the appropriate corporate documentation.

40. As a result, the Receiver does not intend to distribute proceeds from the sale of Receivership Assets upon sale, except for payment of specifically related secured debt obligations and expenses of the administration of the Receivership. Further distributions will be made upon completion of the forensic accounting and a motion presented to the Court for approval or other appropriate action. Except for the foregoing uses, the Receiver will not distribute any Receivership Assets without an order from the Court.

Respectfully submitted,

**REED SMITH, LLP**

*/s/ Bradley J. Purcell*

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*Attorney for Receiver*

**CERTIFICATE OF SERVICE**

I hereby certify that, on September 17, 2024, a true and correct copy of the foregoing document was served on all counsel of record pursuant to the Texas Rules of Civil Procedure via the Court's electronic filing system.

*/s/ Bradley J. Purcell*

Bradley J. Purcell

# EXHIBIT 1

## Bank Account Balances

Bank Cash Balances Exhibit		DRAFT	Aug. 1st, 2023 Balance	Sept. 30th, 2024 Balance
<b>PSW Account Balances</b>				
<b>City National Bank</b>				
	CNB Receiver's Account		-	95,851
	CNB Fixed Maintenance Account		-	257,647
<b>City National Bank Total Balance</b>			<u>\$ -</u>	<u>\$ 353,498</u>
<b>JP Morgan</b>				
	*9215 - Fixed Maintenance and Repair, LLC Account		12,373	49,175
	*6559 - PSW Homes LLC Account		18,675	280
	*6021 - PSW Real Estate, LLC Account		(22,031)	-
	*2750 - SB 4190 West Colfax LLC Account		732	-
	*0231 - SB-Bruno, LLC, LLC Account		1,421	-
	*5158 - 6556 Ravenna, LLC Account		1,200	-
	*5315 - SB JV Property Mgmt, LLC Account		118	-
	*8776 - SB-Kramer, LLC Account		4,180	-
	*8727 - SB-Ozzie, LLC Account		-	-
	*8632 - SB SF Holdings, LLC Account		2,807	-
	*8750 - SB Dayton, LLC Account		165	-
	*8569 - Fixed Maintenance and Repair, LLC Account		2,760	1,542
<b>JP Morgan Total Balance</b>			<u>\$ 22,400</u>	<u>\$ 50,998</u>
<b>Guaranty Bank</b>				
	*6577 - PSW Real Estate, LLC *6577		(10)	-
	*9249 - Willa Comm SBC, LLC *9249		14,573	-
<b>Guaranty Bank Total Balance</b>			<u>\$ 14,563</u>	<u>\$ -</u>
<b>ABC Bank</b>				
	*4588 - PSW White Rock Trail, LLC Account		160	-
<b>ABC Bank Total Balance</b>			<u>\$ 160</u>	<u>\$ -</u>
<b>Dallas Capital</b>				
	*9129 - SB DT Plano		-	507
<b>Frost Bank Total Balance</b>			<u>\$ -</u>	<u>\$ 507</u>
<b>Moody Bank</b>				
	*7674 - SB-Bruno, LLC, LLC Account		1,855	1,810.21
<b>Moody Bank Total Balance</b>			<u>\$ 1,855</u>	<u>\$ 1,810</u>
<b>Veritex</b>				
	*7710 - PSW Urban Homes, LLC Account		493	-
<b>Veritex Total Balance</b>			<u>\$ 493</u>	<u>\$ -</u>
<b>PSW Account Total Balances</b>			<u>\$ 39,471</u>	<u>\$ 406,813</u>

## EXHIBIT 2

## Cash Detail Schedule

PSW Real Estate LLC dba StoryBuilt			DRAFT		
Cash Activity from August 1, 2023 to September 30, 2024					
	Aug. 1, 2023 to July 31, 2024	Aug. 1, 2024 to Sept. 30, 2024	Total		
<b>Total PSW Bank Account Balances</b>	<b>\$ 39,471</b>		<b>\$</b>	<b>39,471</b>	
Cash Receipts:					
Sale Proceeds	3,943,800 [1]	5,001 [6]		3,948,801	
Borrowed via Receivers Certificates	1,099,282	-		1,099,282	
Accounts Receivable Collections	655,087	14,461		669,548	
Loan from Investment Bank	250,000 [2]	-		250,000	
Rent Receipts	266,530	-		266,530	
Reimbursements & Other	146,310 [3]	76,693 [7]		223,002	
<b>Total Cash Receipts</b>	<b>\$ 6,361,009</b>	<b>\$ 96,155</b>	<b>\$</b>	<b>6,457,163</b>	
Cash Payments:					
Professional fees	(3,072,267)	-		(3,072,267)	
Payroll & Benefits, net	(1,571,858)	(16,096)		(1,587,954)	
Insurance policies	(533,664)	-		(533,664)	
Investment Bank Fee	(133,750) [4]	-		(133,750)	
Software/Technology	(270,959)	(4,756)		(275,715)	
Misc Operating Expenses	(144,218)	(9,742)		(153,961)	
Property Maintenance & Taxes	(200,929)	-		(200,929)	
Account Foreclosure	(120,412) [5]	-		(120,412)	
Banking Fees	(9,217)	(1,952)		(11,170)	
<b>Total Cash Payments</b>	<b>\$ (6,057,275)</b>	<b>\$ (32,547)</b>	<b>\$</b>	<b>(6,089,821)</b>	
<b>Total PSW Bank Account Ending Balances</b>	<b>\$ 343,205</b>	<b>\$ 406,813</b>	<b>\$</b>	<b>406,813</b>	
Cash Restricted by Fixed Maintenance	\$ -	\$ -	<b>\$</b>	<b>(308,364)</b> [8]	
<b>Total Available PSW Bank Account Ending Balances</b>	<b>\$ 343,205</b> [6]	<b>\$ 406,813</b>	<b>\$</b>	<b>98,449</b> [9]	

[1] Sale proceeds from the sale of Assets during the Receivership

[2] Upon the transfer of the Ozzie property the Receiver repaid half of the loan from the Investment Bank.

[3] Includes misc refunds on deposits prior to the Receivership and reimbursements for property taxes paid on Texas Communities

[4] Fee paid to the Investment Bank for the sale of Goose Run per their agreement.

[5] Account balance turned over to the secured lender on Willa Commercial upon foreclosure.

[6] Proceeds from the rebates for Units sold in Receivership with Solar Panels.

[7] Tax rebates to PSW Real Estate for projects completed.

[8] The Receiver was granted access to \$600,000 of Fixed Maintenance funds. Of the total \$308,364 Fixed cash included here all of it is restricted.

[9] Reference Bank Cash Balance Exhibit for a breakdown of balances by account



## EXHIBIT 3

## StoryBuilt Receiver Certificates

Investor	Date Funded	Amount Funded	Notes
Trey Cook	08/01/2023	\$1,380,008	Amount used to hold off foreclosure of several Balance Sheet Assets on 7/5/2023. \$380,000 was for Health Insurance premium paid July 31, 2023. Certificate Issued
Forty Six & 2 Design LLC	08/01/2023	10,000	Not shown in the Receiver's account. Amount was used before the account was setup. Certificate Issued.
Ben Rutkowski	08/01/2023	10,000	Not shown in the Receiver's account. Amount was used before the account was setup. Certificate Issued.
Anthony Siela	08/01/2023	35,000	Not shown in the Receiver's account. Amount was used before the account was setup. Certificate Issued.
Jerald Ryan Diepenbrock	08/01/2023	15,453	Paid directly to health insurance provider. Certificate being reissued under correct name.
Shepler Brothers & Company, LLC	08/01/2023	15,000	Paid directly to health insurance provider, Certificate issued
Jerald Diepenbrock	08/09/2023	25,000	Deposit shown in the Receiver's account, Certificate issued.
Anthony Siela	08/11/2023	65,000	Deposit shown in the Receiver's account, Certificate issued.
Trey Cook	08/14/2023	50,000	Deposit shown in the Receiver's account, Certificate issued.
Gerald Byrd	08/14/2023	200,000	Deposit shown in the Receiver's account, Certificate issued.
Shirley Diepenbrock	08/14/2023	25,000	Deposit shown in the Receiver's account, Certificate issued.
Robert D. Kingsland	08/29/2023	25,000	Deposit shown in the Receiver's account, Certificate issued.
Cindy Quarte and Dave Quirarte, J	09/01/2023	50,000	Deposit shown in the Receiver's account, Certificate issued.
Kim McAtee and Jamie McAtee, IV	09/01/2023	30,000	Deposit shown in the Receiver's account, Certificate issued.
Guillermo Sesma	09/12/2023	249,970	Deposit shown in the Receiver's account, Certificate issued.
Emily E. Cruthirds	09/12/2023	50,000	Deposit shown in the Receiver's account, Certificate issued.
Garrett M. Cook	09/13/2023	50,000	Deposit shown in the Receiver's account, Certificate issued.
Travis D. Cook	09/15/2023	25,000	Deposit shown in the Receiver's account, Certificate issued.
Jerry Todd Cook	09/15/2023	50,000	Deposit shown in the Receiver's account, Certificate issued.
Travis Cook	09/20/2023	25,000	Deposit shown in the Receiver's account, Certificate issued.
Guillermo Sesma	09/25/2023	50,000	Deposit shown in the Receiver's account, Certificate issued.
Mark Ezell	09/29/2023	11,620	Payment of FM Corporate Card
Daniel Schroeder	10/02/2023	50,000	Deposit shown in the Receiver's account, Certificate issued.
Phillip Hastings	10/20/2023	25,000	Deposit shown in the Receiver's account, Certificate issued.
Phillip Hastings	10/23/2023	25,000	Deposit shown in the Receiver's account, Certificate issued.
Mark Ezell	11/15/2023	3,513	Payment of FM Corporate Card
Mark Ezell	12/31/2023	3,606	Payment of FM Corporate Card
Mark Ezell	01/19/2024	3,509	Payment of FM Corporate Card
Mark Ezell	02/21/2024	3,547	Payment of FM Corporate Card
Mark Ezell	03/22/2024	3,517	Payment of FM Corporate Card
Mark Ezell	04/23/2024	3,368	Payment of FM Corporate Card
Mark Ezell	05/23/2024	3,487	Payment of FM Corporate Card
Mark Ezell	05/23/2024	10,000	Settlement of FM Lawsuit
Mark Ezell	06/12/2024	3,335	Payment of FM Corporate Card
Mark Ezell	09/20/2024	10,223	Payment of FM Corporate Card
<b>Total</b>		<b>\$2,595,156</b>	
<b>Total to Fund the Receivership <sup>[1]</sup></b>		<b>\$1,069,970</b>	

[1] The amount of cash collected via Receiver's Certificates for the purpose of funding the Receivership.

## EXHIBIT 4

## EXHIBIT 4

## **Homebuyer Contracts**

Project Name	Unit	Address	Sale Status
Lucy	10B	1190 Sarabeth Way	Sold
Lucy	12A	1187 Sarabeth Way	Listed For Sale
Lucy	13A	1185 Sarabeth Way	Sold
Lucy	13B	1184 Sarabeth Way	Under Contract
Lucy	14A	1183 Sarabeth Way	Listed For Sale
Lucy	14B	1182 Sarabeth Way	Under Contract
Lucy	15A	1181 Sarabeth Way	Sold
Lucy	15B	1180 Sarabeth Way	Under Contract
North Bluff 3	67	814 N Bluff Dr	Under Contract
North Bluff 3	68	814 N Bluff Dr	Sold
North Bluff 3	69	814 N Bluff Dr	Under Contract
North Bluff 3	70	814 N Bluff Dr	Sold
North Bluff 3	71	814 N Bluff Dr	Sold
North Bluff 3	72	814 N Bluff Dr	Listed For Sale
North Bluff 3	73	814 N Bluff Dr	Sold
North Bluff 3	74	814 N Bluff Dr	Sold
North Bluff 3	75	814 N Bluff Dr	Sold
North Bluff 3	76	814 N Bluff Dr	Under Contract
North Bluff 3	77	813 N Bluff Dr	Sold
North Bluff 3	78	814 N Bluff Dr	Sold
North Bluff 3	79	814 N Bluff Dr	Sold
North Bluff 3	80	814 N Bluff Dr	Sold
North Bluff 3	81	814 N Bluff Dr	Listed For Sale