

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 0:18-cv-61991-BB

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

1 GLOBAL CAPITAL LLC, and  
CARL RUDERMAN,

Defendants, and

1 WEST CAPITAL LLC,  
BRIGHT SMILE FINANCING, LLC,  
BRR BLOCK INC.,  
DIGI SOUTH LLC,  
GANADOR ENTERPRISES, LLC,  
MEDIA PAY LLC  
PAY NOW DIRECT LLC, and  
RUDERMAN FAMILY TRUST,

Relief Defendants.

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**RECEIVERS NOTICE OF CLOSING ON  
ASSET PURCHASE AND SALE AGREEMENT**

The Court-appointed receiver, Jon A. Sale, not individually, but solely in his capacity as Receiver for Bright Smile Financing, LLC, BRR Block Inc., Digi South LLC, Ganador Enterprises, LLC, Media Pay LLC, and Pay Now Direct LLC (the "Receiver"), by and through his undersigned counsel, respectfully files this Notice of Closing on Asset Purchase and Sale Agreement, and states:

1. Pursuant to this Court's Omnibus Order on Motion for Comfort Order Confirming Termination of Banking Agreements and Receiver's Motion to Approve Bright Smile Asset Sale and Purchase Agreement [ECF No. 162] (the "Order"), on February 22,

2019, the Receiver closed on the transaction reflected in the Asset Purchase and Sale Agreement, as amended by the First Amendment to Asset Purchase and Sale Agreement (collectively, the "Agreement") between Receiver and Wellness Care Credit, LLC and Bright Smile Collections, LLC.

2. On February 25, 2019, all required disbursements of funds required under the Agreement and the Order were made. The Excel Spreadsheet attached as Exhibit A reflects the post-closing disbursements.

3. Pursuant to the Order, \$75,000 was left in the Bright Smile Financing, LLC operating account at Western Alliance Bank.

4. As of 11:59 P.M., February 22, 2019, all ACH Prearranged Payment and Deposit transactions for Bright Smile ceased.

**CERTIFICATE OF SERVICE**

I hereby certify that on February 25, 2018, I electronically filed the foregoing document with the Clerk of the Court using CM/ECF. I also certify that the foregoing is being served this day on all counsel of record identified on the attached Service List in the manner specified, either via transmission of Notices of Electronic Filing generated by CM/ECF or in some other authorized manner for those counsel who are not authorized to receive electronically Notices of Electronic Filing.

Respectfully submitted,

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By: /s/ Gary M. Freedman

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**SERVICE LIST**

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In re BSF Closing Cash Spreadsheet		
<b>Purchase Price</b>	\$ 3,000,000.00	
Buyers Deposit	\$ 150,000.00	
Operating Account Balance as of Closing	\$ 1,339,206.29	Confirm amount as of closing
Receiver Pre-Reconciliation Date Cash	\$ 52,960.93	Confirm amount as of closing
Total Transferred Cash	\$ 1,286,245.36	
<b><u>Deductions from Transferred Cash</u></b>		
Purchase Price Reduction	\$ 900,000.00	
ACH Deposit	\$ 75,000.00	Comment: To Stay In Operating Account
Account Buyer	\$ 250,000.00	
Total subject to Split	\$ 61,245.36	
Cloud Project Payment to Receiver (to Reduce Purchase Price)	\$ 25,000.00	
<b><u>Split</u></b>		
Amount to Account Buyer	\$ 18,122.68	
Amount to Reduce Purchase Price	\$ 18,122.68	
<b>Summary of Transfers and Balances</b>		
Outstanding Purchase Price After Closing	\$ 1,906,877.32	
Amount of First Installment Payment	\$ 106,877.32	
Total to be Transferred to Receiver Account	\$ 996,083.61	
Total to be Transferred to Account Buyer	\$ 268,122.68	

**EXHIBIT A**