

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

Case No. 23-81141-CV-MIDDLEBROOKS

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

PREIPO CORP., JOHN A. MATTERA and
DAVID P. GRZAN,

FILED UNDER SEAL

Defendants,

BOSS GLOBAL ADVISORY GROUP, INC.,

Relief Defendant.

**ORDER GRANTING PLAINTIFF SECURITIES AND EXCHANGE COMMISSION'S
EMERGENCY *EX-PARTE* MOTION FOR TEMPORARY
RESTRAINING ORDER, ASSET FREEZE AND OTHER RELIEF**

THIS CAUSE comes before the Court upon Plaintiff Securities and Exchange Commission's Emergency *Ex Parte* Motion for Temporary Restraining Order, Asset Freeze, Other Relief and Memorandum of Law ("Emergency Motion") (DE 3) with respect to Defendants PreIPO Corp. ("PreIPO"), John A. Mattera ("Mattera"), and David P. Grzan ("Grzan") (collectively, "Defendants"), filed on August 14, 2023, specifically seeking:

1. a Temporary Restraining Order;
2. an Order to Show Cause why a preliminary injunction should not be granted;
3. an Order freezing the assets of Defendants and Relief Defendant;
4. an Order requiring a sworn accounting; and
5. an Order prohibiting the destruction of documents.

The Court has considered the Commission's Complaint, the Emergency Motion, and the declarations and exhibits filed in support of the Emergency Motion. The Court finds the Commission

has made a sufficient and proper showing in support of the relief granted herein by: (i) presenting a *prima facie* case of securities laws violations by Defendants; and (ii) showing a reasonable likelihood Defendants will harm the investing public by continuing to violate the federal securities laws unless they are immediately restrained. The Court also finds good cause to believe that unless immediately restrained and enjoined by Order of this Court, Defendants and Relief Defendant will continue to dissipate, conceal, or transfer from the jurisdiction of this Court assets which could be subject to an Order of disgorgement.

Accordingly, **the Emergency Motion (DE 6) is GRANTED**. The Court hereby orders the following:

I.

TEMPORARY RESTRAINING ORDER

IT IS HEREBY ORDERED that Defendants and their respective directors, officers, agents, servants, employees, attorneys, representatives and those persons in active concert or participation with them, and each of them, are hereby restrained and enjoined from violating:

Section 17(a) of the Securities Act of 1933

(a) Directly or indirectly, by use of any means or instruments of transportation or communication in interstate commerce, or by the use of the mails, in the offer or sale of securities, (i) knowingly or recklessly employing devices, schemes, or artifices to defraud; (ii) obtaining money or property by means of untrue statements of material facts or omissions to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading; or (iii) engaging in acts, practices and courses of business which have operated and will operate as a fraud or deceit upon purchasers and prospective purchasers of such securities, in violation of Sections 17(a)(1), (2) & (3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(1), (2) & (3); and

Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5

(b) Directly or indirectly, by use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any securities, knowingly or recklessly: (i) employing devices, schemes or artifices to defraud; (ii) making untrue statements of material facts and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (iii) engaging in acts, practices and courses of business which have operated, are now operating or will operate as a fraud upon the purchasers of such securities in violation of Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

Section 5 of the Securities Act

IT IS FURTHER ORDERED that Defendants, their respective directors, officers, agents, servants, employees, attorneys, representatives and those persons in active concert or participation with them, and each of them, are hereby restrained and enjoined from violating Section 5 of the Securities Act, 15 U.S.C. § 77e, by, directly or indirectly, in the absence of any applicable exemption:

(a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;

(b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or

(c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act, 15 U.S.C. § 77h.

Section 20(a) of the Exchange Act – Control Person Liability

IT IS FURTHER ORDERED that Mattera, his agents, servants, employees, attorneys, representatives, and those persons in active concert or participation with them, and each of them, are hereby restrained and enjoined from violating Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a).

II.

SHOW CAUSE HEARING

IT IS FURTHER ORDERED that:

(a) Defendants show cause, if any, before the Honorable Donald M. Middlebrooks, at **10:00 a.m., on Thursday, September 7, 2023, in Courtroom 7, at the Paul G. Rogers Federal Building, 701 Clematis Street, West Palm Beach, FL, 33401**, why a Preliminary Injunction pursuant to Rule 65 of the Federal Rules of Civil Procedure should not be granted against Defendants, as requested by the Commission.

(b) The SEC is **DIRECTED** to serve Defendants with a copy of the Complaint, the Motion for Temporary Restraining Order and all of its attachments, and this Order, **on or by August 21, 2023**. The SEC is further **DIRECTED** to file proof of service of these documents on Defendants **on or by August 22, 2023**.

(c) Any response or opposition to the SEC's Motion for Preliminary Injunction must be filed and served on the SEC's counsel by FORTY-EIGHT (48) HOURS prior to the hearing and filed with the Court, along with proof of service. Defendants are hereby notified that failure to appear at the hearing may result in the imposition of a preliminary injunction against them under the federal securities laws, Fed. R. Civ. P.65, and this Court's inherent authority.

ORDER FREEZING ASSETS

IT IS FURTHER ORDERED that pending determination of the Commission's request for a Preliminary Injunction:

(a) Defendants and Relief Defendant, their directors, officers, agents, servants, employees, attorneys, depositories, banks, insurance companies, and those persons in active concert or participation with any one or more of them, and each of them, who receive notice of this order by personal service, mail, facsimile transmission or otherwise, be and hereby are, restrained from, directly or indirectly, transferring, setting off, receiving, changing, selling, pledging, assigning, liquidating or otherwise disposing of, or withdrawing any assets or property, including but not limited to cash, free credit balances, fully paid for securities, crypto assets, and/or property pledged or hypothecated as collateral for loans, or charging upon or drawing from any lines of credit, owned by, controlled by, or in the possession of Defendants and Relief Defendant.

(b) Any financial or brokerage institution, or other person or entity holding any such funds or other assets, in the name of, for the benefit of, or under the control of Defendants or Relief Defendant, directly or indirectly, held jointly or singly, and wherever located, and which receives actual notice of this order by personal service, facsimile, or otherwise, shall hold and retain within its control and prohibit the withdrawal, removal, transfer, disposition, pledge,

encumbrance, assignment, set off, sale, liquidation, dissipation, concealment, or other disposal of any such funds or other assets, including, **but not limited to**, the following presently known accounts:

Financial Institution	Name of Account	Account Number
Bank of America, N.A.	PreIPO CORP	XXXXXXXX3673
Bank of America, N.A.	PreIPO CORP	XXXXXXXX7263
Citibank, N.A.	PreIPO CORP	XXXXXXXX0997
First Republic Bank	PreIPO Exchange CORP	XXXXXXXX0084
JPMorgan Chase Bank, N.A.	PreIPO CORP	XXXXXX1175
Financial Institution	Name of Account	Account Number
JPMorgan Chase Bank, N.A.	David Grzan	XXXXXX1191
Signature Bank	PreIPO CORP	XXXXXXXX1301
Signature Bank	PreIPO CORP	XXXXXXXX0127
Signature Bank	PreIPO Securities LLC	XXXXXXXX2803
Space Coast Credit Union	Boss Global Advisory Group, INC	XXXXXXXXXXXX5495
Space Coast Credit Union	Boss Global Advisory Group, INC	XXXXXXXXXXXX5503

IV.

SWORN ACCOUNTINGS

IT IS FURTHER ORDERED that within seven (7) days of the issuance of this Order, Defendants and Relief Defendant shall:

- (a) make a sworn accounting to this Court and the Commission of all funds, whether in the form of compensation, commissions, income (including payments for assets, shares, or property of any kind), and other benefits (including the provision of services of a personal or mixed business and personal nature) received, directly or indirectly, by PreIPO;

(b) make a sworn accounting to this Court and the Commission of all assets, funds, or other properties, whether real or personal, held jointly or individually, or for their direct or indirect beneficial interest, or over which they maintain control, wherever situated, stating the location, value, and disposition of each such asset, fund, and other property; and

(c) provide to the Court and the Commission a sworn identification of all accounts (including, but not limited to, bank accounts, savings accounts, securities accounts, and deposits of any kind and wherever situation) in which they, whether solely or jointly, directly or indirectly (including through a corporation, partnership, relative, friend or nominee), either has an interest or over which it has the power or right to exercise control.

V.

RECORDS PRESERVATION

IT IS FURTHER ORDERED that pending determination of the Commission's request for a preliminary injunction, Defendants and Relief Defendant, their directors, officers, agents, servants, employees, attorneys, depositories, banks, and those persons in active concert or participation with any one or more of them, and each of them, be and they hereby are restrained and enjoined from, directly or indirectly, destroying, mutilating, concealing, altering, disposing of, or otherwise rendering illegible in any manner, any of the books, records, documents, correspondence, brochures, manuals, papers, ledgers, accounts, statements, obligations, files and other property of or pertaining to any of the Defendants or Relief Defendant, wherever located and in whatever form, electronic or otherwise, until further Order of this Court.

VI.

RETENTION OF JURISDICTION

IT IS FURTHER ORDERED that:

(a) this Court shall retain jurisdiction over this matter, Defendants and Relief Defendant in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

(b) Pursuant to Fed. R. Civ. P. 65(b)(2), this Order shall **EXPIRE** within **FOURTEEN (14) DAYS** from the date of issuance, unless extended for a like term for good cause shown upon motion duly filed or served on all Parties.

SIGNED in Chambers at West Palm Beach, Florida this 15th day of August, 2023.



Donald M. Middlebrooks
United States District Judge

Copies to: Counsel of record