

EXHIBIT A

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**UNITED STATES DISTRICT COURT FOR THE DISTRICT OF UTAH
CENTRAL DIVISION**

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| <p>SECURITIES AND EXCHANGE COMMISSION,</p> <p style="text-align: right;">Plaintiffs,</p> <p style="text-align: center;">v.</p> <p>ART INTELLECT, INC., a Utah corporation, d/b/a MASON HILL and VIRTUAL MG, PATRICK MERRILL BRODY, LAURA A. ROSER, and GREGORY D. WOOD,</p> <p style="text-align: right;">Defendants.</p> | <p>[PROPOSED] ORDER APPROVING DISTRIBUTION TO INVESTORS, PARTIAL FEE AWARD, AND TERMINATING RECEIVERSHIP</p> <p>2:11-cv-00357 TC</p> <p>Judge Tena Campbell</p> |
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The Court, having reviewed the Court-Appointed Receiver R. Wayne Klein's *Motion and Memorandum in Support to Close Receivership Case, Including Motion to Approve Investor Distribution and 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 distribute \$46,803.77 to the investors listed on Exhibit B, attached to the Motion, in the amounts listed in Exhibit B;

2. Fee Award: The application for reimbursement of expenses and partial payment of fees is hereby approved. The Receiver may pay \$21,000.00 to Clyde Snow & Sessions in payment of its expenses and in partial payment of fees earned in representing the Receiver in this matter. The Receiver may pay himself and his firm \$51,175.89 in reimbursement of expenses incurred and partial payment of fees earned.
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 its own expense, to take control of the documents. If no party makes a claim to the documents within 30 days of the entry of this Order, the Receiver is authorized to dispose of the documents.
4. Termination of Receivership: After distribution of funds to Art Intellect investors, as ordered above, the Receiver shall be discharged and the Receivership Estate shall be closed. is hereby terminated and the R. Wayne Klein is discharged as Receiver.
5. 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 compliance with 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 in reckless disregard of their duties.

6. Stay of Litigation: The stay of litigation previously entered by this Court (Docket # 5) shall remain in place to prevent further post-discharge expenses by the Receiver after entry of this Order.
7. Retention of Jurisdiction: This Court shall retain jurisdiction over any action filed against the Receiver, his staff and/or retained professionals based upon acts or omissions committed in their representative capacities. The Court shall also retain jurisdiction over this matter for future determination of the disposition of any future funds marshaled by the Receiver and any other matters in the above-captioned case.
8. Actions Authorized by Receiver: The Receiver is allowed to take those ordinary actions that he deems advisable, in his discretion, in closing this matter, including filing final tax returns for the Receivership Entities, destroying records of the Receivership and Receivership Entities consistent with this Order, and closing bank accounts of the Receivership Estate.

DATED this ____ day of _____, 2013.

BY THE COURT:

TENA CAMPBELL
U.S. District Court Judge