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U.S. DISTRICT COURT

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DISTRICT OF UTAH

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Receiver of U.S. Ventures, LC, Winsome Investment
Trust, and the assets of Robert J. Andres and
Robert L. Holloway*

UNITED STATES DISTRICT COURT

DISTRICT OF UTAH

U.S. COMMODITY FUTURES TRADING
COMMISSION,

Plaintiff,

vs.

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 GRANTING
RECEIVER'S MOTION PROPOSING
PLAN OF DISTRIBUTION**

Case No. 2:11CV00099 BSJ

District Judge Bruce S. Jenkins

The matter before the Court is the Receiver's Motion Proposing Plan of Distribution and Memorandum in Support (the "Motion") (Doc. No. 306), filed by R. Wayne Klein, the Court-Appointed Receiver in this matter. A hearing to consider the Receiver's Motion Proposing a

Plan of Distribution was held on June 25, 2014. David C. Castleberry and R. Wayne Klein, the court-appointed Receiver, appeared at the hearing. Thomas M. Melton also appeared at the hearing on behalf of the SEC relating to the claim filed on behalf of RCH2, LLC.

Three objections had previously been filed opposing the Receiver's recommendations on treatment of claims. The objection of RCH2 was resolved through a stipulation approved by the Court. The Penedo objection was previously denied by the Court. At the hearing on the Motion, the Court orally denied the objection of the final claim objector, Zaman Ali. The Court is issuing a separate order denying the objection of Ali. This resolves all disputes regarding the identity of allowable claimants and the amount of allowable claims that were submitted before the date of the Receiver's Report and Recommendation on Claims Process, Doc. No. 233.

Only one objection had been filed with respect to the Receiver's proposed plan of distribution. *See* Response to Receiver's Motion Proposing Plan of Distribution and Memorandum in Support, Doc. No. 311. This objection was filed by Lon Jenkins, the court-appointed receiver of RCH2. RCH2 is no longer under the control of a receiver and any monies due to RCH2 from the Receiver will be sent to the SEC for distribution to the RCH2 victims. The SEC has withdrawn any objection to the Receiver's proposed plan of distribution.

Since the Motion was filed, new claims have been filed and submitted to the Court for resolution on behalf of two additional claimants. The Court has not ruled on the merits of the new claims, but finds that resolution of these new claims need not delay the initial distribution proposed by the Receiver.

The Court has reviewed the Motion and Memorandum in Support, noted the lack of outstanding objections, and based thereon and for good cause shown, with recognition that the

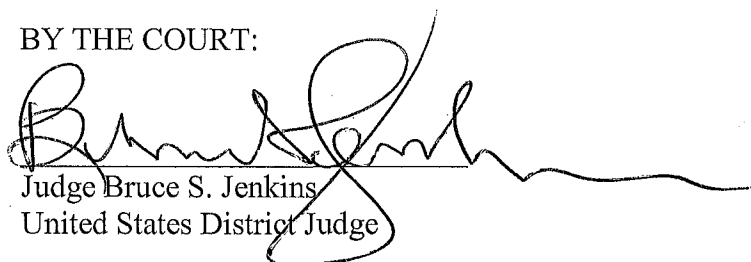
Receiver has reserved funds that can be used to satisfy the two new claims if the new claims are later approved,

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED;
2. The hybrid approach recommended by the Receiver for the distribution of assets of the receivership estate in the initial distribution is approved. Under this hybrid approach, the Receiver may distribute \$1,000,004.65 to allowable claimants using the all-claimant method, and may distribute \$2,316,530.20 to allowable claimants using the rising tide methodology. Any future distributions will be allocated and distributed by the Receiver to allowable claimants using solely the rising tide approach.
3. A total of \$2,316,530.20 in Receivership funds is authorized for this initial distribution by the Receiver. Of this amount, \$682,218.00 relating to disputed claims will be held back pending final resolution of the disputed claims, resolution of late-filed claims, and administrative expenses of the estate.

DATED this 30 day of June 2014.

BY THE COURT:



Judge Bruce S. Jenkins
United States District Judge