IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

OTO ANALYTICS, LLC,

Plaintiff,

v.

BENWORTH CAPITAL PARTNERS PR, LLC; BENWORTH CAPITAL PARTNERS, LLC; BERNARDO NAVARRO and CLAUDIA NAVARRO,

Defendants.

FEDERAL RESERVE BANK OF SAN FRANCISCO,

Plaintiff-Intervenor,

v.

OTO ANALYTICS, LLC; BENWORTH CAPITAL PARTNERS PR, LLC; BENWORTH CAPITAL PARTNERS, LLC; BERNARDO NAVARRO and CLAUDIA NAVARRO,

Defendants in Intervention.

FEDERAL RESERVE BANK OF SAN FRANCISCO,

Consolidated Plaintiff,

v.

BENWORTH CAPITAL PARTNERS PR, LLC; BENWORTH CAPITAL PARTNERS, LLC; BERNARDO NAVARRO and CLAUDIA NAVARRO,

Consolidated Defendants.

Civil No. 23-01034 (GMM) *cons.*
Civil No. 24-01313 (GMM)

JOINT STATUS REPORT

Pursuant to this Court's September 3, 2024 Order (ECF No. 161), Plaintiff/Defendant in Intervention Oto Analytics, LLC (f/k/a Oto Analytics, Inc. d/b/a Womply) ("**Womply**"), Plaintiff-Intervenor Federal Reserve Bank of San Francisco ("**Reserve Bank**"; together with Womply, "**Plaintiffs**"), and Defendants Benworth Capital Partners PR, LLC ("**Benworth PR**"), Benworth Capital Partners, LLC ("**Benworth FL**"), Bernardo Navarro ("**Mr. Navarro**"), and Claudia Navarro ("**Mrs. Navarro**"; together with Mr. Navarro, the "**Navarros**"; together with Benworth PR and Benworth FL, "**Defendants**"; together with Plaintiffs, the "**Parties**"), through their undersigned counsel, respectfully submit this Joint Status Report.

Since the Parties' October 30, 2024 Joint Status Report (ECF No. 178), the Parties have briefed motion practice and continue to conduct discovery as follows:

- **Scheduling.** On October 31, 2024, this Court granted the Parties' proposed Amended Case Management Order (ECF No. 179).
- **Motion Practice.** There are two fully briefed motions currently pending before this Court: (1) Womply's motion to strike certain of Defendants' affirmative defenses (ECF No. 162–63, 168), and (2) Defendants' motion to dismiss the Reserve Bank's Complaint and Complaint in Intervention (ECF Nos. 169–70, 177, 180).
- **Plaintiffs' Discovery Requests.** The Parties have met and conferred extensively by email, reached agreement on certain issues, and reached impasse on multiple issues:
    - **Navarro-Controlled Entities.** Plaintiffs served certain document requests and interrogatories seeking information regarding non-party entities owned and/or controlled by the Navarros, other than Benworth FL and Benworth PR. Defendants objected to those discovery requests on relevance grounds and are withholding the requested information. The Parties reached impasse on this issue and one or more Plaintiffs intend to move to compel.
    - **Quickbooks Data.** Plaintiffs served document requests seeking Defendants' accounting information, which Defendants store using Quickbooks database software. Plaintiffs proposed that Defendants export such Quickbooks data or provide Plaintiffs with login credentials to access the Quickbooks data. Defendants rejected both proposals and proposed that Plaintiffs submit queries to Defendants and Defendants will produce to Plaintiffs reports generated from the Quickbooks data pursuant to

Section III.E of the Parties' stipulated ESI protocol. Plaintiffs objected that Defendants' proposal would enable Defendants to learn Plaintiffs' thinking and analysis in real-time, which would reveal protected work product. The Parties reached impasse on this issue and one or more Plaintiffs intend to move to compel.

- **Hard Copy Bank Statements.** Defendants maintain hard copies of bank statements responsive to Plaintiffs' discovery requests in a warehouse in Coral Gables, Florida. The Parties agreed that Defendants will make these bank statements available to Plaintiffs to scan between December 4 and 5, 2024, and Womply and the Reserve Bank agreed to split the costs of such scanning.

- **Email Discovery.** On October 10, 2024, the Parties reached agreement on document custodians and time periods for email discovery. Counsel for Defendants "did not receive the drive with the ESI from Benworth's IT vendor until" November 19, 2024. Defendants will not "be in a position to deliver the hit report" for Plaintiffs' proposed search terms until "Friday, December 6, 2024," which is approximately three weeks before the Court-ordered deadline for substantial completion of document discovery. (ECF No. 179.) The Parties have scheduled a meet-and-confer call regarding the search terms for December 10, 2024. Notwithstanding, because Defendants have not yet begun email review or production, Plaintiffs are highly concerned that Defendants are not on track to meet the Court-ordered discovery deadlines and respectfully request a telephonic status conference on this issue at the Court's convenience.

- **Non-Email Discovery.** On November 20, 2024, Defendants produced approximately 700 non-email documents. Plaintiffs are concerned about the scope and timing of Defendants' non-email document productions, which do not include key financial documentation, such as ledgers or financials for Benworth FL's PPP loan business. Plaintiffs also respectfully request to address these issues during a telephonic status conference.

- **Defendants' Document Requests.** Pursuant to the Amended Case Management Order (ECF No. 179), Womply is responding to Defendants' First Set of Requests for Production of Documents today, and the Reserve Bank will respond to Defendants' First Set of Requests for Production of Documents on December 27, 2024.

Dated: December 2, 2024

MCCONNELL VALDÉS LLC

By: /s/ Alejandro J. Cepeda Diaz

Alejandro J. Cepeda Diaz
USDC-PR 222110
McConnell Valdés LLC
270 Muñoz Rivera Ave.
Hato Rey PR 00918
(787) 250-5637
ajc@mcvpr.com

WILLKIE FARR & GALLAGHER LLP

Alexander L. Cheney (admitted *pro hac vice*)
333 Bush Street
San Francisco, CA 94104
(415) 858-7400
acheney@willkie.com

Stuart R. Lombardi (admitted *pro hac vice*)
787 Seventh Avenue
New York, NY 10019
(212) 728-8882
slombardi@willkie.com

Joshua S. Levy (admitted *pro hac vice*)
1875 K Street, N.W.
Washington, D.C. 20006
(202) 303-1000
jlevy@willkie.com

Counsel for Plaintiff and Defendant in Intervention Oto Analytics, LLC

FERRAIUOLI LLC

By: /s/ Roberto A. Cámara Fuertes

Roberto A. Cámara Fuertes
USDC-PR 219002
Jaime A. Torrens-Davila
Monica Del Pilar Ramos-Benitez
Ferraiuoli LLC
PO Box 195168
San Juan, PR 00919-5168
(787) 766-7000
(787) 766-7001
rcamara@ferraiuoli.com
jtorrens@ferraiuoli.com
mramos@ferraiuoli.com

KOZYAK TROPIN & THROCKMORTON

Dwayne Robinson
Michael R. Lorigas
Rasheed K. Nader
2525 Ponce de Leon Boulevard, 9th Fl.
Miami, Florida 33134
(305) 372-1800
jpiedra@kttlaw.com
drobinson@kttlaw.com
mlorigas@kttlaw.com
rnader@kttlaw.com

Counsel for Defendants and Defendants in Intervention Benworth Capital Partners LLC and Bernardo Navarro

O'NEILL & BORGES LLC

By: *<u>/s/ Antonio L. Roig Lorenzo</u>*
Antonio L. Roig Lorenzo
USDC-PR No. 207712
Salvador J. Antonetti Stutts
USDC-PR No. 215002
Ubaldo M. Fernández Barrera
USDC-PR No. 224807
Aníbal A. Román Medina
USDC-PR No. 308410
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
(787) 764-8181
antonio.roig@oneillborges.com
salvador.antonetti@oneillborges.com
ubaldo.fernandez@oneillborges.com
anibal.roman@oneillborges.com

CLEARY GOTTLIEB STEEN & HAMILTON LLP

Lisa M. Schweitzer (admitted *pro hac vice*)
Thomas S. Kessler (admitted *pro hac vice*)
One Liberty Plaza
New York, New York 10006
(212) 225-2000
lschweitzer@cgsh.com
tkessler@cgsh.com

Counsel for Plaintiff Intervenor the Federal Reserve Bank of San Francisco

CASELLAS ALCOVER & BURGOS, P.S.C.

By: *<u>/s Carla S. Loubriel</u>*
Carla S. Loubriel
USDC-PR 227509
Ricardo F. Casellas
USDC-PR 203114
208 Ponce de Leon Ave.
Popular Center Bldg. Suite 1400
Hato Rey, PR 00918
(787) 756-1400
cloubriel@cabprlaw.com
rcasellas@cabprlaw.com

Counsel for Defendants and Defendants in Intervention Benworth Capital Partners PR LLC and Claudia Navarro

CERTIFICATE OF SERVICE

The undersigned certifies that on December 2, 2024, the foregoing document was filed with the Clerk of the Court using CM/ECF, which sent notice to all parties receiving notifications through the CM/ECF system.

Dated: December 2, 2024

By: */s/ Alejandro J. Cepeda Diaz*

Counsel for Plaintiff Oto Analytics, LLC