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Court-Appointed Receiver

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.

Case No. 2:11CV00099 BSJ

FIFTH STATUS REPORT OF
R. WAYNE KLEIN, RECEIVER

FOR PERIOD DECEMBER 16, 2011
TO MARCH 15, 2012

R. Wayne Klein, the Court-Appointed Receiver (the “Receiver”) of U.S. Ventures LC (“USV”), Winsome Investment Trust (“Winsome”), and all the assets of Robert J. Andres (“Andres”) and Robert L. Holloway (“Holloway”) (collectively, the “Receivership Entities”), hereby submits this Fifth Status Report for the period of December 16, 2011 through March 15,

2012 (the "Reporting Period").

I. INTRODUCTION

1. The past quarter has seen a dramatic shift of the Receiver's efforts towards litigation. Fifty-eight new lawsuits have been filed against individuals and entities as part of the Receiver's efforts to gather assets of US Venture and Winsome for the benefit of their investors. The filing of lawsuits is the first stage of what may be a long process. In some cases, the lawsuits have led to settlements. In other cases, the defendants are vigorously opposing the lawsuits, filing motions to dismiss and seeking to have the lawsuits moved to the home states of the defendants. The Receiver expects substantial efforts will be required as these lawsuits continue.

2. Information gathering and analysis continues. The Receiver has sought leave from the Court to view documents on a Winsome computer. Robert Andres is resisting these efforts. The lawsuits filed by the Receiver are producing substantial amounts of information that the Receiver is using to complete his analysis and locate additional assets.

3. Ten settlements during the past three months have resulted in substantial additions to the current balance of the Receivership bank account. The Receiver believes this is an appropriate time to begin the claims process and he has filed a motion asking the Court to approve the claims process he has proposed.

II. NEW LAWSUITS FILED

4. Since December 15, 2011, the Receiver has filed 58 lawsuits, making a total of 86 lawsuits filed to date. The lawsuits filed since the date of the previous status report are listed in the attached Exhibit A. In order to file some of these lawsuits, the Receiver had to file notices of

the receivership in additional states in order to obtain jurisdiction. These notices were filed in Arizona, Arkansas, Iowa, and Louisiana. On January 4, 2012, the Court “reappointed” the Receiver to allow him to satisfy legal requirements related to filing the notices of receivership.

5. Accordingly, the large volume of lawsuits is requiring the expenditure of significant time by attorneys for the Receiver. These lawsuits are at varying stages in the litigation and the defendants are responding in diverse ways:

a. Avoiding Service: Some defendants are trying to avoid service of the summonses by refusing to answer the door or by denying that they are the people named in the lawsuits. In some, the Receiver has sought or will seek Court approval to serve the summonses via publication in newspapers.

b. Request for Additional Time: A number of defendants have requested that the Receiver grant additional time for them to respond to the complaint. These requests generally are requested to give the defendants an opportunity to research their records, obtain bank records, hire a Utah attorney, or discuss settlement. The Receiver has granted virtually all of these requests, although in some cases the defendants have made multiple requests for additional time and the Receiver has limited the number of extensions he has granted.

c. Settlements: Some defendants have contacted the Receiver and agreed to repay funds sought by the Receiver. As settlement agreements are signed, the Receiver asks the Court for approval to finalize these settlements. The settlements that have been reached are described below.

d. Negotiations: Others are negotiating repayment terms with the Receiver.

Several agreements are in the process of being finalized. Still other defendants are providing sworn documentation to the Receiver showing an inability to pay the amounts sought. In those cases, the Receiver is discussing the terms of settlements for less than the amount owed based on demonstrated inability to pay.

e. Deceased Defendants: In a few cases, the Receiver has discovered that a defendant has died. In those cases, the case will be dismissed against the defendant or amended to name the estate of the defendant.

f. Defendants Provided Proof of Additional Investment: The lawsuits by the Receiver are based on his reconstruction of the financial transactions by Winsome and related companies. However, there were a number of transactions where the Receiver was not able to identify the source or the recipient of funds. In addition, the Receiver has suspected that some investors sent money to Winsome in one name (such as the name of a company) and received distributions in another name. The Receiver sent letters to the recipients asking for more information, such as whether additional deposits were made or whether transactions with another entity are tied to the recipient. If no responses were received, the Receiver assumed that the recipient had not made additional deposits, so the Receiver filed suit. As a result of being sued, several defendants have submitted documents to the receiver showing additional payments to Receivership Entities that should be credited to these defendants, making them underpaid instead of overpaid. This has had a side benefit of helping the Receiver identify more of the “unknown” transactions on the books of Winsome. The Receiver will dismiss lawsuits against those who can demonstrate that they were underpaid. However, the Receiver may reduce

distribution payments to these investors to offset the costs of filing suit when the investors failed to respond to inquiries from the Receiver.

g. Answers: Answers have been filed by some of the defendants. The next step in the litigation with these defendants is making initial disclosures and establishing agreements on the deadlines for discovery and expert witnesses.

h. Defaults: Several defendants who have been served with summonses have failed to file answers or enter appearances. In those cases, the Receiver has asked the court to enter default orders. After defaults are entered, the Receiver will have the judgments entered in the state where the defendant lives and will attempt to locate and execute on assets owned by the defendant.

i. Motions to Dismiss: To date, five defendants have filed motions to dismiss the Receiver's lawsuits that are presently pending before the Court. These motions to dismiss typically argue that the lawsuit should not have been filed in Utah, that the statute of limitations has expired, or that the Receiver lacks authority to file suit against the defendants. The Receiver is responding to these motions. The first hearing on these motions is set in May. While these motions require that the Receiver and his counsel expend time filing responses and preparing for the hearings, the similarity of the arguments being made by the various defendants in their motions to dismiss substantially reduces the litigation costs of responding to these motions.

j. Bizarre Responses: In the case of at least one defendant, the responses to the Receiver's lawsuit are downright bizarre. The defendant has filed with the Court documents entitled "Non-Negotiable Notice of Acceptance," "Notice of Dishonor," and

“Certificate of Dishonor.” These are not filings recognized by the courts. The Receiver will seek to have them disregarded. They are, nonetheless, temporarily slowing the litigation process.

III. OTHER LITIGATION

6. As noted in previous reports, the Receiver has asked the Court for permission to review files that the Receiver copied from a computer belonging to Winsome.

a. In anticipation of a Court hearing on February 10, 2012, the public legal defender appointed for Andres asserted that many of the documents on the computer were protected by the attorney-client privilege. The Receiver expressed his belief that only a small portion of the documents might qualify as privileged.

b. At the February 10 hearing, the Court approved an agreement between the Receiver and Andres which established a procedure and deadlines for the public defender to identify which documents on the hard drive are privileged.

c. On February 22, the public defender identified 4,595 files that might be privileged. That allowed the Receiver to begin a review of an additional 2,000 files that were determined not to be privileged.

d. The public defender has until March 22 to provide a detailed privilege log identifying the documents he claims are privileged and explaining the reasons for the claim of privilege. The Receiver expects that some additional documents will be made available for review at that time and that he will have sufficient information to challenge the claim of privilege for documents which might be related to the ongoing business of Winsome. The Receiver has been working with the public defender to help him

understand which of Andres' "clients" really were investors in Winsome or aided Andres in operating Winsome.

7. Holloway filed a motion on February 28, 2012 seeking to set aside the default against him and US Ventures. The CFTC has filed a motion to strike Holloway's filing on behalf of US Ventures, asserting that Holloway has no authority to make filings on behalf of US Ventures. The CFTC has also filed a response to Holloway's motion as it relates to the default against him.

IV. SETTLEMENTS

8. The Receiver has entered into nine settlement agreements since December 15, 2011. These have all been approved by the Court. Copies of the Receiver's motions for approval of the settlement agreements are found on the Receiver's website. The table below summarizes the amounts due from these settlements:

| Name | Date Approved | Amount |
|---------------------------------|----------------------|---------------------|
| Wright Lindsay & Jennings | 1/31/12 | \$425,000.00 |
| DeLoach, John | 1/31/12 | \$10,000.00 |
| Runia, John | 1/31/12 | \$7,500.00 |
| Erving, W. | 2/21/12 | \$100,000.00 |
| CitiMortgage | 2/21/12 | |
| Sternheim, Isaac | 2/21/12 | \$33,000.00 |
| Rabbi Solomon Kluger School | 2/21/12 | \$10,000.00 |
| Sternheim, Leonard | 2/21/12 | \$154,780.00 |
| Kalil, Assed & Ponsler, Stephen | 2/21/12 | \$25,000.00 |
| Total | | \$765,280.00 |

9. Not all of the payments have been received. Some of the payments listed in the table above are scheduled to be paid over time. The settlement amounts already paid to the

Receiver are listed in the financial section below. The amount to be received from the settlement with CitiMortgage depends on the final selling price for Andres' home.

10. In the previous status report, the Receiver noted that the Court had approved the Receiver's settlement agreement with Aerospace Consulting Corp. On January 30, 2012, the New Mexico Bankruptcy Court gave final approval for Aerospace's role in the settlement. Aerospace can now proceed with efforts to sell the invention that supposedly neutralizes chemical waste, along with the associated patent rights.

V. CLAIMS PROCESS

11. On March 7, 2012, the Receiver recommended to the Court that a claims process be initiated. Based on the analysis performed to date and the initial settlement recoveries, the Receiver believes there is a high likelihood that he will be able to make a distribution of recoveries to investors.

12. Payments to investors are not expected to occur until early 2013 but the Receiver recommends that the claims process be initiated now for two primary reasons. First, the process of evaluating claims and resolving disputes with potential claimants will take many months. Second, the Receiver believes that the process of receiving and evaluating claims will reveal the purposes of many of the payments made by US Ventures and Winsome and will help him understand the connection between related parties.

13. If the Court approves the claims process proposed by the Receiver, claim forms and instructions will be posted on the Receiver's website and sent to investors and other potential claimants via electronic mail. However, signed claim forms and supporting documents will need to be mailed to the Receiver for review. The claims process timeline being recommended is:

| Deadline | Event |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| April 30, 2012 | Deadline for submission of claim forms and documents. |
| May 31, 2012 | Receiver will have notified claimants of deficiencies and give an opportunity to supply missing information. |
| June 10, 2012 | Deadline for submission of missing information. |
| June 30, 2012 | Completion of initial review of claim forms by Receiver. Receiver will tell claimants his preliminary recommendation. |
| July 31, 2012 | Deadline for claimants to submit any additional proof in support of their arguments why their claim amount should not be reduced or rejected. |
| August 31, 2012 | Receiver will file a report with the court listing the allowable claim amounts recommended by the Receiver. |
| September 30, 2012 | Deadline for claimants to file with the court any objections to the recommendations by the Receiver. |
| November 30, 2012 | The Receiver will file with the court a proposed process for resolving the objections and a proposed distribution plan. |
| December 31, 2012 | Goal for completion of court review of objections, ruling on the objections, and approval of a distribution plan. |

14. This timetable might be advanced if the Receiver is able to complete some tasks before the target dates. If the number or complexity of claims is overwhelming, the target dates may need to be extended.

VI. INVESTIGATION AND ANALYSIS

15. While most of the Receiver's focus is now directed at litigating cases he has filed, the analysis of documents and investigation continues.

16. As noted earlier, in the course of the litigation, some defendants have provided documentation identifying some of the unknown financial transactions found by the Receiver.

17. As the Receiver obtains access to more of the documents on the hard drive of Winsome's computer, more is learned about the persons and entities related to Winsome and additional investment schemes pursued by Winsome.

18. The Receiver has also begun receiving documents from a computer used by Holloway. These documents give more details about the continuing business relationship of Andres and Holloway long after the collapse of US Ventures. For example, the Receiver has recently found documents in which Andres appears to be telling Holloway that Winsome has received \$81,112,100. However, it appears that this involved a deposit of an \$81 million check into a bank account and that the check never cleared. Andres sent Holloway a copy of an online bank statement showing the deposit, creating the illusion that the funds had cleared the account.

19. One of the defendants sued by the Receiver has provided information about dealings with Tetsuo Oyamada, a Japanese citizen sued by the Receiver. In previous reports, the Receiver has noted that Oyamada claimed to own 500 tons of gold in a Swiss bank, which he supposedly made available to Winsome. This new information shows that Winsome paid \$40,000.00 to this defendant to fund his efforts to obtain credit based on Oyamada's gold. However, in this transaction, Oyamada claims to own 20,000 tons of gold, not just 500 tons. This 20,000 tons of gold would have been valued at \$547 billion.

VII. FINANCIAL REPORT

Recoveries for the Receivership

20. This Reporting Period saw significant additional recoveries by the Receivership. A total of \$514,000.00 was recovered by the Receiver and deposited into the Receivership bank account during the quarter:

| Date | Source | Amount | Explanation |
|-------------|----------------|---------------|--------------------------------|
| 12/27/11 | Wright Lindsay | \$425,000.00 | Payment for partial settlement |
| 1/18/12 | John DeLoach | \$10,000.00 | Settlement agreement |
| 1/14/12 | John Runia | \$7,500.00 | Settlement agreement |
| 1/14/12 | Assed Kalil | \$15,000.00 | Settlement agreement |

| | | | |
|--------------|-----------------|---------------------|-------------------------------|
| 1/14/12 | Stephen Ponsler | \$10,000.00 | Settlement agreement |
| 3/9/12 | W. Erving | \$25,000.00 | Partial payment on settlement |
| 3/15/12 | Isaac Sternheim | \$16,500.00 | Partial payment on settlement |
| 3/15/12 | Kluger School | \$5,000.00 | Partial payment on settlement |
| Total | | \$514,000.00 | |

Expenditures by the Receivership

21. Expenditures from the Receivership bank account, for expenses relating to operation of the Receivership, were:

| Date | Recipient | Amount | Purpose |
|--------------|------------------------|--------------------|--------------------------------------------|
| 12/22/11 | Beck, Redden & Secrest | \$189.79 | Legal fees for Texas counsel |
| 12/22/11 | Dorsey & Whitney | \$441.00 | Legal fees for filing receivership notices |
| 12/22/11 | Civil Action Group | \$266.00 | Service of process fees for 2 defendants |
| 12/28/11 | First American Title | \$95.00 | Title report for home of defendant |
| 12/27/11 | Wells Fargo Bank | \$15.00 | Wire transfer fee (incoming wire) |
| 1/13/12 | Civil Action Group | \$754.83 | Service of process fees for 6 defendants |
| 1/17/12 | Grant Thornton – UK | \$3,508.56 | Research on UK companies that got money |
| 1/17/12 | Wells Fargo Bank | \$35.00 | International wire transfer fee (outgoing) |
| 1/20/12 | Deseret First C.U. | \$4,200.00 | Credit card bill: court filing fees |
| 1/20/12 | Deseret First C.U. | \$2,800.00 | Credit card bill: court filing fees |
| 1/30/12 | Dorsey & Whitney | \$156.00 | Legal fees for filing receivership notices |
| 2/13/12 | Civil Action Group | \$2,474.00 | Service of process fees on 12 defendants |
| 2/21/12 | Deseret First C.U. | \$2,450.00 | Credit card bill: court filing fees |
| 3/8/12 | Civil Action Group | \$7,401.75 | Service of process fees on 49 defendants |
| Total | | \$24,786.93 | |

22. The Receivership bank account balance, as of March 15, 2012, was \$496,475.52.

23. On March 6, 2012, the Receiver filed an application with the Court to be paid fees for additional work. The application requests authorization to withdraw \$26,818.66 that had been approved, but not paid, for work between January 25, 2011 and April 30, 2011. The application also requests permission to pay to the Receiver's attorney \$111,087.50 in legal fees and \$29,115.70 in expenses incurred between May 1, 2011 and January 31, 2012—a nine-month

period. The Court has set a hearing on this application for April 9, 2012. The Receiver has not yet submitted his fee application for this period.

VIII. NEXT STEPS

24. The next steps the Receiver expects to pursue are:
- a. Continuing our efforts to obtain files and documents from Andres, including getting access to documents on the Winsome computer and the computer used by Holloway;
 - b. Reviewing additional documents that are obtained as part of our investigation, in litigation, and as a result of settlement negotiations;
 - c. Prosecuting the lawsuits that the Receiver has filed including defending motions to dismiss, providing and obtaining discovery, and negotiating settlement agreements;
 - d. Preparing a report demonstrating that US Ventures and Winsome were insolvent and were operating as Ponzi schemes;
 - e. Administering the claims process including evaluating claims, reviewing documentation supplied by claimants, and making recommendations to the Court for distribution;
 - f. Continuing efforts to find additional targets that can be sued for the recovery of funds and filing additional lawsuits;

IX. CONCLUSION

The Receiver respectfully submits this Fifth Status Report for the period from December 16, 2011 through March 15, 2012.

The Receiver verifies under penalty of perjury that the foregoing is a true and correct summary of information he has discovered to date in his investigation.

DATED this 23rd day of March, 2012.



WAYNE KLEIN, Receiver

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of March, 2012, I caused to be served **FIFTH STATUS REPORT OF R. WAYNE KLEIN, RECEIVER FOR THE PERIOD DECEMBER 16, 2011 THROUGH MARCH 15, 2012** in the manner indicated below a true and correct copy of the attached and foregoing upon the following:

- VIA FACSIMILE
- VIA HAND DELIVERY
- VIA U.S. MAIL
- VIA FEDERAL EXPRESS
- VIA EMAIL
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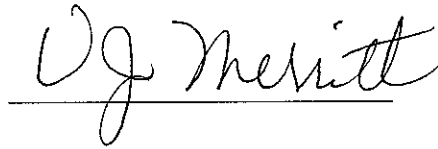


EXHIBIT A

EXHIBIT A

Lawsuits Filed

| No. | Parties | Date Filed | Case Number |
|------------|-----------------------------------|-------------------|--------------------|
| 1 | Erie Technology Incubator, et al. | 01/05/12 | 2:12-cv-00014-DN |
| 2 | Keith Shaffner | 01/05/12 | 2:12-cv-00016-PMW |
| 3 | Wings Over the World | 01/09/12 | 2:12-cv-00023-DN |
| 4 | Mark Bush | 01/09/12 | 2:12-cv-00020-DN |
| 5 | Ravkind & Associates | 01/09/12 | 2:12-cv-00022-PMW |
| 6 | Daniel Behles | 01/11/12 | 2:12-cv-00033-BCW |
| 7 | Kathryn Payton | 01/17/12 | 2:12-cv-00048-SA |
| 8 | Fundacion Guatemalteco, et al. | 01/17/12 | 2:12-cv-00049-DN |
| 9 | World Investment Strategies | 01/17/12 | 2:12-cv-00053-PMW |
| 10 | Assed F. Kalil, et al. | 01/17/12 | 2:12-cv-00065-BSJ |
| 11 | JKKB Enterprises | 01/17/12 | 2:12-cv-00056-SA |
| 12 | Joann R. Holly | 01/17/12 | 2:12-cv-00050-DS |
| 13 | William V. Ison, et al. | 01/17/12 | 2:12-cv-00055-BCW |
| 14 | Gerald B. Nowak | 01/17/12 | 2:12-cv-00061-BCW |
| 15 | Rabbi Solomon Kluger School | 01/17/12 | 2:12-cv-00052-DB |
| 16 | Linh Nguyen | 01/17/12 | 2:12-cv-00060-BCW |
| 17 | Kathy Grady | 01/17/12 | 2:12-cv-00066-BCW |
| 18 | Alison J. Frank | 01/17/12 | 2:12-cv-00064-DN |
| 19 | Lauren E. Bateman | 01/17/12 | 2:12-cv-00063-CW |
| 20 | Nunzio Bruno | 01/17/12 | 2:12-cv-00058-PMW |
| 21 | Jacki Barrientes | 01/17/12 | 2:12-cv-00059-PMW |
| 22 | King & King & Jones | 01/17/12 | 2:12-cv-00051-SA |
| 23 | Jason Buck | 01/17/12 | 2:12-cv-00062-CW |
| 24 | Garry Smith | 01/17/12 | 2:12-cv-00069-SA |
| 25 | Joshua Carmody | 01/17/12 | 2:12-cv-00067-DB |
| 26 | Sacred Site Properties | 01/18/12 | 2:12-cv-00080-DAK |
| 27 | Khiem Allen Le | 01/18/12 | 2:12-cv-00077-DAK |
| 28 | MME Group | 01/18/12 | 2:12-cv-00078-SA |
| 29 | Devon Dahlke | 01/18/12 | 2:12-cv-00085-SA |
| 30 | Lou Georges | 01/18/12 | 2:12-cv-00076-DN |
| 31 | Ryan Runi | 01/18/12 | 2:12-cv-00079-BSJ |
| 32 | Roxanne Tsakas | 01/18/12 | 2:12-cv-00075-SA |
| 33 | Stephen B. Stelly, et al. | 01/18/12 | 2:12-cv-00084-BCW |
| 34 | William H. Smith | 01/18/12 | 2:12-cv-00081-BCW |
| 35 | Ronda L. Beasore | 01/18/12 | 2:12-cv-00082-CW |
| 36 | Aishwariya Enterprises, Inc. | 01/18/12 | 2:12-cv-00070-DAK |
| 37 | Hendrick S. Barrett | 01/18/12 | 2:12-cv-00068-BCW |
| 38 | David Story | 01/18/12 | 2:12-cv-00071-DN |
| 39 | Steven K. Hoskins | 01/20/12 | 2:12-cv-00094-SA |
| 40 | Judith Bassett | 01/20/12 | 2:12-cv-00095-CW |
| 41 | John E. Bassett, et al. | 01/20/12 | 2:12-cv-00097-BCW |
| 42 | Michael Roulhac | 01/20/12 | 2:12-cv-00101-DS |
| 43 | Forres McGraw | 01/20/12 | 2:12-cv-00102-SA |
| 44 | Christina Scott | 01/20/12 | 2:12-cv-00100-BCW |
| 45 | Jesus Enrique Baca Delgado | 01/20/12 | 2:12-cv-00105-DN |
| 46 | Norbert S. Keeney | 01/20/12 | 2:12-cv-00104-BCW |

| No. | Parties | Date Filed | Case Number |
|-----|-------------------------|------------|--------------------|
| 47 | Dwaine Kilburg | 01/20/12 | 2:12-cv-00103-BCW |
| 48 | Patricia Ann Winans | 01/20/12 | 2:12-cv-00099-SA |
| 49 | Christine Walker | 01/20/12 | 2:12-cv-00098-PMW |
| 50 | Summa E. Stelly, et al. | 01/20/12 | 2:12-cv-00096-PMW |
| 51 | Nordstrom Visa | 01/23/12 | 2:12-cv-00108-BCW |
| 52 | Jose Sarmiento | 01/24/12 | 2:12-cv-000118-BCW |
| 53 | Barrington Capitol | 01/24/12 | 2:12-cv-00115-SA |
| 54 | Lewis Scogin | 01/24/12 | 2:12-cv-00121-CW |
| 55 | Onti Management Group | 01/24/12 | 2:12-cv-00117-TC |
| 56 | Warren Wai Hung Chiu | 01/24/12 | 2:12-cv-00116-PMW |
| 57 | Wycliffe USA | 01/25/12 | 2:12-cv-00111-DN |
| 58 | American Express | 01/25/12 | 2:12-cv-00112-BCW |