

The Order of Court is stated below:

Dated: February 25, 2015
11:07:59 AM

/s/ Andrew H. Stone
District Court Judge



MANNING CURTIS BRADSHAW
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Ascendus Capital Management, LLC,
and Smith Holdings, LLC*

IN THE THIRD DISTRICT COURT,
SALT LAKE COUNTY, STATE OF UTAH

A. DAVID BARNES, M.D., P.C.,
Plaintiff,

vs.

FFCF INVESTORS, LLC, et al.,
Defendants.

**PROPOSED ORDER i) CLOSING
RECEIVERSHIP CASE, ii) APPROVING
LIMITED INVESTOR DISTRIBUTION,
AND iii) APPROVING CONTINGENT
APPLICATION FOR FEES**

Case No. 080922273

Judge: James Blanch

FFCF INVESTORS, LLC,
Plaintiff,

vs.

RICHARD SMITH, et al.,
Defendants.

The Court, having reviewed the Court-Appointed Receiver R. Wayne Klein's *Status*

Report and Motion and Memorandum in Support to Close Receivership Case, Approve Limited Investor Distribution, and Approve Contingent Application for Fees (“Motion”), being fully apprised of the matter and for good cause, does hereby order that the Motion is GRANTED and ORDERS, ADJUDGES, and DECREES as follows:

1. Investor Distribution: The Receiver is authorized to pay \$9,600.00 to the fifteen investors who assigned claims to the Receivership for sixteen Pension accounts (“Assignors”) as identified in the Motion. These payments will be in full satisfaction of claims assigned to the Receiver for these accounts and fully extinguishes any liability of the Receiver to these Assignors.
2. Partial Reimbursement of Expenses for Dr. Barnes. The Receiver is authorized to pay an additional \$1,000.00 to Dr. Barnes as partial reimbursement of the legal expenses he incurred in bringing the action leading to the appointment of the Receiver. This payment will be in full satisfaction of claims Dr. Barnes might have for reimbursement of his expenses related to this action.
3. Disposition of Records. Any interested party that wishes to take custody and control of the documents currently in the possession of the Receiver, and who demonstrates a legitimate interest in the documents and an intent to protect confidential information contained in those documents, has 30 days after the entry of this Order to make arrangements with the Receiver, at the expense of the interested party, to take control of the documents. If no party make a claim to the documents within 30 days after the entry of this Order, the Receiver is authorized to dispose of the documents.

4. Contingent Expenses, Fee Award. The expenses incurred by the Receiver since October 1, 2010 as described in the Motion are approved as reasonable and necessary and this amount may be paid to the Receiver. The fee application of the Receiver described in the Motion is approved with the amount requested being reasonable and necessary. The Receiver may retain all further amounts received from the Penson bankruptcy liquidation to cover expenses associated with closing the Receivership Estate and towards payment of the fees and expenses described in the Motion and approved in this Order.

The Receiver may retain any other funds coming into the Receivership Estate (provided they do not exceed the amount of fees earned but unpaid), but will be responsible for paying other expenses of the Receivership Estate that may arise.

4. Receiver's Actions in Closing Receivership Estate. The Receiver is authorized to take those ordinary actions that he deems advisable, in his discretion, in closing the Receivership Estate, including accepting any other funds owed to the Receivership Estate, paying ordinary expenses incident to closing the Receivership, filing final tax returns for the Receivership Entities, managing documents of the Receivership, and closing bank accounts of the Receivership Estate.
5. Termination of the Receivership. After distribution of funds to the Assignors and Dr. Barnes, as ordered above, the Receiver shall be discharged and the Receivership Estate shall be closed.
6. Liability of the Receiver. The Receiver and his agents, acting within the scope of such agency ("Retained Personnel"), are entitled to rely on all outstanding rules of

law and Orders of this Court and shall not be liable to anyone for their good faith compliance with any order, rule, law, judgment, or decree. In no event shall the Receiver or Retained Personnel be liable to anyone for their good faith actions in carrying out their duties and responsibilities as Receiver or Retained Personnel, nor shall the Receiver or Retained Personnel be liable to anyone for any actions taken or omitted by them except upon a finding by this Court that they acted or failed to act as a result of malfeasance, bad faith, gross negligence, or reckless disregard of their duties.

7. Retention of Jurisdiction. This Court shall retain jurisdiction over any action filed against the Receiver, his staff, and/or Retained Personnel based upon acts or omissions committed in their representative capacities. The Court shall also retain jurisdiction over this matter for future determination of any other matters in this case.

DATED this ___th day of _____, 2015.

DISTRICT COURT JUDGE