

in the Elections Fraud Suits (“Complaints”) were false and material and Ms. Powell offered or used evidence that she knew to be false. Those claims are contrary to the undisputed facts, Ms. Powell had no such knowledge.

Judgment must be rendered for Ms. Powell on Claims 3, 4 & 6 because: (i) there were no evidentiary hearings conducted in any of the Election Fraud Cases, so the allegations, facts and law alleged in the Complaints are presumed true, *Merritt v. Shuttle, Inc.*, 245 F.3d 182, 186 (2d Cir.2001); *Lujan v. Defenders of Wildlife*, 504 U.S. 555, 561, 112 S.Ct. 2130, 119 L.Ed.2d 351 (1992); (ii) relevant evidence establishes Ms. Powell did not have actual knowledge any statements of material fact or law in the Complaints were false; (iii) relevant evidence establishes Ms. Powell did not have actual knowledge any of the now-challenged evidence attached as exhibits to the Complaints was false; (iv) the allegations in the Complaints were supported under the law; (v) the Commission pleads itself out of court on the “Spyder” affidavit; and (vi) the Commission pleads too few facts to support its claims.

The shorter the time an attorney has in preparing a complaint, the more reasonable it is for an attorney to rely on the client, a forwarding counsel, or co-counsel for the facts in the case. If an attorney is not allowed to reasonably rely on his client or forwarding attorney in circumstances where time is of the essence, then no attorney is safe in filing an emergency pleading. *CTC Imports and Exports v. Nigerian*

Petroleum Corp., 951 F.2d 573, 578 (3d Cir.1991).

Interestingly the Commission complains of two documents that were accidentally downloaded from the Georgia Secretary of State's website in landscape format out of some 1900 pages in the four complaints filed in the Election Fraud Suits. Interestingly those documents cannot be considered material - they are documents issued by the Georgia Secretary of State and the information therein is undisputable. The Commission also lists as an example of false evidence that Ms. Powell had knowledge of, the so called "Spyder Affidavit." The fact is, it was reported much later by the Washington Post that the affiant allegedly admitted that his sworn affidavit contained a false statement. The summary judgment evidence is clear Ms. Powell had nothing to do with these exhibits, and no knowledge that anything was wrong with these exhibits. Ms. Powell was relying on information about the validity of the exhibits from forwarding counsel and co-counsel.

II. BACKGROUND

1. The Commission sued Ms. Powell on March 1, 2022 and filed a Second Amended Petition on May 17, 2022, in response to Ms. Powell's Motion for Sanctions, asserting violations of six Disciplinary Rules of Professional Conduct including:

§ 3.03(a)(1) - A lawyer shall not knowingly: make a false statement of material fact or law to a tribunal. ("Claim 3");

§ 3.03(a)(5) - A lawyer shall not knowingly: offer or use evidence that the lawyer knows to be false. (“Claim 4”); and

§ 8.04(a)(3) - A lawyer shall not engage in conduct involving dishonesty, fraud, deceit or misrepresentation. (“Claim 6”),

(jointly “Claims”).

2. Ms. Powell filed her Answered on April 4, 2022, and an Amended Answer on April 15, 2022, generally denying the Claims and asserting affirmative defenses of privilege under *Marathon Oil Co. v. Salazar*, 682 S.W.2d 624 (Tex. App.—Houston [1st Dist.] 1984, writ ref’d n.r.e.) under and legal justification under the provisions of *California Motor Transport Co. v. Trucking Unlimited*, 404 U.S. 508, 609 (1972); *NAACP v. Button*, 371 U.S. 415, 429 (1963); Tex. Civ. Prac. & Rem.Code § 10.001; *Low v. Henry*, 221 S.W.3d 609, 615 (Tex. 2007).

II. SUMMARY-JUDGMENT EVIDENCE

3. To support the facts in this motion, Ms. Powell offers the following summary-judgment evidence which is attached to this motion and incorporated herein by reference.

3.1. Exhibit “1”: Declaration of Harry MacDougald;

3.2. Exhibit “2”: Declaration of Sidney Powell;

3.3. Exhibit “2”“A”: A portion of the transcript from the hearing on the Motion for Sanctions in the Michigan Case, where Howard Kleindhelder

acknowledged before Judge Parker that he had verified the facts in the “Spyder Affidavit”;

3.4. Judicial admission in Commission’s Second Amended Petition at n. 2; and

3.5. Commission’s Second Amended Petition.

III. AUTHORITIES

A. AUTHORITY ON ISSUE OF A DEFENDANT’S MOTION FOR SUMMARY JUDGMENT

4. A defendant may move for a traditional summary judgment anytime after the defendant answers the lawsuit. TRCP 166a(a).

5. The grounds in the motion are sufficiently specific if they give “fair notice” to the nonmovant. *Seaway Prods. Pipeline Co. v. Hanley*, 153 S.W.3d 643, 649 (Tex.App.–Fort Worth 2004, no pet.); *Thomas v. Cisneros*, 596 S.W.2d 313, 316 (Tex.App.–Austin 1980, writ ref’d n.r.e.).

6. **DISPROVE AT LEAST ONE ELEMENT OF THE CAUSE OF ACTION:** A defendant is entitled to summary judgment on a plaintiff’s cause of action if the defendant can disprove at least one element of the plaintiff’s cause of action as a matter of law. *Stanfield v. Neubaum*, 494 S.W.3d 90, 96 (Tex. 2016); *Boerjan v. Rodriguez*, 436 S.W.3d 307, 310 (Tex. 2014); *Nall v. Plunkett*, 404 S.W.3d 552, 555 (Tex. 2013); *Randall’s Food Mkts., Inc. v. Johnson*, 891 S.W.2d 640, 644 (Tex. 1995); see Tex. R.

Civ. P. 166a(c).

7. PLAINTIFF AFFIRMATIVELY PLED FACTS THAT CONCLUSIVELY NEGATE A CAUSE OF ACTION: A defendant is entitled to summary judgment on a plaintiff's cause of action if the plaintiff affirmatively pleads facts that conclusively negates a cause of action. *Tex. Dep't of Corr. v. Herring*, 513 S.W.2d 6, 9 (Tex. 1974); *see, e.g., Washington v. City of Hous.*, 874 S.W.2d 791, 794 (Tex. App.—Texarkana 1994, no writ) (pleading can negate claim when alleged facts demonstrate that statute of limitations has run or that a defense would bar recovery). If the pleading negates the claim, the court can grant a summary judgment without first giving the plaintiff an opportunity to amend its pleading. *Tex. Dep't of Corr.*, 513 S.W.2d at 9.

8. PLAINTIFF FAILS TO PLEAD SUFFICIENT FACTS TO STATE A CAUSE OF ACTION: A defendant is also entitled to summary judgment on a plaintiff's cause of action if the plaintiff has not pled sufficient facts to state a cause of action and, even though the plaintiff was given an opportunity to amend, the pleading defect remains. *See Natividad v. Alexis, Inc.*, 875 S.W.2d 695, 699 (Tex. 1994). If a petition alleges too few facts to demonstrate a viable, legally cognizable right to relief, it must be dismissed. *See DeVoll v. Demonbreun*, No. 04–14–00116–CV, 2014 WL 7440314, at *3 (Tex.App.—San Antonio Dec. 31, 2014, no. pet.) (“Because DeVoll did not allege facts demonstrating reliance or harm, his fraud claim has no basis in law.”);

Drake v. Chase Bank, No. 02–13–00340–CV, 2014 WL 6493411, at *1 (Tex.App.–Fort Worth Nov. 20, 2014, no. pet. h.) (mem.op.) (“Drake pleaded no underlying claim or facts that would support an award of damages for harm to his credit.... Thus, Drake’s harm-to-credit claim has no basis in law.”). In short, a plaintiff must plead sufficient facts to supply a legal basis for his claim. *Guillory v. Seaton, LLC*, 470 S.W.3d 237, 240 (Tex. App.–Houston [1st Dist.] 2015, pet. denied)

B. AUTHORITY ON ISSUES OF INTENT & KNOWLEDGE

9. “A person acts intentionally, or with intent, with respect to the nature of his conduct or to a result of his conduct when it is his conscious objective or desire to engage in the conduct or cause the result.” Tex.Penal Code Ann. § 6.03(a).

10. “A person acts knowingly, or with knowledge, with respect to the nature of his conduct or to circumstances surrounding his conduct when he is aware of the nature of his conduct or that the circumstances exist. A person acts knowingly, or with knowledge, with respect to a result of his conduct when he is aware that his conduct is reasonably certain to cause the result.” Tex.Penal Code Ann. § 6.03(b).

11. Counsel should be entitled to rely on the representations of client, co-counsel and forwarding counsel without having to assess the credibility of the witnesses; “credibility is solely within the province of the finder of fact.” *Healey v. Chelsea Resources, Ltd.*, 947 F.2d 611, 625-26 (2nd Cir. 1991). A lawyer cannot be

sanctioned for his client's total lack of credibility so long as his client's testimony is not incredible as a matter of law at the time the lawyer accepted it as true. *Id.* The same applies to any affiant willing to swear under penalty of perjury.

12. The consensus view of experienced judges is that counsel should be entitled to rely on the representations of the client, without having to assess the client's credibility. *United States v. Allmendinger*, No. 3:10CR248, 2017 WL 455553 (E.D. Va. Feb. 1, 2017), *vacated on other grounds*, 894 F.3d 121 (4th Cir. 2018); *Royal v. Netherland*, 4 F. Supp. 2d 540, 556 (E.D. Va. 1998); *Xcentric Ventures, L.L.C. v. Borodkin*, 908 F. Supp. 2d 1040, 1048-49 (D. Ariz. 2012), *aff'd*, 798 F.3d 1201 (9th Cir. 2015) ; *Jeffreys v. Rossi*, 275 F. Supp. 2d 463, 481 (S.D.N.Y. 2003), *aff'd sub nom. Jeffreys v. City of New York*, 426 F.3d 549 (2nd Cir. 2005) (quoting *Healey v. Chelsea Res., Ltd.*, 947 F.2d 611, 626 (2d Cir.1991)); *Canal Ins. Co. v. Hopkins*, 238 S.W.3d 549, 557 (Tex. App.—Tyler 2007, pet. denied).

13. Courts may not properly award Rule 11 sanctions against attorney solely because client's trial testimony was not credible unless (a) it was incredible as a matter of law, and (b) the attorney signed a post-trial memorandum espousing his client's position. *Healey*, 947 F.2d at 625–26. The same principles apply to any affiant unless the lawyer has suborned perjury.

C. AUTHORITY ON ISSUE OF MATERIALITY

14. A material fact is one which will affect the outcome of the case. *Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 248, 106 S.Ct. 2505, 91 L.Ed.2d 202 (1986).

D. AUTHORITY ON CREDIBILITY OF AFFIANTS:

15. In criminal cases:

15.1. The proper inquiry is whether the informant's present information is truthful and reliable. *Abercrombie v. State*, 528 S.W.2d 578, 583 n. 1 (Tex.Crim.App.1975)(citing *United States v. Harris*, 403 U.S. 573, 91 S.Ct. 2075, 29 L.Ed.2d 723 (1971)). Some factors bearing on a first-time informer's reliability and credibility often found in affidavits are "the presence or absence of a criminal record, reputation in the community, reputation with associates, position in community." *Id.* at 584. *Pardo v. State*, No. 04-08-00628-CR, 2009 WL 1706760, at *2 (Tex. App.—San Antonio June 17, 2009, pet. ref'd).

15.2. An affidavit need not reflect the direct personal observations of the affiant so long as the recipient is informed of some of the underlying circumstances supporting the affiant's belief that any informant involved, whose identity need not be disclosed, was credible or his information reliable. While a warrant may issue only upon a finding of "probable cause," this Court has long held that "the term 'probable cause' . . . means less than evidence which would justify condemnation, and that a finding of 'probable cause' may

rest upon evidence which is not legally competent in a criminal trial. *United States v. Ventresca*, 380 U.S. 102, 108, 85 S.Ct. 741, 745-46, 13 L.Ed.2d 684 (1965) (citing *Locke v. United States*, 11 U.S. 339, 348; *Draper v. United States*, 358 U.S. 307, 311).

16. In civil cases:

16.1. When a movant fails to controvert his opponent's evidence, that evidence is presumed as true. *Swilley v. Hughes*, 488 S.W.2d 64, 67 (Tex.Sup.1972); *Railroad Commission v. Sample*, 405 S.W.2d 338 (Tex.Sup.1966). *Also see Merritt*, 245 F.3d at 186; *Lujan*, 504 U.S. at 561.

16.2. The duty of a court . . . is to determine if there are any issues of fact to be tried, and not to weigh the evidence or determine its credibility *King v. Rubinsky*, Tex.Civ.App. 1951, 241 S.W.2d 220(1), no writ history; *Haley v. Nickles*, Tex.Civ.App.1950, 235 S.W.2d 683, 685(5), no writ history.

E. AUTHORITY ON ISSUE OF IMPOSITION OF SANCTIONS

17. Lawyers, indeed judges, rely on sworn affidavits all the time. Judgments are granted, and people are incarcerated based on affidavits – some later may be proved to be false, but there is no precedent for sanctions in circumstance like this. *CTC*, 951 F.2d at 578.

18. Even the Rule [Rule 11] does not seek to stifle the exuberant spirit of skilled

advocacy or to require that a claim be proven before a complaint can be filed. The Rule attempts to discourage the needless filing of groundless lawsuits.” *Cleveland Demolition Co. v. Azcon Scrap Corp.*, 827 F.2d 984, 988 (4th Cir.1987). “Creative claims, coupled even with ambiguous or inconsequential facts, may merit dismissal, but not punishment.” *Brubaker v. City of Richmond*, 943 F.2d 1363, 1373 (4th Cir.1991) (quoting *Davis v. Carl*, 906 F.2d 533, 536 (11th Cir.1990)).

19. “Although a legal claim may be so inartfully pled that it cannot survive a motion to dismiss, such a flaw will not in itself support Rule 11 sanctions—only the lack of any legal or factual basis is sanctionable.” *Hunter*, 281 F.3d at 153 (citing *Simpson v. Welch*, 900 F.2d 33, 36 (4th Cir.1990)).

20. When a district court examines the sufficiency of counsel’s investigation, it “is expected to avoid the wisdom of hindsight and should test the signer’s conduct by [asking] what was reasonable to believe at the time the pleading, motion, or other paper was submitted.” *CTC*, 951 F.2d at 578. In doing so, the court must consider all circumstances surrounding the submission. *Id.*

III. ARGUMENTS

A. DISPROVING CAUSES OF ACTION AS A MATTER OF LAW.

21. To prevail on the Claims, the Commission must prove:

21.1. For Claim 3: Ms. Powell (i) “knowingly,” (ii) made a “false

statement of fact or law” to a tribunal; and (iii) the false statement of fact or law was “material.”

21.2. For Claim 4: Ms. Powell (i) “knowingly,” (ii) offered or used evidence; and (iii) Ms. Powell knew the evidence was false.

21.3. For Claim 6: Ms. Powell (i) “knowingly,” (ii) engaged in “conduct;” (iii) the conduct was “dishonest, fraudulent, deceitful or a misrepresentation.”

22. Ms. Powell has disproved, as a matter of law, at least one element of each of the Claims as follows:

22.1. Fr Claim 3: Ms. Powell has disproved the elements of: (i) “knowingly” because Ms. Powell did not draft the complaints or assimilate or attach the exhibits, and (ii) Ms. Powell had no knowledge of any deficiency in the exhibits; and (iii) “materiality” because the Exhibits the Commission complains about, Exhibits 5 and 6 to the complaint filed in Georgia, were admitted and incontestable facts in the case, thus immaterial as a matter of law. *See Declarations of MacDougald, Exhibit “1” and Ms. Powell, Exhibit “2”;* Tex.Penal Code Ann. §§ 6.03(a)(b); *Klein*, 174 F. 640. Summary judgment must be granted on Claim 3.

22.2. For Claim 4: Ms. Powell has disproved the elements of: (i)

“knowingly” because Ms. Powell did not draft the complaints or assimilate or attach the exhibits, and (ii) Ms. Powell did not know anything was wrong with any of the exhibits in any of the case. *See Declarations of MacDougald, Exhibit “1” and Ms. Powell, Exhibit “2”*; and (ii) “falsity” because a downloading error does not render a document false. *See Declarations of MacDougald, Exhibit “1” and Ms. Powell, Exhibit “2”*; *Hunter*, 281 F.3d at 153; Tex.Penal Code Ann. §§ 6.03(a)(b). Summary judgment on Claim 4 must be granted.

22.3. For Claim 6: Ms. Powell has disproved the element of: (i) “knowingly” because Ms. Powell did not draft the complaints or assimilate and attach the exhibits to the complaints, and Ms. Powell did not have knowledge of the deficiency of the exhibits. *See Declarations of MacDougald, Exhibit “1”*; and *Ms. Powell, Exhibit “2”*. A reasonable attorney in like circumstances could not have believed his actions to be legally unjustified, *Lokhova*, 30 F.4th at 354. Summary judgment on Claim 6 must be granted.

B. COMMISSION AFFIRMATIVELY PLED FACTS THAT CONCLUSIVELY NEGATE ITS CAUSE OF ACTION

23. The Commission itself pled facts that negates its claim that Ms. Powell had knowledge of and of any false statements in the Affidavit of Spyder, Exhibit “8” attached to the Georgia complaint. The Commission pled:

“Respondent attached to the complaints included affidavits and

declarations from sources judicially determined to be “wholly unreliable.” For example, Respondent sponsored an affidavit from an anonymous source who claimed to be a “military intelligence expert” who used the code-name “Spyder.” This source has now been identified as Joshua Merritt, who admits he has never actually worked in military intelligence.”

Then in Footnote Number 2 of the Commission’s Second Amended Petition the Commission pled, the Wastington Post article:

“Emma Brown, Aaron C. Davis & Alice Crites, Sidney Powell’s secret ‘military intelligence expert,’ key to fraud claims in election lawsuits, never worked in military intelligence, Wash. Post (Dec. 11, 2020), available at, https://www.washingtonpost.com/investigations/sidney-powell-spider-spyder-witness/2020/12/11/0cd567e6-3b2a-11eb-98c4-25dc9f4987e8_story.html”

The Commission clearly pled itself out of court for the allegation that Ms. Powell had knowledge that Spyder’s statements in his affidavit were false on the dates the Election Fraud cases were filed, November 24, 2020 thru December 3, 2020, by pleading in Footnote 2 that it was not until December 11, 2020 that Spyder, Mr. Merritt, allegedly first stated he was not a military intelligence expert. *See Commission’s Second Amended Petition.* Moreover, the Declarations of *MacGougald, Exhibit “1”* and *Ms. Powell, Exhibit “2;”* prove as a matter of law that Mr. Kleinhelder personally verified the statements in the Spyder Affidavit were reliable. No court has heard evidence to determine of the validity of that affidavit, so it is presumed true. *Merritt*, 245 F.3d at 186; *Lujan*, 504 U.S. at 561. Summary judgment

must be granted on this issue.

C. COMMISSION FAILED TO PLEAD SUFFICIENT FACTS TO STATE A CAUSE OF ACTION:

24. Moreover, the Commission has not pled one fact to support any facts to support its allegations that Ms. Powell's conduct was "dishonest, fraudulent, deceitful or a misrepresentation" other than the facts related to Exhibits "5", "6" and "7" to the complaint filed in the Georgia Case. *See Commission's Second Amended Petition*. Summary judgment must be granted as to all the Claims.

IV. CONCLUSION

25. The indisputable evidence – from those with knowledge – *is Ms. Powell* did not knowingly file any false or material documents to support the claims in the Election Fraud Suits. Summary judgment must be granted on the Claims. *See Lokhova*, 30 F.4th at 354; *Hunter*, 281 F.3d at 153; *CTC Imports*, 951 F.2d at 578; *Eastway Construction*, 762 F.2d at 254.

26. In the absence of known suborning of perjury, lawyers and judges are entitled to rely on sworn statements. *See Ergo Sci. Inc. v. Martin*, 73 F.3d 595, 599–600 (5th Cir.1996). Moreover, no evidentiary hearings were held by any court to consider whether the allegations, affidavits, declarations or other exhibits were true in any of the Election Fraud Cases; therefore, they are presumed true. *Merritt*, 245 F.3d at 186; *Lujan*, 504 U.S. at 561. The Election Fraud Suits were not allowed to

proceed to any evidentiary or proof stage.

27. Local counsel in each jurisdiction filed the Complaints and attached the exhibits. Moreover, there was no objection to any of the exhibits the Commission specifically complains about, Exhibits 5, 6 and 7 attached to the complaint in the Georgia Case. *See Declarations of MacDougald, Exhibit “1” and Ms. Powell, Exhibit “2.”*

V. PRAYER

For these reasons, Ms. Powell asks the Court to grant this motion and sign an order for partial summary judgment denying Claims 3, 4 and 6 and all theories of law under or through those claims. Alternatively, Ms. Powell asks for an order specifying the facts that are established as a matter of law by this motion.

Respectfully submitted,
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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing instrument has been delivered, by efileTexas.gov to all attorneys of record on July 19, 2022.

/s/ Robert H. Holmes
Robert H. Holmes

EXHIBIT “1 ”

UNSWORN DECLARATION OF HARRY MACDOUGALD

Pursuant to the provisions of the Texas Civil Practices and Remedies Code § 132.001, I Harry W. MacDougald make the following declarations:

1. My name is Harry W. MacDougald. I am over 18 years old and competent to make this affidavit. I have personal knowledge of all facts and statements contained herein and they are true and correct.

2. I am an attorney licensed to practice law in the State of Georgia. I have been licensed to practice law in Georgia for over 35 years. I am in good standing with the Georgia Bar. My Georgia Bar No. is 463076.

3. In late November 2020, I spoke with Sidney Powell when I was engaged by her to be local counsel in a case she and other attorneys anticipated filing in Georgia to question the outcome of the 2020 presidential election.

4. Ms. Powell connected me with Ms. Juli Haller and Mr. Harold Kleindhelder who I understood were the attorneys in charge of drafting the complaint to be filed in Federal District Court, Northern District of Georgia.

5. After becoming engaged, I communicated primarily with Mr. Kleindhelder and Ms. Haller about the substance of the complaint and the exhibits to be attached thereto until after the complaint had been filed. It was Mr. Kleindhelder that sent me

a draft of the complaint, and I thereafter exchanged multiple drafts with a varying roster of Mr. Kleinhendler, Ms. Haller, and others, but not including Ms. Powell, up through the filing of the complaint. Mr. Kleinhendler instructed me to file the complaint by mid-night on November 25, 2020, the day before Thanksgiving 2020. Time was of the essence; I had little to no time to determine the validity or accuracy of the exhibits before filing, and had to rely primarily on forwarding counsel who prepared and/or forwarded them to me.

6. On November 24, 2020 I received a draft of the complaint – the first I saw – from Mr. Kleindhelder at 8:13 PM. It was a 104-page complaint with what eventually became a total of 587 pages containing 29 exhibits. It took significant time to get the formatting squared away; then I spent several more hours editing the document in other respects. I worked continuously on the document from the moment I received it at 8:13 PM until I sent back a marked-up draft at 3:00 AM.

7. On November 25, 2020, in the early evening around 6:30 PM, I received from Ms. Haller a set of documents to be attached to the Complaint as exhibits. I worked with Ms. Haller and Mr. Kleinhendler in determining which of the documents provided by Ms. Haller would be attached to the complaint as exhibits. I did not confer in any manner with Ms. Powell about the exhibits to be attached or that were attached to the complaint before it was filed.

9. All communications regarding the complaint itself and the exhibits were predominantly with Mr. Kleinhendler and Ms. Haller.

10. Mr. Kleinhendler provided me with a draft of the so-called “Spyder Affidavit,” which was later filed in redacted form as Exhibit 7. After reviewing the draft of the “Spyder Affidavit” I recall asking Mr. Kleinhendler by phone “Is this real?” He assured me that it was. I never had any direct communication with the affiant of the Spyder affidavit.

11. After a few revision cycles on the complaint, and substantial and tedious effort on my part to organize and number the exhibits I had been provided, and to harmonize their numbering with the extensive exhibit references in the lengthy complaint, albeit imperfectly in the final analysis, I filed the complaint and attached the exhibits, in the form they eventually took, shortly before mid-night on November 25, 2020, creating the eventually assigned Case No. 1:20-cv-04809-TCB, United States District Court, Northern District of Georgia. The elapsed time between my first laying eyes on the draft complaint and filing with the Clerk was approximately 27.5 hours, during which I recorded 19.7 hours of work.

12. To my knowledge, Ms. Powell had no knowledge of the exhibits I attached to the complaint until sometime after the complaint and exhibits were filed.

13. Sometime after the complaint was filed, I discovered that two of the

exhibits were improperly formatted, being Exhibits 5, and 6. In both exhibits, the page orientation was landscape instead of portrait, which caused the bottom of the pages to be cut off. This is the form in which these exhibits were delivered to me. I have no idea how they came to be in that form, and I do not recall noticing this problem in the intense period of work before filing. Filing these exhibits with this problem was inadvertent on my part.

14. Exhibit 5 was the Secretary of State's certification that the Dominion election system had been thoroughly examined and tested and was compliant with Georgia law. Exhibit 6 was a copy of the Pro V&V certification test report of Georgia's Dominion system that underlay the Secretary of State's certification in Exhibit 5. The facts that the Pro V&V testing had been done and that the Secretary of State had certified the Dominion system, and the dates of those events, were undisputed facts in the public record of the state government's acquisition and deployment of the Dominion system, and were certainly well known to the State defendants in the case. There is no reason for me to believe the formatting error in Exhibits 5 and 6 this was anything more than a downloading or copying error.

15. No one filed an objection to Exhibit 5 attached to the complaint in the Georgia Case. In my opinion the omission of the date on Exhibit 5 by the landscape orientation was not material because the fact and date the State of Georgia had

approved the Dominion Voting System were not in question. Similarly, the omission of portions of Exhibit 6 as a result of the landscape orientation was not material because the fact, date and result of the test report were not in question. Moreover, exhibits were not required to be attached to the complaint at all.

16. The Georgia Case was only pending in the trial court 12 days, the first four of which were Thanksgiving weekend (November 26-29), and five of which were legal holidays or weekends (November 26, 28, 29 and December 5 and 6). The Honorable Timothy C. Batten, Sr., dismissed the case on December 7, 2020. After January 6, 2021, we voluntarily dismissed all pending appellate proceedings arising from the case .

17. I am aware that the Commission for Lawyers Discipline of the State Bar of Texas has filed suit against Ms. Powell seeking sanctions against her for filing suits to question the outcome of the 2020 presidential election.

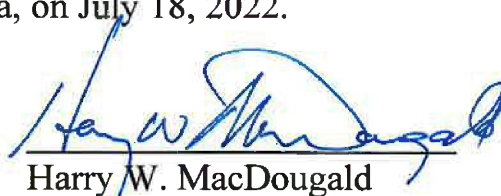
18. I have not been contacted in any manner by the Commission for Lawyer Discipline of the State Bar of Texas regarding any of the four Cases. If I had been contacted, I would have provided them the information in this declaration and told them there was no basis for them to accuse Ms. Powell of any knowledge of or dishonest conduct regarding the exhibits or the *Pearson v. Kemp* case mentioned above.

19. Moreover, I believe the allegations in the complaint filed in the Georgia were sufficiently supported by the affidavits filed therewith and had ample basis in law, and met all the requirements of Rule 11. In fact, Judge Batten gave us a temporary restraining order to secure machines in several counties in Georgia.

UNSWORN DECLARATION

My name is Harry MacDougald, my birth date is August 12, 1958, and my business address is Two Ravinia Drive, Suite 1600, Atlanta, Georgia, 30346. I declare under the penalty of perjury that the statements contained in the foregoing Declaration are true and correct.

Executed in DeKalb County, Georgia, on July 18, 2022.



Harry W. MacDougald

EXHIBIT “2”

DECLARATION OF SIDNEY POWELL

Pursuant to the provisions of the Texas Civil Practices and Remedies Code § 132.001, I Sidney Powell make the following declarations:

1. “My name is Sidney Powell. I am over 18 years of age and am fully competent to make this declaration. I have personal knowledge of all facts and statements contained herein, and they are true and correct.

2. I have been licensed to practice law in Texas since 1978. I am a member in good standing of the State Bar of Texas, the United States Supreme Court, the bars of multiple federal circuit courts of appeals, and the bars of the federal district courts in Texas.

3. I served as President of the American Academy of Appellate Lawyers—of which I was an elected member—and of the Bar Association of the Fifth Federal Circuit. I taught civil, criminal, and appellate advocacy for the Department of Justice, the State Bar of Texas, and spoken widely for various bars and professional associations.

4. I was part of a team of lawyers that filed four lawsuits alleging massive election fraud involving, *inter alia*, voting machines in Georgia, Michigan, Wisconsin, and Arizona (“Election Fraud Cases”). Time was of the essence in our election suits,

we were inundated with information, and members of the team attempted to vet and sort all information before providing any affidavits or reports to the court. We were working 18 - 20+ hour days through much of November and December. As lead counsel I had to rely on forwarding counsel and other counsel in obtaining and determining the validity of the exhibits attached to the complaints.

5. While I accept full responsibility as the most senior federal practitioner on the team, and my name appears on the filings, I did not draft the complaints nor compile or attach the exhibits attached to any of them. I personally had little to no role in the detailed vetting and sorting of the information provided to us.

6. In particular, I played no role in compiling or filing and had no actual knowledge of the exhibits attached to the complaint downloaded from the Georgia Secretary of State's office that were filed in Case No. 1:20-cv-04809-TCB, United States District Court, Northern District of Georgia. Specifically the Commission has challenged two exhibits attached to the complaint filed in the Georgia Case, and the Bar alleges that Exhibits "5" and "6," violated Disciplinary Rules §§ 3.08(a)(1) & (5) and § 8.04(a)(1). I relied on other counsel to download the challenged exhibits before they were filed. They were not even necessary to the complaint. That Georgia "rushed" to bring in the Dominion machines was widely reported in the media and the two exhibits, Exhibits "5" and "6" were not material. The date or signature were not

an issue; they are indisputable facts.

7. Likewise, I did not compile the challenged exhibits to the complaints filed in the other three cases, being the Michigan Case, Case No. 2:20-cv-13134-LVP-RSW, United States District Court, Eastern District of Michigan; Wisconsin Case, being Case No. 2:20-cv-1771, V, United States District Court, Eastern District of Wisconsin; and the Arizona Case, being Case No. 2-20-cv-02321-DJH, United States District Court District of Arizona.

8. In addition, the Commission alleges that I sponsored an affidavit from an anonymous source who claimed to be a “military intelligence expert” who used the code-name “Spyder,” who was later identified as Joshua Merritt; and that I had knowledge that Mr. Merritt never actually worked as a “military intelligence expert.” I did not know that Mr. Merritt never worked in military intelligence and he may have.

9. Moreover, the Commission clearly contradicts itself in Footnote Number 2 of its Second Amended Petition, by stating that Mr. Merritt purportedly admitted to the Washington Post that his affidavit—to which he had sworn under penalty of perjury—was incorrect on December 11, 2020. If the Post’s report is correct, this is an admission to perjury by Mr. Merritt—well after his affidavit was attached to the complaints. I understood that others on our team determined that the statements in the Spyder Affidavit were reliable, in fact Mr. Harold Kliendhelder admitted in open court

in Michigan that he verified the Spyder Affidavit was valid. Mr. Kleindhelder offered to produce “Spyder,” Jousha Merritt to testify about the statements in the Spyder Affidavit but Judge Parker refused. *See Exhibit “A” attached hereto*, a true and correct copy of the a portion of the transcript in the Michigan case held on July 12, 2021, in the Michigan case, *King v. Whitmer*, Case No. 20-cv-13134. I relied on Mr. Kleindhelder and believed Mr. Merritt’s affidavit was true and correct when it was attached to all our pleadings and none of us would have included it had we not believed it to be correct.

10. I was receiving constant reports of developments and potential evidence to support our allegations. Validation of this evidence was by the forwarding counsel and co-counsel to whom I handed it off.

11. The Georgia complaint—and the other three—were drafted primarily by other attorneys on our team, who were working in Virginia at the time, while I was working in South Carolina. I reviewed and made corrections to the complaints. I made a reasonable inquiry as to the exhibits attached to the complaints and relied on other counsel as to the validity of the exhibits attached to the complaints.

12. Harry MacDougald was our local counsel in Georgia, who accepted the difficult, high-pressured and time-pressured job of compiling and making the actual filing. Time was of the essence in our election suits.

13. Mr. MacDougald finalized and filed the complaint and selected and filed the exhibits on November 25, 2020. I reviewed and made corrections to the complaint. I made a reasonable inquiry as to the exhibits attached to the complaint and relied on other counsel as to the validity of the exhibits attached to the Michigan complaint.

14. Scott Hagerstrom and Gregory J. Rohl were our local counsel in Michigan. They too accepted the difficult, high-pressured and time-pressured job of compiling and making the actual filing.

15. Messrs. Hagerstrom and Rohl finalized and filed the complaint for the Michigan Case and selected and filed the exhibits provided by others on our team on November 25, 2020. I reviewed and made corrections to the complaint. I made a reasonable inquiry as to the exhibits attached to the complaint and relied on other counsel as to the validity of the exhibits attached to the Michigan complaint.

16. Prior to the complaint being filed in the Michigan Case, I did receive a copy of the complaint from Mr. Kleindhender, reviewed the document and returned it to him 45 minutes later with some minor corrections.

17. Michael D. Dean and Daniel J. Eastman were our local counsel in Wisconsin, who also accepted the difficult, high-pressured and time-pressured job of compiling and making the actual filing.

18. Messrs. Dean and Eastman finalized and filed the complaint in the

Wisconsin Case on December 1, 2020 and selected and filed the exhibits provided by others on our team. I did not review the exhibits filed in the Wisconsin case before they were filed. I reviewed and made corrections to the complaint. I made a reasonable inquiry as to the exhibits attached to the complaint and relied on other counsel as to the validity of the exhibits attached to the Wisconsin complaint.

19. Alexander Kolodin and Christopher Viskovic were our local counsel in Arizona, who also accepted the difficult, high-pressured and time-pressured job of compiling and making the actual filing.

20. Messrs. Kolodin and Viskovic finalized and filed the complaint in the Arizona Case on December 3, 2020 and selected and filed the exhibits provided by others on our team. I reviewed and made corrections to the complaint. I made a reasonable inquiry as to the exhibits attached to the complaint and relied on other counsel as to the validity of the exhibits attached to the Arizona complaint.

21. There are no circumstances under which I would knowingly mislead any court—much less knowingly make a false, dishonest, or deceitful statement at any level. That is completely contrary to my personal integrity and the way I have practiced law for now 44 years.

Further Declarant sayeth not.”

/s/ Sidney Powell

Sidney Powell

UNSWORN DECLARATION

My name is Sidney Powell, my birth date is May 1, 1955, and my address is 2911 Turtle Creek Blvd, Suite 300, Dallas, Texas 75219. I declare under the penalty of perjury that the statements contained in the foregoing Declaration are true and correct.

Executed in Dallas County, Texas on July 18, 2022.

/s/ Sidney Powell
Sidney Powell

EXHIBIT “A”

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

TIMOTHY KING, MARIAN ELLEN SHERIDAN,
JOHN EARL HAGGARD, CHARLES JAMES RITCHARD,
JAMES DAVID HOOPER and DAREN WADE RUBINGH,
Plaintiffs,

V.

CIVIL ACTION
NO. 20-cv-13134

GRETCHEN WHITMER, in her official capacity
As Governor of the State of Michigan
JOCELYN BENSON, in her official capacity
As Michigan Secretary of State, the Michigan
BOARD OF STATE CANVASSERS,
Defendants,

And

THE DEMOCRATIC NATIONAL COMMITTEE and THE
MICHIGAN DEMOCRATIC PARTY, and ROBERT DAVIS
And THE CITY OF DETROIT,
Intervenors,

And

SCOTT HAGERSTROM, JULIA HALLER,
ROBERT JOHNSON, L. LIN WOOD, HOWARD
KLEINHENDER, SIDNEY POWELL, and GREGORY ROHL,
Interested Parties,

And

MICHIGAN STATE CONFERENCE NAACP,
Amicus.

MOTION HEARING
BEFORE THE HONORABLE LINDA V. PARKER
United States District Judge
Detroit, Michigan
Monday, July 12, 2021

(All parties appearing via videoconference.)

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1 to respond to your question about who had a role in the
2 affidavit of a witness in question that you mentioned, and my
3 client doesn't recall specifically when she looked at this
4 affidavit. She said she saw it at some point, but, again, she
5 was working at home doing basic editing, research, and so, you
6 know, she didn't have any role in terms of investigating or
7 doing due diligence on these particular affidavits. She's not
8 saying they're accurate or inaccurate, but her role was more
9 limited.

10 **THE COURT:** All right. Let me move on in terms of
11 experts, those affidavits that have been submitted, and my
12 questions are going to pertain to who spoke with these
13 individuals for purposes of understanding the source of their
14 facts that they were referenced in the affidavit and basis for
15 their conclusions. Who spoke to these experts before
16 submitting their reports as evidence? Dealing with expert
17 reports.

18 So let me start with Joshua Merritt. Who spoke with
19 him for purposes of determining the source of his facts and the
20 basis for his conclusions before submitting?

21 And if there is counsel here who doesn't know the
22 answer to that question because they had no involvement in it,
23 because they didn't speak, please raise your hand. If you are
24 not -- if you were not an individual who spoke in advance to
25 Joshua Merritt about the source of his facts and the basis for

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1 his conclusion in the report that he provided, raise your hand
2 if you weren't involved with it.

3 Okay. So I'm going -- okay. Let me name the
4 individuals because I want to -- please keep your hand up.

5 **MR. WOOD:** Your Honor, could you restate the
6 question, please?

7 **THE COURT:** The question -- yes, I will. The
8 question -- as relates to the affidavit that was submitted by
9 Joshua Merritt, my question is: Who spoke to him in advance
10 before including his affidavit to the complaint? You know, did
11 you speak to him for purposes of determining the source of his
12 facts around the basis of his conclusions? Who on this call
13 had that type of conversation with Mr. Merritt?

14 **MR. JOHNSON:** Your Honor, perhaps --

15 **THE COURT:** No, no. Go ahead, Mr. Johnson. Let me
16 just do this: Raise your hand if you had the conversation with
17 him, if anybody spoke with Joshua Merritt in advance of the
18 submission of his affidavit.

19 So right now we have Mr. Kleinhendler.

20 Mr. Johnson, did you have your hand up for that?

21 **MR. JOHNSON:** I had my hand up that I did not speak
22 with him or, for that matter, with any of the experts.

23 **THE COURT:** Okay. Okay. We'll make a note of that.

24 But, Mr. Kleinhendler, you spoke with him before the
25 affidavit was submitted, Joshua Merritt; is that true?

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1 **MR. KLEINHENDLER:** Yes.

2 **THE COURT:** All right. And did you have an
3 opportunity to speak to him about the source of his facts?

4 **MR. KLEINHENDLER:** Your Honor, he was recommended to
5 us. As there are certain things I cannot disclose,
6 unfortunately, in public about his sources, about his
7 qualifications, and the reason for that is he has worked as an
8 undercover confidential informant for multiple federal law
9 enforcement and intelligence services. It's beyond merely what
10 is stated briefly in his declaration.

11 He did -- he did tell me what those -- you know, what
12 the basis is, what type of experience he had, and, based on
13 that, looking at what he had presented, with the detail, with
14 the URLs that he had cited, with the vulnerability to the
15 Dominion pass codes that were available to be hacked on what
16 they call the dark web, it was my honest belief that what he
17 was saying was correct.

18 I will take the opportunity, your Honor, to point out
19 that the one area in his affidavit that has come into dispute
20 was his role in the 305th military intelligence. At the time
21 it was my understanding that he had spent a reasonable amount
22 of time with that unit. Subsequently -- subsequently I did
23 learn that he did train with them, your Honor. He trained with
24 the unit. I think it's called Fort Huachuca. I can't remember
25 the exact one. However, he subsequently was transferred out of

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1 there.

2 However, I point out to you that that -- that one
3 point is minor and practically irrelevant because the basis of
4 his expert opinion and his factual opinion are based on, and
5 I'm happy to talk to you in camera and give you more detail of
6 his years and years of experience in cyber security as a
7 confidential informant working for the United States
8 Government.

9 **THE COURT:** Did you feel that it was -- did you make
10 that correction to the Court at any time? I'm not aware of it.

11 **MR. KLEINHENDLER:** I didn't have the time because
12 when I first learned of it, your Honor, when I first learned of
13 it, it was after all the cases had been decided and dismissed
14 and then we withdraw. We never made a further representation
15 to this Court, an argument to this Court about his
16 qualification in that regard, and, technically, your Honor --
17 technically, your Honor, the statement is not false. He
18 trained with the 305th. Okay. It's not technically false.
19 However, had I known in advance that he had transferred out, I
20 would have made that clear, but I didn't. I had no reason to
21 doubt.

22 **THE COURT:** Thank you, Mr. Kleinhendler.

23 Hang on a second.

24 Mr. Campbell, why do you have your hand up, sir?

25 **MR. CAMPBELL:** Because I wanted to let you know,

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1 there.

2 However, I point out to you that that -- that one
3 point is minor and practically irrelevant because the basis of
4 his expert opinion and his factual opinion are based on, and
5 I'm happy to talk to you in camera and give you more detail of
6 his years and years of experience in cyber security as a
7 confidential informant working for the United States
8 Government.

9 **THE COURT:** Did you feel that it was -- did you make
10 that correction to the Court at any time? I'm not aware of it.

11 **MR. KLEINHENDLER:** I didn't have the time because
12 when I first learned of it, your Honor, when I first learned of
13 it, it was after all the cases had been decided and dismissed
14 and then we withdraw. We never made a further representation
15 to this Court, an argument to this Court about his
16 qualification in that regard, and, technically, your Honor --
17 technically, your Honor, the statement is not false. He
18 trained with the 305th. Okay. It's not technically false.
19 However, had I known in advance that he had transferred out, I
20 would have made that clear, but I didn't. I had no reason to
21 doubt.

22 **THE COURT:** Thank you, Mr. Kleinhendler.

23 Hang on a second.

24 Mr. Campbell, why do you have your hand up, sir?

25 **MR. CAMPBELL:** Because I wanted to let you know,

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1 **THE COURT:** You did not speak with him?

2 **MS. HALLER:** I did review the filing -- I mean the
3 report, but I have not communicated with him, no.

4 **THE COURT:** All right. Did anybody on the -- speak
5 with Mr. Ramsland?

6 Mr. Kleinhendler, go ahead, sir.

7 **MR. KLEINHENDLER:** Yes, your Honor. Not only did I
8 speak with him, about ten days or so before the complaint, I
9 met with him.

10 **THE COURT:** Okay.

11 **MR. KLEINHENDLER:** I spoke with him often I reviewed
12 drafts of his report. I asked him clearly, "Are you
13 comfortable making these allegations? Are you comfortable with
14 the language in the affidavit? What are your sources? Who
15 else has assisted you?"

16 Because he writes an affidavit that he lists ASOG
17 (ph.) He spoke -- he briefly described some of the folks that
18 were working with him, and he submitted, your Honor, two
19 reports, an initial report and then a rebuttal -- the initial
20 was an affidavit sworn, his sworn testimony, and the rebuttal
21 was more of a 26(b) rebuttal report.

22 I worked with him on a rebuttal report after
23 analyzing and reviewing what the Defendants and the Intervenor
24 Defendants had placed before the Court, and I was involved with
25 that. And, yes, I spoke with him, and I was comfortable, your

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1 Honor, that what we were putting before the Court was true and
2 correct.

3 **THE COURT:** All right. Thank you.

4 **MR. BUCHANAN:** Your Honor, this is Mr. Buchanan. I
5 just wanted to clarify something. My client, Ms. Newman, did
6 communicate with Mr. Ramsland on a limited basis.

7 **THE COURT:** For what purpose?

8 **MR. BUCHANAN:** I think, you know, she was talking to
9 him about his affidavit in general, but, again, she was more of
10 a -- someone that was doing editing and, you know, trying to
11 gather the affidavits, including this particular one, but it
12 wasn't a substantive conversation where she was doing due
13 diligence on all the background. She asked some questions, but
14 it was limited conversation.

15 **THE COURT:** All right. Thank you. All right. I
16 have concluded --

17 **MR. CAMPBELL:** Your Honor, Ms. Powell has her hand
18 raised.

19 **THE COURT:** Oh, thank you. Ms. Powell.

20 **MS. POWELL:** Yes, I just wanted to make clear that I
21 have spoken with Mr. Ramsland a number of times.

22 **THE COURT:** Okay.

23 **MS. POWELL:** I cannot say whether it was before the
24 filing or after, and I can't remember when I reviewed his
25 affidavit, whether it was before or after.

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1 **THE COURT:** Okay. All right. Let me -- as relates
2 to this section of presuit investigation and these particular
3 experts, does counsel for the Defendants or the Defendant
4 Intervenors or Plaintiffs' counsel wish to say anything related
5 to the questions or the answers that I've received with that
6 section?

7 **MR. DAVID FINK:** I would.

8 **THE COURT:** All right. Raise your hand if you'd like
9 to be heard.

10 Okay. We're going to only hear from Mr. Fink.

11 Go ahead.

12 **MR. DAVID FINK:** Thank you, your Honor. I will not
13 go into the detail, nor do I think I need to, of what our
14 concerns were with all of these affidavits. That's laid out
15 pretty clearly in our briefing. What I do want to first do is
16 respond to something quite disturbing that Mr. Kleinhendler
17 said.

18 He said that he couldn't have known while the case
19 was pending, didn't learn until later, during the sanctions
20 process, about the issues related to the Merritt affidavit.

21 And, by the way, we're calling it the Merritt
22 affidavit, but of course this is the one that's identified as
23 Spider, in what was attempted to be an anonymous presentation
24 in redacted documents, which were so poorly redacted that we
25 found out the name.

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1 But here's what's important for the Court to know.
2 We attach as Exhibit 17 to our brief in support of sanctions a
3 *Washington Post* article that details all of the issues
4 regarding Mr. Merritt. Now, the reason that's so important is
5 not the accuracy of that article, but, rather, that article put
6 the world on notice on December 11th of 2020 -- *Washington Post*
7 let the world know that this man was not a military
8 intelligence expert. He washed out of training. That he,
9 himself, disavowed participation in the case.

10 All of that was in that article, and if that did not
11 put counsel on some kind of inquiry notice so they should have
12 exercised some due diligence at that point and advised the
13 Court that they had, apparently unintentionally they're saying,
14 made a major misrepresentation to the Court, I don't know what
15 could have put them on notice. They were on notice.

16 Now, the experts that we're talking about now, the
17 Court correctly asks the question, "Did you talk to those
18 experts?" I would simply add one more thing, which is very
19 relevant, which is talking to those experts or not, just
20 reading those reports, if they were properly vetted, would have
21 immediately told any diligent attorney that the reports were
22 desperately flawed, and I'll be very specific. For example, we
23 heard about the concerns about -- that Mr. Ramsland raised
24 about Antrim County and the Dominion machines. What's
25 important --

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1 **THE COURT:** Okay. Mr. Fink, wait a minute. Hang on.
2 I want to stop you because I am going to cover some of that,
3 and we can -- and, you know, why don't we stop there because I
4 have some additional questions. Of course, I'm going to let
5 everyone be heard, okay?

6 **MR. KLEINHENDLER:** Your Honor, can I respond to
7 Mr. Fink just on Mr. Merritt?

8 **THE COURT:** Yes.

9 **MR. KLEINHENDLER:** Okay. Your Honor, I learned of
10 the issues when I saw the *Washington Post* article.

11 **THE COURT:** Okay.

12 **MR. KLEINHENDLER:** I can tell you that many of the
13 allegations in the *Washington Post* article are false, and I
14 want to make this very clear to the Court and all counsel. I
15 spoke with Mr. Merritt Sunday. He is prepared to appear before
16 your Honor and discuss his qualifications and discuss, in
17 detail, his findings. That may require a closed session for
18 part of it. We'll let you decide. But I want to make it clear
19 to everyone that he is prepared to come here and testify and
20 put his qualifications and his opinions to the test. We have
21 asked in our pleadings for an evidentiary hearing.

22 Mr. Fink wants to wave around a *Washington Post*
23 article. He can do that. Mr. Merritt is ready to come to
24 court and put to bed any issues regarding his qualifications
25 and regarding his testimony.

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1 with an opinion and order a little bit later and, in the
2 interim, as I said, I will issue an order referencing
3 supplemental briefings and time frames.

4 I want to thank, once again, counsel for appearing
5 today. It has been a long day. Again, it has been a necessary
6 day.

7 Mr. Flanigan.

8 **THE CLERK:** Thank you all. Court is adjourned.

9 (Proceedings concluded 2:32 p.m.)

10 - - -

11 **C E R T I F I C A T I O N**

12 I, Andrea E. Wabeke, official court reporter for the
13 United States District court, Eastern District of Michigan,
14 Southern Division, appointed pursuant to the provisions of
15 Title 28, United States Code, Section 753, do hereby certify
16 that the foregoing is a correct transcript of the proceedings
17 in the above-entitled cause on the date hereinbefore set forth.
18 I do further certify that the foregoing transcript has been
19 prepared by me or under my direction.

20
21 /s/Andrea E. Wabeke

July 14, 2021

22 Official court Reporter
23 RMR, CRR, CSR

Date

24 - - -
25

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Robert Holmes on behalf of Robert Holmes

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