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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.

**DECLARATION OF R. WAYNE KLEIN
IN SUPPORT OF MOTION FOR
REAPPOINTMENT OF RECEIVER**

Case No. 2:11CV00099 BSJ

Judge Bruce S. Jenkins

STATE OF UTAH)

: ss

COUNTY OF SALT LAKE)

I, Wayne Klein, depose and state under penalty of perjury as follows:

1. I am over the age of 18 years and have personal knowledge of the information contained herein, am competent in all respects to make this Declaration, and will testify to the same in a court of law if called to do so.

2. On January 25, 2011 in the above-captioned action, the Court entered an Order Granting Plaintiff's Ex Parte Motion for Statutory Restraining Order, Expedited Discovery,

"SRO"). See SRO (Doc. No. 15).

3. As part of the SRO, the Court placed U.S. Ventures LC ("U.S. Ventures"), Winsome Investment Trust ("Winsome"), and all the assets of Robert J. Andres ("Andres") and Robert L. Holloway ("Holloway") (collectively the "Receivership Parties") under my control as Receiver. *Id.* at 9-13.

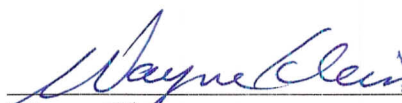
4. Within ten days of entry of the SRO, I filed copies of the Complaint and the Order appointing me as Receiver in the Southern District of California and the Southern District of Texas, where the CFTC had preliminarily identified property belonging to the Receivership Parties.

5. On February 28, 2011, the Court entered an Order of Preliminary Injunction and Other Equitable Relief Against U.S. Ventures and Winsome (the "Preliminary Injunction Order") in which it ordered that the SRO "shall remain in full force and effect until further order of this Court." Prelim. Inj. Order (Doc. No. 32).

6. During the course of my financial analysis and investigation, I have become aware of other previously-unidentified property of the Receivership Parties located in other judicial districts, and thus of related claims that may be asserted against individuals and entities located in those districts.

I declare under criminal penalty of the State of Utah that the foregoing is true and correct.

Executed on this 23rd day of September, 2011.



Wayne Klein