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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION**

In re

SYNAPSE FINANCIAL TECHNOLOGIES,
INC.,

Debtor.

Case No. 1:24-bk-10646-MB

Chapter 11

**CHAPTER 11 TRUSTEE'S ELEVENTH
STATUS REPORT**

DATE: October 23, 2024

TIME: 10:00 a.m. PT

PLACE: 303

21041 Burbank Boulevard
Woodland Hills, CA 91367 and
Via ZoomGov

1 TO THE HONORABLE MARTIN BARASH, UNITED STATES BANKRUPTCY JUDGE,
2 THE OFFICE OF THE UNITED STATES TRUSTEE AND INTERESTED PARTIES:

3 I, Jelena McWilliams (the “Trustee”), the duly appointed, qualified and acting chapter 11
4 trustee for the estate of Debtor Synapse Financial Technologies, Inc. (“Synapse” or the “Debtor”),
5 hereby submit my eleventh “Chapter 11 Trustee’s Status Report” (the “Report”) and represent as
6 follows:

7 **I.**

8 **TIMELINE OF EVENTS**

9 **A. Filing of the Chapter 11 Case and Appointment of Chapter 11 Trustee**

10 On April 22, 2024, the Debtor filed a voluntary chapter 11 petition, schedules and statement
11 of financial affairs.

12 On May 24, 2024, following a hearing, the Court entered an order appointing a chapter 11
13 trustee (the “Appointment Order”), and Jelena McWilliams was appointed by the U.S. Trustee as the
14 Chapter 11 Trustee in this Chapter 11 Case (the “Case”). [Dkt. No. 196].

15 On June 6, 2024, the Trustee filed the “Chapter 11 Trustee’s Initial Status Report” (the “Initial
16 Report”), and, on June 7, 2024, the Trustee presented the Initial Report at a Status Conference before
17 the Court. On June 13, 2024, the Trustee filed the “Chapter 11 Trustee’s Second Status Report” (the
18 “Second Report”), and, on June 14, 2024, the Trustee presented the Second Report at a Status
19 Conference before the Court. On June 20, 2024, the Trustee filed the “Chapter 11 Trustee’s Third
20 Status Report” (the “Third Report”), and, on June 21, 2024, the Trustee presented the Third Report at
21 a Status Conference before the Court. On July 2, 2024, the Trustee filed the “Chapter 11 Trustee’s
22 Fourth Status Report” (the “Fourth Report”), and, on July 3, 2024, the Trustee presented the Fourth
23 Report at a Status Conference before the Court. On July 16, 2024, the Trustee filed the “Chapter 11
24 Trustee’s Fifth Status Report” (the “Fifth Report”), and, on July 17, 2024, the Trustee presented the
25 Fifth Report at a Status Conference before the Court. On July 31, 2024, the Trustee filed the “Chapter
26 11 Trustee’s Sixth Status Report” (the “Sixth Report”), and, on August 1, 2024, the Trustee presented
27 the Sixth Report at a Status Conference before the Court. On August 13, 2024, the Trustee filed the
28 “Chapter 11 Trustee’s Seventh Status Report” (the “Seventh Report”), and, on August 14, 2024, the

1 Trustee presented the Seventh Report at a Status Conference before the Court. On August 29, 2024,
2 the Trustee filed the “Chapter 11 Trustee’s Eighth Status Report” (the “Eighth Report”), and, on
3 August 30, 2024, the Trustee presented the Eighth Report at a Status Conference before the Court. On
4 September 12, 2024, the Trustee filed the “Chapter 11 Trustee’s Ninth Status Report” (the “Ninth
5 Report”), and, on September 13, 2024, the Trustee presented the Ninth Report at a Status Conference
6 before the Court. On September 26, 2024, the Trustee filed the “Chapter 11 Trustee’s Tenth Status
7 Report” (the “Tenth Report”), and, on September 27, 2024, the Trustee presented the Tenth Report at
8 a Status Conference before the Court. Additional information about the timeline of events in this Case
9 and the Debtor’s historical business operations can be found in these previous reports.

10 **B. Update on Ledger Reconciliation and Release of End User Funds**

11 The schedules below summarize the partial distributions made by Partner Banks to Synapse-
12 related end users since May 24, 2024. Since the Tenth Report, dated September 26, 2024, AMG and
13 Lineage have made new distributions and have distributed the great majority of the funds they hold
14 for end users. In addition, Evolve reports that it has completed its reconciliation efforts as of October
15 18, 2024 and has developed a process and timeline to make distributions to end users, as described
16 below.

17 Additionally, Evolve and Lineage have voluntarily provided their own reports with additional
18 details of their reconciliation efforts and distributions to date, which are attached to this Report as
19 **Exhibit A** and **Exhibit B**, respectively. The inclusion of these reports as appendices is not an
20 endorsement by the Trustee of positions taken by any particular Partner Bank and is solely for
21 informational purposes.

22 ***1. Update on Evolve FBO Reconciliation and Distributions***

23 Evolve has reported publicly and to the Trustee that it concluded its reconciliation efforts as of
24 October 18, 2024 based on Synapse data and records provided to Evolve by the Trustee. Based on this
25 reconciliation, Evolve is preparing to return funds to end users. The Trustee understands that Evolve
26 plans to launch an online resource center available at: reconciliationbyevolve.com on October 23, 2024
27 with additional information about its reconciliation process and instructions for end users awaiting
28

distributions. The Trustee urges all end users to review information shared by Evolve on this webpage and via email and follow instructions in order to expedite distributions.

Evolve has reported that end users will be directed to select payment methods and input payment instructions beginning on November 4, 2024. Evolve estimates that, depending on factors like the timing of end user responses to outreach and methods of payment, funds will be distributed to end users within four to six weeks.

The Trustee and her advisors will continue to work closely with Evolve and the other Partner Banks to enable further reconciliation efforts, including identifying any shortfall amounts in FBO funds across Partner Banks.

2. DDA Reconciliation and Distributions

Since the Tenth Report, Evolve has distributed approximately \$169,575 in additional DDA funds. No additional DDA funds have been distributed, as detailed below. As reported previously, of the approximate \$6,500,000 aggregate DDA Funds held by Evolve and Lineage on the date of the Trustee's appointment, \$5,884,188, or approximately 91%, have been distributed to date, with \$615,000, or approximately 9%, remaining to be distributed.

<u>DDA Funds Summary</u>¹					
	American Bank	AMG National Trust	Evolve Bank and Trust	Lineage Bank	Total Funds
Funds Held on May 24, 2024	N/A	N/A	\$6,260,000	\$276,849	\$6,500,000
Funds Distributed as of June 21, 2024	N/A	N/A	\$5,369,000	\$198,601	\$5,567,601
Funds Distributed as of September 26, 2024	N/A	N/A	\$5,492,857	\$221,756	\$5,714,613
Funds Distributed as of October 22, 2024	N/A	N/A	\$5,662,432	\$221,756	\$5,884,188
Remaining Funds on September 26, 2024	N/A	N/A	\$600,000	\$55,092	\$615,000

¹ Partner Banks have reported to the Trustee certain numbers in approximations.

Since the Tenth Report, Partner Banks have reported the below status and issues related to distributions of DDA funds.

DDA Funds Distributions Progress			
	Funds Held on May 24, 2024	Total Funds Distributed as of September 26, 2024	Percentage of Funds Distributed
American Bank	N/A	N/A	N/A
AMG National Trust	N/A	N/A	N/A
Evolve Bank and Trust	\$6,260,000	\$5,662,432	91%
Lineage Bank	\$276,849	\$221,756	80%
Total DDA Funds	\$6,500,000	\$5,884,188	91%

- Evolve reports that it has distributed \$5,662,432 in DDA funds for 42,031 end users across 8 platforms. Evolve is continuing to work to distribute the remaining approximate \$600,000 in DDA funds for an additional 1,042 end users, but progress continues to be slow because four Fintech Partners have not responded to outreach for balance verification and payment instructions: Namebase, Trim, Unest and SeedFi. Evolve reports that it is in communication with Fintech Partners Donut, Grabr, Homebase and Changed to investigate if any DDA funds associated with these platforms are held at Evolve.
- Lineage has DDA distributions to date of \$221,277 to end users, representing 80% of the DDA funds held at Lineage as of May 24, 2024. The remaining 20% (approximately \$55,000) are not end user funds but rather funds held for the platforms themselves.
- Neither American Bank nor AMG holds any DDA funds for Synapse end users.

The Trustee is not aware of any reported shortfall between cash held in DDAs at the Partner Banks and the amounts owed to DDA end users as shown on the Synapse trial balances. The Trustee believes that Partner Banks should be able to successfully repay the remaining DDA funds in the near future.

3. *FBO Account Reconciliation and Distributions*

Since the Tenth Report, an additional \$212,392 in FBO funds has been distributed by AMG and an additional \$44,594 in FBO funds has been distributed by Lineage. No other FBO funds have been distributed by other Partner Banks, as detailed below. Overall, of the \$219,077,467 aggregate FBO Funds held by AMG, American Bank, Evolve and Lineage on the date of the Trustee's appointment, \$165,600,335, or approximately 75%, have been distributed to date, with \$53,477,133, or approximately 25%, remaining to be distributed.

<u>FBO Funds Summary</u>²					
	American Bank	AMG National Trust	Evolve Bank and Trust	Lineage Bank	Total Funds
Funds Held on May 24, 2024	\$43,339	\$110,290,040	\$46,926,558	\$61,817,530	\$219,077,467
Funds Distributed as of May 24, 2024	\$0	\$55,000,000	\$0	\$0	\$55,000,000
Funds Distributed as of July 2, 2024	\$0	\$100,769,819	\$0	\$0	\$100,769,819
Funds Distributed as of July 16, 2024	\$0	\$104,025,366	\$0	\$0	\$104,025,366
Funds Distributed as of July 31, 2024	\$0	\$105,026,528	\$0	\$0	\$105,026,528

² Partner Banks have reported to the Trustee certain numbers in approximations.

Funds Distributed as of August 14, 2024	\$0	\$106,070,956	\$0	\$0	\$106,070,956
Funds Distributed as of August 29, 2024	\$0	\$109,270,681	\$0	\$49,200,617	\$158,471,298
Funds Distributed as of September 12, 2024	\$0	\$109,448,277	\$0	\$55,787,437	\$55,787,437
Funds Distributed as of September 26, 2024	\$0	\$109,546,087	\$0	\$55,797,262	\$165,343,349
Funds Distributed as of October 22, 2024	\$0	\$109,758,479	\$0	\$55,841,856	\$165,600,335
Remaining Funds on October 22, 2024	\$43,339	\$531,561	\$46,926,558	\$5,975,674	\$53,477,133

Partner Banks have reported the status and issues related to distributions of FBO funds as detailed below.

<u>FBO Funds Distributions Progress</u>			
	Funds Held on May 24, 2024	Total Funds Distributed as of October 22, 2024	Percentage of Funds Distributed
American Bank	\$43,339	\$0	0%
AMG National Trust	\$110,290,040	\$109,758,479	99%
Evolve Bank and Trust	\$46,926,558	\$0	0%
Lineage Bank	\$61,817,530	\$55,841,856	90%
Total Funds	\$219,049,826	\$165,600,335	75%

- As of October 22, 2024, American Bank holds approximately \$42,339.67 of potential commercial end user funds. American Bank has informed the Trustee that it is

1 investigating the status of these funds and hopes to work with Partner Banks to verify
2 the funds in the near future.

- 3 • As of October 22, 2024, AMG has paid out \$109,758,479 (99% of total FBO funds
4 held by AMG) for the benefit of approximately 91,000 end users, either paid directly
5 to end users or to custodial banks for user check payments or operating Fintech
6 Partners' credit to end users. Of the total payments, AMG has paid out 100% of
7 balances (~\$89.1 million) for 12 Fintech Partners and their over 85,000 users and has
8 made partial payments (~\$20.6 million) for an additional 10 Fintech Partners and their
9 over 5,000 users. AMG has \$531,561 in FBO funds left to distribute on behalf of 10
10 Fintech Partners and their over 9,400 end users (includes Fintech Partners where only
11 partial payments were made and where issues with distributions exist). AMG also is
12 working on reprocessing return payments of approximately \$36,000. AMG will
13 continue to work with fintech platforms to process distributions and is awaiting
14 payment instructions for all remaining balances. AMG and several fintech platforms
15 are having difficulty obtaining current payment information from end users, which
16 AMG expects will continue to slow future payment activity. Additionally, AMG holds
17 funds of \$1.00 or less without current payment information for approximately 5,100
18 (54%) remaining end users. End users are encouraged to make sure their fintech
19 platform provider has current payment information regardless of the size of the balance.
20 End users who have received emails or phone calls from AMG are encouraged to
21 contact AMG promptly. AMG's main phone number is 303-694-2190. AMG also
22 holds approximately \$1,200 for unidentified Synapse Brokerage FBO customers and
23 \$150,845.19 in unallocated interest associated with Synapse Brokerage sweep network
24 deposits, which was transferred into AMG FBO Accounts on June 7, 2024.
- 25 • As of October 22, Lineage has paid out \$55,841,856 for the benefit of 10,055 end users,
26 which represents 90% of the total FBO funds held at Lineage on May 24, 2024. For the
27 remaining funds, Lineage is working diligently to complete reconciliation and obtain
28 payment instructions to make distributions.

- There is no update to the aggregate \$65 million to \$95 million estimated shortfall since the Tenth Status Report.

C. Further Reconciliation Efforts

The Trustee and her advisors are working continuously and closely with the Partner Banks to facilitate additional data sharing, navigate Synapse systems and preserve the level of key vendor services required to complete additional reconciliation efforts, as needed. The Trustee is also continuing to facilitate communication among the Partner Banks and Fintech Partners and other parties in interest to obtain payment instructions, establish workarounds and resolve other reconciliation and distribution questions.

D. Meetings with Parties in Interest

Since September 26, 2024, the Trustee and her advisors have had follow-up meetings and communications with known parties in interest as well as initial meetings and communications with additional constituents.

1. *Bank Partners*

The Trustee and her advisors continue to have open lines of communication with the Partner Banks and their respective counsel, individually and collectively. The purpose of these communications has been to discuss progress and issues that have arisen in the reconciliation process and to identify Synapse systems that are necessary to conclude the reconciliation process so that non-essential systems can be scaled back or terminated to reduce expenses.

2. *Debtor's Former Officers, Key Employees and Contractors*

The Trustee and her advisors have continued to have open lines of communication with former Synapse officers regarding historical operations of Synapse and its relationship with Partner Banks, technical matters relating to the operations of the Synapse system and the preparation of estate assets for a potential sale.

3. *End Users*

The Trustee continues to have meetings and communications with affected end users, the purpose of which has been to connect end users with Partner Banks and to respond to inquiries about reconciliation progress.

1 **4. *Vendors and Suppliers***

2 The Trustee's advisors are continuing to communicate with certain key vendors to ensure
3 records preservation and plan efficient data transition. The Trustee and her advisors intend to continue
4 to work constructively with vendors to reduce expenses of services with the goal of having an asset
5 purchaser assume historical and go-forward obligations to key vendors or otherwise wind-down
6 services. The Trustee appreciates their cooperation to date and their continued cooperation until all the
7 Debtor's records and information can be properly retained.

8 **5. *Potential Bidders***

9 The Trustee and her advisors continue to receive inbound inquiries from potential purchasers
10 of Synapse assets. Now that the Trustee has commenced a formal sale process as described below, the
11 Trustee's advisors are in communication with potential bidders regarding due diligence materials and
12 access and next steps in the asset sale timeline.

13 **E. Asset Sale**

14 The Trustee filed a Sale Motion and Bidding Procedures Motion on October 7, 2024 to
15 formalize a sale process to receive the highest and best bid for some or all assets of the Debtor's estate.
16 On October 17, 2024 the Court entered an Order approving the Bidding Procedures. Parties interested
17 in obtaining a copy of the Bidding Procedures or other information about the asset sale should contact
18 counsel to the Trustee, Cravath, Swaine & Moore LLP; Attn: Jed Zobitz (jzobitz@cravath.com) and
19 Alexander Gerten (agerten@cravath.com) and financial advisor to the Trustee, B. Riley Advisory
20 Services; Attn: Seth R. Freeman (sfreeman@brileyfin.com) and Jonathan Wernick
21 (jwernick@brileyfin.com).

22 Over the past months, the Trustee has received inbound inquiries to purchase assets of the
23 Debtor's estate and continues to have open lines of communication with these parties. The Trustee
24 intends to file a notice with the Court to extend the Initial Indication of Interest Deadline (October 25,
25 2024) and Initial Bid Deadline (November 5, 2024) by approximately one week respectively, to extend
26 the marketing period in the interest of obtaining the highest and best price for Synapse assets.

1 **F. Conversion**

2 The Trustee believes this Case should remain in chapter 11 for the time being and, as
3 of the time of this Report, is not seeking conversion to chapter 7.

4 **II.**

5 **CONCLUSION AND RECOMMENDATION**

6 The Trustee continues to facilitate the Partner Banks' additional efforts with regard to
7 reconciliation, settlement payments among banks and identifying the sources of any shortfalls. The
8 Trustee and her advisors are working with Partner Banks and key vendors to collect and preserve
9 Synapse records across platforms used by Synapse. The Trustee and her advisors have commenced
10 the formal sale process for Synapse assets and are currently intaking indications of interest and initial
11 bids from potential purchasers.

12 The Trustee will present the foregoing at the Status Conference scheduled for October 23,
13 2024, at 10:00 a.m. Pacific Time.

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DATED: October 22, 2024

JELENA MCWILLIAMS
CHAPTER 11 TRUSTEE

By: /S/ Jelena McWilliams

Jelena McWilliams

Chapter 11 Trustee

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Exhibit A

Evolve Bank & Trust: Update on Ledger Reconciliation and Release of End User Funds

Evolve Bank & Trust ("Evolve" or "Bank") is providing this update to the Trustee and parties in interest documenting the Bank's progress in performing and completing a reconciliation that will enable Evolve to distribute certain end user funds in its possession in a safe and sound manner, and in compliance with applicable law.

I. The Reconciliation is Complete

As previously reported, the Bank engaged Ankura Consulting Group ("Ankura") to perform a reconciliation to inform the Bank's distribution of the funds held by Evolve belonging to end users of Synapse Brokerage LLC ("Synapse Brokerage"). Synapse Brokerage is a subsidiary of the bankrupt entity Synapse Financial Technologies, Inc. ("Synapse"). Synapse Brokerage end user funds held by Evolve are related to the Bank's payment processing activities for Synapse Brokerage end users following their fintech platforms' migration from Evolve to Synapse Brokerage in Fall 2023.

The reconciliation has been a monumental effort. From collecting ~10 terabytes of data from Synapse's MongoDB database, to digesting more than 100 million transaction records from Synapse data, Evolve data, and Federal Reserve transaction records, the dedicated team at Ankura has worked tirelessly since August to reconstruct the balances at Evolve for Synapse Brokerage end users, as well as these end users' total balances across the Synapse ecosystem. The reconciliation was completed on schedule on October 18, 2024. Evolve is now preparing to distribute end user funds in accordance with the results of Ankura's analysis.

Evolve appreciates the patience of Synapse Brokerage end users through this process. As explained in prior updates, the reconciliation was necessary because Synapse failed to satisfy its contractual obligation to maintain, and to provide to Evolve, a complete and accurate ledger. As previously disclosed to the Trustee, the Bank had identified significant irregularities in Synapse's ledgers that indicate the account balances set forth therein were materially inaccurate, and could not be used as the basis for distributing funds to end users. Evolve therefore determined that it was necessary to perform a reconciliation and reconstruct the potentially inaccurate end user balances in the flawed Synapse ledger before distributing funds to end users. The results of the reconciliation confirm that there were flaws in the Synapse ledger requiring a reconstruction of Synapse Brokerage end user balances.

II. Funds Distribution

To facilitate the return of funds held at Evolve to end users, Evolve has hired Rust Consulting, an Exela Technologies brand, to serve as the administrator to disburse funds to end users of Synapse Brokerage that the Bank has held since the Synapse bankruptcy. On October 23, 2024, more information on how Rust will distribute funds will be available at

reconciliationbyevolve.com, and an email will be sent to end users. Evolve will also launch a resource center at reconciliationbyevolve.com to provide more information about the reconciliation and the anticipated timeline for returning funds held at Evolve to Synapse Brokerage end users. Payments to Synapse Brokerage end users with a balance owed by Evolve will begin on November 4, 2024.

Exhibit B

**Lineage Bank
Status Update
October 22, 2024**

The Synapse-linked FBO funds held at Lineage Bank (“Lineage”) are the subject of Lineage’s ongoing reconciliation efforts. Many end users who were associated with the Synapse Financial Technologies (“Synapse”) platform are still unable to access their funds due to the sudden financial collapse of Synapse, and Lineage acknowledges the frustration and hardship this situation has created for many. Lineage remains committed to resolving these issues as swiftly and accurately as possible and submits this Status Report to update all parties on its Synapse-related reconciliation efforts. Despite multiple and substantial complications, some of which have been outlined in previous filings, Lineage continues to make material progress in its reconciliation efforts. Given the magnitude and complexity of the tedious task of analyzing the millions of transactions required for the reconciliation project, there remains significant work to be done.

Since the last status report on September 26, 2024, Lineage has initiated distributions of Synapse-linked FBO funds to another 4049 impacted end users. As of the date of this report, Lineage has distributed a total of \$55,841,856.15¹ in FBO Funds to 10,055 end users, representing roughly 90% of the Synapse-linked FBO funds that were held at the bank when the Trustee was appointed. Lineage has also distributed \$221,757 in DDA funds to end users to date, representing roughly 80% of the DDA funds that were held at the bank when the Trustee was appointed. The remaining DDA funds at Lineage belong to a platform and are not end user funds. Lineage will continue working to restore the remaining Synapse-linked funds held at Lineage to their rightful owners as soon as possible.

¹ The figures reported herein exclude any distributed funds that may have been returned and which are in the process of being reissued.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

Cravath, Swaine & Moore LLP, 2 Manhattan West, 375 Ninth Avenue, New York, NY 10001

A true and correct copy of the foregoing document entitled (*specify*): _____

CHAPTER 11 TRUSTEE'S ELEVENTH STATUS REPORT

will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 10/22/2024, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) 10/22/2024, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

None.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) 10/22/2024, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

None.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

10/22/2024

Date

Robert N. Greenfield

Printed Name

/s/ Robert N. Greenfield

Signature