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

<p>SECURITIES AND EXCHANGE COMMISSION,</p> <p style="text-align: right;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>NATIONAL NOTE OF UTAH, LC, a Utah Limited Liability Company and WAYNE LaMAR PALMER, and individual,</p> <p style="text-align: right;">Defendants.</p>	<p>RECEIVER’S MOTION TO (1) RELEASE ENTITIES FROM RECEIVERSHIP, AND (2) TO APPROVE SETTLEMENT AGREEMENTS</p> <p>2:12-cv-00591 BSJ</p> <p>The Honorable Bruce S. Jenkins</p>
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R. Wayne Klein, the Court-Appointed Receiver (the “Receiver”) of National Note of Utah, LC (“National Note”) and Wayne LaMar Palmer (“Palmer”), together with any and all subsidiaries and affiliated entities and by and through counsel, respectfully moves the Court to enter an Order (1) releasing three of the entities included as “Palmer Entities” in the *Order Appointing Receiver and Staying Litigation* (Docket No. 9) (the “Receivership Order”) and, thus, in the *Order Freezing Assets and Prohibiting Destruction of Documents* (Docket No. 8) (the “Asset Freeze Order”) from the Receivership Estate, and (2) approving Settlement Agreements negotiated by the Receiver. As discussed in further detail in the Receiver’s supporting

Memorandum filed concurrently herewith (the “Memorandum”), through this Motion, the Receiver requests that the Court enter an Order granting this Motion and providing the following relief:

(1) A release of Top Flight, LLC, Expressway Business Park Owners Organization, LLC, and Farrell Business Park Association (collectively, the “Entities”) from the Receivership Estate, including approval of an agreement that the Receiver has entered into with the owners of the entity related to the proposed release;

(2) To the extent necessary, amendment of the Receivership Order as of the date of the entry of an Order granting this Motion deleting any reference to the Entities therefrom, and ordering that the Entities are no longer the subject of the Asset Freeze Order; and

(3) Approval of a Settlement Agreement between the Receiver, on the one hand, and the True & Marjorie Kirk Family Trust, on the other hand, related to certain real property known as the “Twin Pines” apartment complex.

The Securities and Exchange Commission has informed the Receiver that it does not object to the relief requested in this Motion.

Accordingly, for the reasons set forth in the Memorandum, the Receiver respectfully requests that the Court grant this Motion, and enter the proposed Order attached hereto.

DATED this 13th day of August, 2012.

DORSEY & WHITNEY LLP

/s/ Peggy Hunt

Peggy Hunt
Jeffrey M. Armington
Attorneys for Receiver

CERTIFICATE OF SERVICE

IT IS HEREBY CERTIFIED that service of the above **RECEIVER'S MOTION TO (1) RELEASE ENTITIES FROM RECEIVERSHIP, AND TO (2) APPROVE SETTLEMENT AGREEMENT (the "Motion")** was filed with the Court on this 13th day of August 2012 and was served on all parties who have requested service through the Court via ECF/CM.

In addition on this 13th day of August, 2012, the Memorandum was served on the by e-mail on the following parties:

Thomas M. Melton
Daniel J. Wadley
Paul N. Feindt
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True & Marjorie Kirk Family Trust
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Expressway Owners Association
Jason Crowther
Jason@freedomsteel.org

Finally, on this 13th day of August, 2012, the Memorandum was served by U.S. First Class mail, postage pre-paid, on the following:

Wayne L. Palmer
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Defendant

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Salt Lake City, Utah 84101
Attorney for Defendant

/s/ Peggy Hunt