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U.S. DISTRICT COURT

2012 JAN -4 P 12:18

DISTRICT OF UTAH

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UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF UTAH

U.S. COMMODITY FUTURES TRADING
COMMISSION,

Plaintiff,

v.

U.S. VENTURES LC, a Utah limited liability
company, WINSOME INVESTMENT
TRUST, an unincorporated Texas entity,
ROBERT J. ANDRES, and ROBERT L.
HOLLOWAY,

Defendants.

ORDER REAPPOINTING RECEIVER

Case No. 2:11CV00099 BSJ

Judge Bruce S. Jenkins

This matter comes before the Court on Receiver Wayne Klein's (the "Receiver") Second Motion for Reappointment of Receiver. The Court, having considered the Motion, the brief in support thereof, and all other relevant evidence Orders that:

- Wayne Klein of Klein & Associates, PLLC, is reappointed Receiver for the Defendants' Assets (as the term "Assets" is defined in the Court's January 25, 2011 Order (Doc. No. 15)) and the assets of any affiliates or subsidiaries of any Defendant, with the full powers of an equity receiver.

Powers of the Receiver

2. The Receiver is directed and authorized to accomplish the following:

a. Assume full control of the corporate Defendants and any business entities owned by any Defendant, by removing any officer, director, independent contractor, employee or agent of a corporate defendant, from control and management of the affairs of the corporate defendant and any business entities owned by any Defendant;

b. Exercise all of the lawful powers of the corporate Defendants and their officers, directors, employees, representatives or persons who exercise similar powers and perform similar duties;

c. Take exclusive custody, control, and possession of all the funds, property, mail or any other communication and other assets of, in the possession of, or under the control of the Defendants, wherever situated. The Receiver shall have full power to sue for, collect, receive and take possession of all goods, chattels, rights, credits, moneys, effects, land, leases, books, records, work papers and records of accounts, including computer-maintained information and other papers and documents of the Defendants, including documents related to customers or clients whose interest are now held by or under the direction, possession, custody or control of the Defendants;

d. Take all steps necessary to secure the residential and business premises of the Defendants;

e. Preserve, hold and manage all receivership assets, and perform all acts necessary to preserve the value of those assets, in order to prevent any loss, damage or injury to

Defendants' customers or clients, including, but not limited to entering into contracts to hire property managers, security guards and service and maintenance personnel;

f. Prevent the withdrawal or misapplication of funds entrusted to the Defendants, and otherwise protect the interests of customers, clients, pool participants or investors;

g. Manage and administer the assets of the Defendants by performing all acts incidental thereto that the Receiver deems appropriate, including hiring or dismissing any and all personnel or suspending operations;

h. Collect money owed to the Defendants;

i. Initiate, defend, compromise, adjust, intervene in, dispose of or become a party to any actions or proceedings in state, federal, or foreign court necessary to preserve or increase the assets of the Defendants, to carry out his or her duties pursuant to this Order or to recover payments made improperly by the Defendants or entities in receivership;

j. Choose, engage and employ attorneys, accountants, appraisers and other independent contractors and technical specialists, as the receiver deems advisable or necessary in the performance of duties and responsibilities under the authority granted by this Order;

k. Issue subpoenas to obtain documents and records pertaining to the receivership, and conduct discovery in this action on behalf of the receivership entities;

l. Open one or more bank accounts as designated depositories for funds of the Defendants. The Receiver shall deposit all funds of the Defendants in such designated accounts and shall make all payments and disbursements from the receivership estate from such accounts; and

m. Make payments and disbursements from the receivership estate that are necessary or advisable for carrying out the directions of, or exercising the authority granted by, this Order, and to incur, or authorize the incurrence of, such expenses and make, or authorize the making of, such agreements as may be reasonable, necessary and advisable in discharging his duties as Receiver. The Receiver shall apply to the Court for prior approval of any payment of any debt or obligation incurred by the Defendants prior to the date of entry of this Order, except for payments that the receiver deems necessary or advisable to secure assets of the Defendants.

Delivery to the Receiver

3. Immediately upon service of this Order upon them, the Defendants and any other person or entity served with a copy of this Order, shall immediately or within such time as permitted by the Receiver in writing, deliver over to the Receiver:

- a. Possession and custody of all funds, property and other assets, owned beneficially or otherwise, wherever situated, of the Defendants;
- b. Possession and custody of documents of the Defendants, including but not limited to, all books and records of accounts, all financial and accounting records, balance sheets, income statements, bank records (including monthly statements, canceled checks, records of wire transfers and check registers), client lists, title documents and other papers;
- c. Possession and custody of all precious metals, other commodities, funds and other assets being held by or on behalf of the Defendants or on behalf of the Defendants' customers, clients, pool participants or investors;
- d. All keys, computer passwords, entry codes, and combinations to locks necessary to gain or to secure access to any of the assets or documents of the Defendants, including but not

limited to, access to Defendants' residential and business premises, means of communication, accounts, computer systems or other property; and

e. Information identifying the accounts, employees, properties or other assets or obligations of the Defendants.

Cooperation with the Receiver

4. The Defendants and all other persons or entities served with a copy of this order shall cooperate fully with and assist the Receiver. This cooperation and assistance shall include, but not be limited to, providing any information to the Receiver that the Receiver deems necessary to exercising the authority; providing any password required to access any computer or electronic files in any medium; and discharging the responsibilities of the Receiver under this Order; advising all persons who owe money to the Defendants that all debts should be paid directly to the Receiver; and signing any documents reasonably required by the Receiver to recover assets.

5. Except by leave of the Court, during the pendency of the receivership ordered herein, the Defendants and all other persons and entities seeking relief of any kind from Defendants' Assets (other than the present action by the Commodity Futures Trading Commission (the "Commission")), including, but not limited, to customers, clients, pool participants, investors, members, partners, trust beneficiaries, note holders, creditors, claimants, lessors, in law or in equity and all persons acting on behalf of any such customer, client, pool participant, investor, member, partner, trust beneficiary, note holder, creditor, claimant, lessor or other person, including sheriffs, marshals and all officers and deputies, and their respective attorneys, servants, agents and employees, are, until further orders of this Court, be and are restrained, enjoined and stayed from doing anything, directly or indirectly, to interfere with the Receiver's performance of

his duties and the administration of Defendants' Assets. Accordingly, all such persons are enjoined and stayed from taking any action to establish or enforce any claim, right or interest for, against, on behalf of, in, or in the name of, the Defendants, the Receiver, receivership assets or the Receiver's duly authorized agents acting in their capacities as such, including but not limited to, the following actions:

- a. Commencing, prosecuting, litigating or enforcing any suit, except that actions may be filed to toll any applicable statute of limitations;
- b. Accelerating the due date of any obligation or claimed obligation, enforcing liens upon, or taking or attempting to take possession of, or retaining possession of, property of the Defendants or any property claimed by the Defendants, or attempting to foreclose, forfeit, alter, or terminate any of the Defendants' interests in property, whether such acts are part of a judicial proceeding or otherwise;
- c. Using self-help or executing or issuing, or causing the execution or issuance of any court attachment, subpoena, replevin, execution or other process for the purpose of impounding or taking possession of or interfering with or creating or enforcing a lien upon any property, wherever located, owned by or in the possession of the Defendants, or the Receiver or any agent of the receiver; and
- d. Doing any act or thing to interfere with the Receiver taking control, possession or management of the property subject to the receivership, or to in any way interfere with the Receiver or other duties of the Receiver; or to interfere with the exclusive jurisdiction of this Court over the property and assets of the Defendants.

This paragraph does not stay the commencement or continuation of an action or proceeding by a governmental unit to enforce such governmental unit's police or regulatory power.

7. The Receiver and all personnel hired by the Receiver as herein authorized, including counsel to the Receiver, are entitled to reasonable compensation for the performance of duties pursuant to this Order and for the cost of actual out-of-pocket expenses incurred by them, from the assets now held by, or in possession or control of, or which may be received by the Defendants. The Receiver shall file with the Court and serve on the parties, including the Commission, periodic requests for the payment of such reasonable compensation, with the first such request filed no more than one hundred and twenty days after the date of this Order. The Commission may object to any part of a request within thirty calendar days of service of a request. The Receiver shall not increase the hourly rates used as the bases for such fee applications without prior approval of the Court.

The Court further reaffirms all other findings in support of the appointment of the Receiver and confirms all other powers of the Receiver set forth in its January 25, 2011 Order (Doc. No. 15) in support of this reappointment.

IT IS SO ORDERED, at Salt Lake City, Utah on the 3rd day of January, 2012
at 3:11 P.M


UNITED STATES DISTRICT JUDGE