

**IN THE CIRCUIT COURT OF THE EIGHTEENTH JUDICIAL CIRCUIT
IN AN FOR BREVARD COUNTY, FLORIDA
CIVIL DIVISION**

STATE OF FLORIDA,
OFFICE OF FINANCIAL REGULATION,

Plaintiff,

vs.

CASE NO.: 2013-CA-39475

FIRST MERCHANT CAPITAL LIMITED
a/k/a FIRST MERCHANT CAPITAL,
FIRST MERCHANT CAPITAL LLC,
CAPSTAR INDUSTRIES, LLC,
SOUTHEAST MUTUAL INSURANCE
AND INVESTMENT, INC.,
DONALD RAY BABB,
RALPH V. RUTH,
and CATHERINE RUTH,

Defendants,

COUNTRY LIVIN' AUTO MALL, INC.,

Relief Defendant.

_____ /

FIRST REPORT OF RECEIVER

Michael Moecker in his capacity as Court Appointed Receiver for First Merchant Capital Limited, Capstar Industries LLC, Southeast Mutual Insurance and Investment, Inc., Donald Ray Babb, Ralph V. Ruth and Catherine Ruth hereby submits the following report:

BACKGROUND

The State of Florida Office of Financial Regulation (OFR) brought this action on November 27, 2013. The OFR's complaint alleges that the Defendants have collectively operated a scheme to promote and sell certificates of deposit in violation of Florida Statutes Chapters 517 and 655. In particular, the OFR alleges that they "offered and sold ... unregistered securities and investment deposits in the form of "certificates of deposit" and that misrepresentations of fact occurred in such sales ...[including the statement] that ... funds deposited were FDIC insured."

On November 27, 2013 Michael Moecker of Michael Moecker and Associates (Receiver) was appointed Receiver for the Defendants in the above style case. See Order Imposing Temporary Injunction, Appointment of a Receiver and Other Statutory and Ancillary Relief attached as Exhibit A. The Receiver's duties are delineated in paragraph VIII of the order. The Receiver was "hereby appointed Receiver of all the assets and properties of Defendants First Merchant Capital Limited a/k/a First Merchant Capital, First Merchant Capital LLC, Capstar Industries, LLC, and Southeast Mutual Insurance and Investment, Inc. (collectively "the Receivership Entities"), wherever located; and that he is hereby directed to take immediate possession of said assets and properties and to hold and manage it until further order of this Court; and that the shall marshal and safeguard all such properties and assets, seek constructive trusts where appropriate, marshal and safeguard the documents, books, records, and data currently in the possession of or under the control of the Receivership Entities and its agents

or servants.” The Receiver engaged Michael Phelan, President of Michael Moecker and Associates (Phelan) and Greg Dyer, Director of Michael Moecker & Associates (Dyer) to assist him with the initial activities of this receivership.

TAKE OVER OF PREMISES

On November 27, 2013, Dyer and two other Moecker employees entered the Southeast Mutual premises on Merritt Island, the Capstar premises in Rockledge and the First Merchant premises in Tampa. In Merritt Island and Rockledge they were accompanied by OFR personnel. There were no employees in any of the locations. The working computers had been removed and virtually all of the paper files were gone. Three or four files with investor information were located in Tampa and were removed. The furniture and equipment in each location was photo inventoried. Locks were changed in all three locations. The Receivership order was posted at each entrance along with Phelan’s name and phone number.

ACTIONS OF RECEIVER

Asset Freeze:

The Receivership Order was served on the Receivership entities’ banks, SunTrust, Regions, Florida Bank of Commerce and BB & T on November 27, 2013. Each of the Banks was contacted by the Receiver on December 2 to confirm that the accounts were frozen, and to request that account balances be turned over to the Receiver and to request that account statements be provided to the Receiver.

The accounts identified to date are:

<u>Bank</u>	<u>Account Name</u>	<u>Amount Frozen</u>	<u>Amount Turned Over</u>
Regions Bank	Capstar	\$52.81	\$52.81
	Donald & Donna Babb (Babb Trust)	\$49.87	\$49.87
	Island Mutual Properties	\$0.00	\$0.00
	Catherine Ruth	\$5.00	\$5.00
Florida Bank of Commerce	First Merchant Capital		
BB & T Bank	Country Livin' Auto Mall		
SunTrust Bank	Southeast Mutual Insurance & Investment		

Additional information from Florida Bank of Commerce, BB & T and SunTrust is pending.

Other Assets:

The Receiver has identified and located other significant assets belonging to the defendants or related entities. These includes three airplanes, two boats, five residential properties and several automobiles. Investigation continues to determine the exact ownership of the properties and to determine whether there is equity in these assets. Investigation also continues as to whether there are other significant assets yet to be located and as to the whereabouts of funds transferred out of the Receivership entities during November, 2013. The Receiver has found no certificates of deposit or evidence that any were ever purchased.

Books and Records:

The Receiver's investigation has been impeded by the total lack of company records. When interviewed, Donald Babb the principal of Southeast Mutual said that all files and computer were in the office when he left it on November 12. He said that the only people with keys were himself and Ralph Ruth, another defendant and the principal of Capstar and First Merchant. The Receiver has not yet been able to locate Mr. Ruth. An interview with Catherine Ruth has been scheduled for December 19. The company records are being rebuilt by analyzing the company bank statements and by interviewing investors that call in.

Investors:

The Receiver is rebuilding an investor database, starting with a list of names found in the Tampa office and adding names from the preliminary analysis done by OFR staff and from the Receiver's phone interviews with investors. A redacted investor/investment list is attached as Exhibit B. The total number of investors identified to date is 68, and the total amount invested by them is \$10,116,000. These numbers are sure to grow in the coming weeks. The typical investor demographic is a retired, often elderly, individual who invested all or virtually all of his/her liquid assets in these "certificates of deposit". They bought because they saw a newspaper advertisement that promised an interest rate higher than the current market and promised a FDIC guarantee.

Next Actions:

The Receiver will continue his investigation and the search for additional assets, Mr.

Ruth and the company records. A website has been set up to communicate with investors. It is accessible at [www.Capstar Industries LLC Receiver.com](http://www.CapstarIndustriesLLCReceiver.com), [www.First Merchant Capital Limited Receiver.com](http://www.FirstMerchantCapitalLimitedReceiver.com) and [Southeast Mutual Insurance and Investments Inc Receiver.com](http://SoutheastMutualInsuranceandInvestmentsIncReceiver.com). The Receiver has kept the phone and faxes on in the company offices and is responding to phone messages and faxes from investors.

To reduce estate expenses, the Receiver plans to abandon the company offices at the end of December. The phone and fax lines will be forwarded to the Receiver's Hollywood office.

The Receiver will also investigate other potential sources of recovery including potential claims against third parties.

 12/17/13

Michael Phelan
Agent for Michael Moecker, Receiver
Michael Moecker & Associates, Inc.

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FIRST MERCHANT CAPITAL LIMITED
a/k/a FIRST MERCHANT CAPITAL,
FIRST MERCHANT CAPITAL LLC,
CAPSTAR INDUSTRIES, LLC,
SOUTHEAST MUTUAL INSURANCE
AND INVESTMENT, INC.,
DONALD RAY BABB,
RALPH V. RUTH,
and CATHERINE RUTH,

Defendants,

COUNTRY LIVIN' AUTO MALL, INC.,

Relief Defendant.

**ORDER IMPOSING TEMPORARY INJUNCTION,
APPOINTMENT OF A RECEIVER,
AND OTHER STATUTORY AND ANCILLARY RELIEF**

This cause came on to be heard ex parte on Plaintiff's Verified Motion for a Temporary Injunction, Appointment of a Receiver, and Other Statutory and Ancillary Relief, and as prayed in the Verified Complaint for Temporary and Permanent Injunction, Appointment of Receiver, and Other Statutory and Ancillary Relief, and it appearing to the Court from the Verified Motion and the Verified Complaint that an emergency exists in that the Defendants and the Relief Defendant have violated, participated in, or are concerned with violations of Chapters 517 and 655, Florida Statutes, and may continue to violate state securities and banking laws in connection

EXHIBIT "A"

with the offer and sale of "certificates of deposit" or "CDs." The Court is also concerned, and the evidence tendered to the Court shows, that there is imminent danger that customer investment funds and other property of the Defendants and the Relief Defendant may be lost, destroyed, moved or concealed if a Temporary Injunction is not issued, and a Receiver is not appointed, immediately.

The Court finds at this time that:

1. The evidence strongly indicates that the Defendants have offered and sold between \$2 million and \$3 million in unregistered securities and investment deposits in the form of "certificates of deposit" to at least 30 Florida and non-Florida investors from offices in Florida in violation of Chapters 517 and 655, Florida Statutes. The evidence also indicates misrepresentations of fact occurred in such sales constituting securities fraud in that the Defendants represented themselves as being an FDIC Member, that the Defendants represented that funds deposited was FDIC insured, and that investor funds were "in safe hands," when in fact the Defendants were not FDIC members, the Defendants utilized funds for purposes other than investing in FDIC insured deposits, and the Defendants were not lawfully registered in Florida to conduct either securities or banking activities. The evidence further indicates that more than \$500,000 in deposited funds was recently transferred to Relief Defendant Country Livin' Auto Mall, Inc. and that recent investor funds have been utilized to pay back earlier investors, the attributes of a Ponzi scheme. Such transfers were directly contradictory to what was told to investors regarding the safety of their investment. Moreover, the Defendants and the Relief Defendant have no legal or factual basis to be holding, obtaining or utilizing investor funds that were generated by the illicit sale of certificates of deposit. Such acts in the Court's opinion do clearly constitute "injury" and "irreparable injury" to the investors and such acts also

harm the citizens of the State of Florida in that these activities are in violation of Chapters 517 and 655, Florida Statutes. Moreover, based on these verified facts, there is a substantial likelihood the Plaintiff will prevail at trial. The specific violations and acts supporting these findings are as follows:

- a. Securities Fraud in violation of § 517.301(1)(a)1, 2, and 3, Florida Statutes;
- b. Sale of Unregistered Securities within Florida in violation of § 517.07(1), Florida Statutes;
- c. Sale of Unregistered Securities by an Unregistered Dealer, Associated Person or Issuer in violation of § 517.12(1), Florida Statutes;
- d. Banking Business by Unauthorized Persons in violation of § 655.922(1) and (2)(c); and,
- e. Failure to Comply with Plaintiff's Subpoenas in violation of § 517.201(4)(a), Florida Statutes.

2. It is further found that pending final determination of this Action, the Defendants and the Relief Defendant may, unless restrained and enjoined, continue to engage in acts and practices or be concerned in acts and practices, directly or indirectly, which constitute violations of Chapters 517 and 655, Florida Statutes, as cited above and as identified in the Verified Motion and Verified Complaint.

3. Adequate grounds exist for the issuance of this Order without prior notice to the Defendants and the Relief Defendant, in light of possible further instances of "irreparable injury" warranting the lack of notice. The Court also notes that when the government acts to enforce its

police powers, any alternative legal remedy may be ignored and irreparable harm may be presumed, as in this instant circumstance. The Court, however, notes these additional circumstances which tend to indicate irreparable injury and the need to dispense with notice as follows:

a. The Defendants and the Relief Defendant have not demonstrated the ability or inclination to terminate further transfers of illicitly obtained funds. There is sound evidence that indicates the \$550,000 was transferred and misused following certain Defendants failure to comply with the Plaintiff's investigative subpoenas. The Defendants and the Relief Defendant may continue to transfer and misuse funds absent intervention in the form of an injunction and appointment of Receiver.

b. The evidence of the lack of CDs purchased with customer deposits and funds, the Nevada state of incorporation for Defendant First Merchant Capital, LLC, and the North Carolina state of incorporation for Country Livin Auto Mall indicates the possibility that remaining assets may be or already may have been moved beyond the jurisdiction of this Court or to locations where the assets could not be recovered for the customers.

c. The failure by Defendants First Merchant Capital, Donald Ray Babb, Ralph V. Ruth, and Catherine Ruth to produce records and appear for testimony pursuant to subpoenas, following the Denial of Motions to Quash made through the Defendants' former counsel, suggest the likelihood that the Defendants and Relief Defendant could transfer, alter or destroy papers, records and computer data associated with this scheme.

d. Issuance of a temporary injunction will not create an undue hardship on the Defendants and The Relief Defendant as these parties have likely violated or participated in violations of the State's securities and banking laws or are "concerned in"

such violations and have illegally benefited from such violations. All such acts to be enjoined are already prohibited by Florida law. In addition, Florida law specifically provides for a Receiver for such securities law violations.

e. During the time between when the Plaintiff would give notice to the Defendants and the Relief Defendant and the time of an actual hearing, the Defendants and the Relief Defendant may transfer, encumber, deplete or secrete its remaining assets, which are principally in the form of highly liquid dollars. The Court again notes the ties to Nevada and North Carolina.

Therefore, in consideration of the Record and said findings at this time:

I.

IT IS HEREBY ORDERED, that pending final determination of this action, the Defendants and the Relief Defendant and their, shareholders, directors, officers, agents, servants, employees and attorneys, and those in active concert or participation with any of the foregoing and any other person concerned in or in any way participating in or about to participate with them, be, and they and each of them hereby are, restrained and enjoined from, directly or indirectly from the following:

- a. offering to sell or selling any security or investment in violation of the anti-fraud provisions of § 517.301, Florida Statutes;
- b. offering to sell or selling any unregistered security in violation of § 517.07, Florida Statutes;
- c. offering to sell or selling any security in or from offices within the state of Florida or to persons in this state in violation of the registration provisions of

§ 517.12, Florida Statutes;

d. doing any other act or acts in furtherance of or in direct violation of Chapter 517, Florida Statutes;

e. engaging in banking business as an unauthorized person in violation of § 655.922, Florida Statutes.

II.

IT IS HEREBY ORDERED that pending final determination of this action or further ruling by this Court, the Plaintiff request for Orders of Restitution are found to be premature. However, as set forth in more detail at Sections III, IV, and V below, the Court will impose additional mandatory obligations and prohibitions as concerning the transfer, concealment, and disposition of customer deposits and funds. The Court will also entertain expedited discovery at the request of the Plaintiff or the Receiver if such can be shown to facilitate the location or recoupment of customer deposits and funds.

III.

IT IS FURTHER ORDERED, that pending final determination of this action, the Defendants and the Relief Defendant by and through its members, shareholders, agents, servants, officers, directors, employees, attorneys, depositories, banks, and those persons in active concert or participating with any of the foregoing, and each of them, be and they hereby are, restrained from, directly or indirectly, accepting or depositing additional customer deposits and funds, or moving, setting off, receiving, changing, selling, pledging, assigning, conveying, liquidating, or otherwise disposing or withdrawing any assets or property owned by, controlled by, under the direction or instruction of, or in the possession of the Defendants and the Relief Defendant or

their banks, financial institutions or depositories, including, but not limited to, cash, free credit balances, receivables, credit items, deposits, securities, fully paid for securities, property pledged or hypothecated as collateral for loans, and other assets obtained by them or held for the account of the Defendants and the Relief Defendant, currently held by them or under their control, wherever situated, and any property under the control of the Defendants and the Relief Defendant or any of their respective members, shareholders, agents, officers, directors, servants, employees and attorneys which was obtained from the Defendant and the Relief Defendant; and directing each of the financial, banking or brokerage institutions, bailees, debtors or any other persons or entities holding any such assets, funds, or other properties of the Defendants and the Relief Defendant or their agents, to hold and retain within their control such assets, funds, or other properties and prohibit their removal, sale, assignment, withdrawal, transfer, setoff, pledge, change, or disposal, until further order of this Court.

IV.

IT IS FURTHER ORDERED that the Defendants and the Relief Defendant shall immediately repatriate all assets associated with customer deposits and funds that have been transferred outside of the United States.

V.

IT IS FURTHER ORDERED that each of the Defendants and Relief Defendant each shall prepare and submit to this Court and to the Receiver and the Plaintiff within three (3) business days of their receipt of any form of notice of this Order or by December 4, 2013, whichever is later, an accounting of all customer deposits and funds and all other assets (including all personal assets) in their possession or control, whether or not associated with the offer and sale of certificates of deposit. Following such report, the Court will entertain motions seeking relief

from the asset freeze provisions of Section III, above, or entertain renewed motions by the Plaintiff seeking Orders of Restitution.

VI.

IT IS FURTHER ORDERED, that pending final determination of this action, the Defendants and the Relief Defendant by and through its members, shareholders, directors, officers, agents, servants, employees and attorneys, and those persons in active concert or participation with any of the foregoing, and their depositories and banks and financial institutions, shall grant unfettered access to the Plaintiff and its counsel and agents, and to the Receiver appointed by this Court, and his counsel, agents and representatives, to all property, business premises, papers, records, books of account, computer records and computer-stored data and computer terminals and equipment, files, documents, computer data backups, or other things of or pertaining in any way to the subject matter of this litigation (of whatever nature and wherever situated) in their possession or under their control, and such access shall include the right to access and to inspect and to copy in any form such papers, records, books of account, computer records and computer stored data, files, documents, and computer data backups.

VII.

IT IS FURTHER ORDERED, that pending final determination of this action, the Defendants and the Relief Defendant by and through its members, shareholders, directors, officers, agents, servants, employees and attorneys, and those persons in active concert or participation with any of the foregoing, and each of them, are restrained and enjoined from destroying, transferring, moving, concealing, erasing, deleting, mutilating, altering, disposing or otherwise rendering unintelligible or inaccessible or illegible any or all of the books, records, documents, contracts, agreements, assignments, obligations, papers, ledgers, accounts,

statements, journals, files, computer records, computer-maintained data, computer-stored or computer-generated data, computer-readable data, and other property in any way relating to customer deposits and funds, and those persons in active concert or participation with any of the foregoing, and each of them, are directed to immediately deliver to the Receiver, and in no event shall such delivery occur in excess of 24 hours from any form of notice of this Order, all books, records, documents, contracts, agreements, assignments, obligations, papers, ledgers, accounts, statements, journals, files, computer records, computer-maintained data, computer-stored or computer-generated data, computer-readable data, and other property associated with customer deposits and funds.

VIII.

IT IS FURTHER ORDERED that Michael E. Moecker be and is hereby appointed *Subject to Judicial Review or ch before January 10, 2014.* Receiver of all the assets and properties of Defendants First Merchant Capital Limited a/k/a First Merchant Capital, First Merchant Capital LLC, Capstar Industries, LLC, and Southeast Mutual Insurance and Investment, Inc. (collectively "the Receivership Entities"), wherever located; and that he is hereby directed to take immediate possession of said assets and properties and to hold and manage it until further order of this Court; and that he shall marshal and safeguard all such properties and assets, seek constructive trusts where appropriate, marshal and safeguard the documents, books, records and data currently in the possession of or under the control of the Receivership Entities and its agents or servants, and he shall prepare an initial report to the Court and the Plaintiff within twenty (20) days of the date of this Order detailing the activities of the Receivership Entities and the books, records, property and assets found, and the whereabouts of any investors funds that can be located; and thereafter he shall prepare a report every one hundred twenty (120) days detailing the activities of the Receivership Entities and the books, records,

property and assets found, and the whereabouts of any investors funds that can be located; provided that Plaintiff and the Receiver, are not required to give any bond. In addition:

a. The Receiver may, at any time, apply to this Court for further powers and authority as may be necessary and appropriate to carry out the purposes of this Order.

b. The Receiver and any counsel or accountant whom the Receiver may select, subject to the approval of the Court, are entitled to reasonable compensation from the assets now held by or in the possession or control of or which may be received by the Receiver from or on behalf of the Receivership Entities, in an amount or amounts commensurate with their duties and obligations under the circumstances. Said compensation shall be paid only upon the application of the Receiver and further Order of this Court.

c. Except by leave of Court during the pendency of this appointment of the Receiver herein, all creditors and other private parties seeking money, damages or other relief from the Receivership Entities, and all others acting on behalf of any such creditor or other persons including sheriffs, marshals, and other officers and their deputies, and their respective attorneys, servants, agents, and employees, are hereby stayed and restrained from doing any act or thing whatsoever including instituting or continuing any proceeding to interfere with the possession of or management by the Receiver of the property and assets owned, controlled, or in the possession of the Receivership Entities, or in any way to interfere with said Receiver, or interfere in any manner during the pendency of this proceeding with the exclusive jurisdiction of this Court over the Receivership Entities. This Order shall not stay or restrain any pending or future action whatsoever by any government agency or any representative on behalf of any government

in any form whatsoever.

d. The Receiver shall assume all of the rights and powers which the Receivership Entities may have had, or may have, to manage, control, operate, maintain, possess, receive or use its respective assets, properties, income, earnings, rents and profits, and the Receiver shall have full power and authority to sue for, collect, receive and take into his custody or possession all goods, chattels, rights, claims, causes of action, credits, monies, effects, real estate and books of account and other documents, papers and materials (whether in written, electronic or other form) of the Receivership Entities.

e. The Receiver shall cause all funds obtained from the operations or assets or properties of the Receivership Entities or received on behalf of the Receivership Entities to be deposited in one or more accounts that require the direction of the Receiver or the approval of the Court for any disbursement therefrom. The Receiver shall cause all securities held by the Receivership Entities in brokerage accounts to be transferred to one or more brokerage accounts that require the direction of the Receiver or the approval of the Court for the sale or other transfer thereof.

f. The Receiver shall make reasonable inquiry into the business, affairs, assets, liabilities, revenues, expenses and financial condition of the Receivership Entities and the legality and propriety of the actions taken or omitted to have been taken by the members, managers, shareholders, directors, officers, agents, attorneys, accountants and other professionals of, and the independent contractors and other parties who or which may have engaged in business or may have otherwise been involved with the Receivership Entities as deemed necessary by the Receiver in order to carry out the purposes of this Order and the Receiver's duties hereunder. The Receiver shall be

empowered to use the process of this Court under the Florida Rules of Civil Procedure to conduct such inquiry.

g. The Receiver shall direct and oversee the liquidation of the assets and properties of the Receivership Entities as deemed appropriate by him in such a manner as to maximize in a timely manner the proceeds for such assets and properties and the conservation of the assets and properties of the Receivership Entities for the benefit of their customers/investors and creditors.

h. If the Receiver determines that the continued operations of the Receivership Entities are not warranted or are without substantial probability of success, then the Receiver shall apply to this Court, upon a proper showing based upon inventories of the assets and properties of the Receivership Entities, financial statements and such other matters as may be appropriate, for an Order of this Court directing the liquidation of the remaining assets and properties of the Receivership Entities and the orderly distribution of such assets and properties among the investors and creditors of the Receivership Entities as may be appropriate and equitably carried out.

i. Without limiting any of the provisions of this Article V, the Receiver shall hold and possess and may exercise, assert and/or waive all of the powers, authority, rights, privileges and immunities which were held or possessed or may have been exercised, asserted and/or waived by the Receivership Entities, including without limitation the attorney-client privilege and the accountant-client privilege.

j. Without limiting any of the provisions of this Article V, the Receiver shall have and may exercise the power and authority to assert and prosecute by or on behalf of the Receivership Entities any and all claims, actions, suits and proceedings which may

have been or which may be asserted or prosecuted by the Receivership Entities or which may have been or which may be assigned, transferred or conveyed to the Receiver and, upon the application to and further Order of this Court, to compromise or settle any such claim, action, suit or proceeding.

k. Without limiting any of the provisions of this Article V:

i. the Receiver shall have and may exercise the power and authority to negotiate and prepare, or to cause to be negotiated and prepared, and to enter into, written agreements relating to the settlement or compromise of any and all claims, actions, suits and proceedings which may have been or which may be asserted or prosecuted by the Receiver; provided, however, that no such settlement or compromise shall be binding upon or enforceable against the Receiver until such time as the Receiver shall have made application to this Court for, and this Court shall have entered, a further Order authorizing or ratifying such settlement or compromise.

ii. in connection with the settlement or compromise of any claim, action, suit or proceeding which may have been or which may be asserted or prosecuted by the Receiver, the Receiver shall have the power and authority to accept, receive, take and hold legal, beneficial and/or equitable title to or interest in, and/or take custody or possession of, cash, notes, stock, securities, real property, personal property and other property (whether real, personal or mixed, and whether tangible or intangible), pending and subject to the Receiver's making application to this Court for, and this Court's entering, a further Order authorizing or ratifying such settlement or compromise.

iii. the Receiver shall have and may exercise the power and authority to negotiate and prepare, or to cause to be negotiated and prepared, and to enter into, written agreements relating to the sale, assignment, transfer or conveyance of any notes, stock, securities, real property, personal property and other property (whether real, personal or mixed, and whether tangible or intangible), except cash, in which the Receiver may hold any interest or have custody or possession; provided, however, that the Receiver shall not actually sell, assign, transfer or convey any such asset or property until such time as the Receiver shall have made application to this Court for, and this Court shall have entered, a further Order authorizing or ratifying such written agreement for sale, assignment, transfer or conveyance of such asset or property.

1. The Receiver shall be exclusively vested with all rights, power and authority over the corporate governance of the Receivership Entities, including all rights, power and authority otherwise held by shareholders, members or directors of the Receivership Entities and specifically including the authority to file a voluntary petition under Title 11 of the United States Code.

m. The Receiver and all persons acting by or through him shall in no event be liable to anyone for their good faith compliance with the duties and responsibilities of a receiver nor shall the Receiver or any person acting by or through him be liable to anyone for any actions taken as receiver except upon an express finding by this Court that they acted or failed to act as a direct result of gross negligence or willful disregard of their duties. The Receiver and all persons acting by or through him shall be indemnified and held harmless out of the assets and properties of the receivership estate for all costs and

expenses, including attorney fees. Persons dealing with the Receiver or any person acting by or through him shall look only to the assets or property of the receivership estate to satisfy any alleged liability and neither the Receiver nor any person acting by or through him shall have any personal obligation whatsoever.

AND IT IS FURTHER ORDERED that Plaintiff shall forthwith cause a copy of this Order to be served on the Defendants and the Relief Defendant and file proof of such service as soon as practicable thereafter.

DONE AND ORDERED at 11:30 o'clock A.m., this 27th day of November, 2013, at Altamonte Springs, Florida in chambers.

George Nease
Circuit Judge



Exhibit B--Investors Identified to date (12/16/2013)				
LAST NAME (Redacted)	2012 ACTION	START DATE	MATURE DATE	DEPOSIT
B1	Disb	01/24/12	01/23/13	15,000.00
B1	Disb	07/31/12	05/11/13	10,131.84
B1	Disb	11/27/11	11/26/12	14,000.00
B1		12/18/11	12/17/12	104,290.00
B2		01/11/12	01/10/13	70,490.30
B2		01/30/12	01/29/13	74,239.98
B2		04/15/12	04/14/13	42,798.68
B2	2010	07/22/12	07/22/13	52,010.50
B2		12/18/11	12/17/12	54,069.60
B3		01/11/12	01/10/13	39,199.56
B3		05/07/12	02/20/13	85,890.55
B3	2010	06/28/12	06/27/13	104,436.08
B3		12/03/11	12/02/12	18,782.64
B3		02/21/12	02/20/13	99,938.87
C1	2010	05/03/12	05/02/13	134,012.13
C1	2010	08/22/12	08/21/13	25,990.93
C1	2010	10/11/12	10/10/13	49,790.61
C1	2010	11/04/12	11/03/13	19,242.59
C1				200,000.00
C2		02/01/12	01/31/13	5,940.38
C3		01/23/12	01/22/13	26,115.60
C3		01/25/12	01/24/13	65,209.39
C3		06/04/12	06/03/13	10,354.81
C4	2010	09/27/12	09/26/13	46,416.13
E1		08/14/11	08/13/13	36,940.00
F1	2010	05/15/12	11/29/12	41,635.76
F2	2010	10/20/12	10/19/13	95,133.85
F3		07/28/12	07/27/13	22,560.25
F4		07/28/12	07/27/13	22,560.25
F5		01/29/12	01/28/13	11,867.95
F5		02/12/12	02/11/13	13,792.43
G1	Disb	01/23/12	01/22/13	25,005.32
G1	Disb	01/26/12	01/25/13	25,000.00
G1		03/14/12	03/13/13	46,110.80
G1	Disb	06/23/12	06/22/13	15,605.48
G1	Disb	10/09/12	10/08/13	40,000.00
G2	Disb	01/16/12	01/15/13	60,000.64
H1		09/19/12	09/18/13	54,500.66
H1		10/09/12	10/08/13	26,399.11
H2		07/26/12	07/25/13	96,249.33

H3		06/26/12	06/25/13	11,267.14
H3		07/11/12	07/10/13	11,895.62
H4	closed	09/28/11	08/27/12	32,560.33
H5		09/08/12	09/07/13	6,742.22
H6	closed	09/21/11	09/20/12	10,000.00
H6		10/23/12	10/22/13	20,826.50
H7	closed	08/01/12	11/09/12	51,225.36
H8	closed	09/16/12	11/01/12	21,634.29
H8	closed	09/27/12	11/01/12	118,988.57
J1		01/29/12	01/28/13	35,032.77
J1		01/25/12	01/24/13	45,474.52
K1	2010	04/01/12	03/31/13	29,613.12
K1				135,000.00
K1				83,000.00
K1	Disb	06/30/12	06/29/13	24,855.30
K1		09/03/12	09/30/13	30,273.00
K1		09/03/11	12/31/12	28,942.21
K2	closed	04/01/12	03/31/12	10,401.00
K3		01/26/12	01/25/13	5,767.31
L1		02/14/12	02/13/13	57,217.55
L2		11/30/07	11/29/12	10,000.00
L2		08/14/11	08/13/13	37,023.45
L3		07/23/12	01/22/13	76,357.87
L3		11/14/11	05/14/12	52,024.32
L3	closed	01/22/12	07/22/12	-
M1		12/13/11	11/30/12	25,018.17
M2		08/22/12	08/21/13	69,326.96
M2	2010	10/07/12	10/06/13	51,860.08
M2		10/08/13	10/07/13	23,443.72
M2		11/14/12	11/13/13	31,754.36
M3		09/27/12	09/26/13	9,568.96
M4		01/24/12	01/24/13	65,288.99
M4		10/28/12	04/27/12	59,875.84
M4		11/30/11	05/31/12	-
M4		04/28/13	10/27/13	-
M4		06/01/12	11/30/12	100,000.00
N1	2010	01/28/12	01/27/13	43,309.76
N1		02/22/12	02/01/13	25,877.93
N1		02/22/12	02/01/13	65,192.81
N1		03/05/12	03/04/13	70,502.58
N1		10/24/12	10/24/13	67,628.14
N1	2010	04/29/12	04/28/13	43,276.89
O1		09/11/12	09/10/13	134,985.04
O1		09/11/12	09/10/13	134,985.04
O1		09/11/12	09/10/13	67,485.40
O1		11/14/11	11/13/12	65,926.31
P1		08/18/12	08/17/13	140,259.23

P2		09/15/12	09/14/13	13,641.43
Q1	2010	11/08/12	11/07/13	31,356.69
Q1	2010	11/23/12	11/22/13	106,904.09
Q1	2010	12/01/11	11/30/12	30,000.00
R1	Disb	04/24/12	04/23/13	10,002.10
R1	Disb	10/10/12	04/09/13	-
R1	Disb	10/19/12	10/18/13	10,000.00
R1	Disb	07/10/12	07/09/13	10,000.00
R1	Disb	07/10/12	07/09/13	10,000.00
R1	Disb	10/14/12	10/13/13	10,021.26
R1	Disb	01/11/12	01/10/13	10,000.00
R1	Disb	01/11/12	01/10/13	10,000.00
R1	Disb	10/10/12	04/09/13	4,000.00
S1		02/19/12	02/18/13	19,286.14
S1	2010	02/24/12	02/23/13	17,308.93
S1		12/07/11	12/06/12	13,977.36
S1	2010	05/31/12	05/30/13	10,000.00
S2	2010	11/27/12	11/26/13	20,000.00
S3		05/21/12	05/20/13	35,802.02
T1	closed	04/03/12	11/09/12	26,005.25
T2	Disb	01/22/12	01/21/13	100,000.00
T2	Disb	03/09/12	03/08/13	100,000.00
T2	Disb	05/11/12	05/10/13	100,000.00
T2	Disb	05/15/12	05/14/13	100,000.00
T2	Disb	06/26/12	06/25/13	100,000.00
T2	Disb	11/17/12	11/16/13	100,000.00
T2	Disb	11/17/12	11/16/13	100,000.00
T2	Disb	11/17/12	11/16/13	100,000.00
T3	Disb	06/26/12	06/25/13	50,000.00
T3	Disb	11/19/12	11/18/13	10,000.00
W1		09/29/12	09/28/13	127,379.76
W1		10/02/12	10/01/13	138,311.97
W1		11/10/12	11/09/13	240,371.10
W1		11/25/11	11/26/12	45,466.32
W1	2010	10/10/12	10/09/13	4,000.00
W1				63,191.85
W2		01/17/12	01/16/13	15,906.01
W2		01/26/12	01/16/13	13,555.14
W2		02/05/12	02/04/13	21,654.87
W2		02/06/12	02/05/13	11,755.00
W2	Disb	02/28/12	02/27/13	10,000.00
W2	Disb	04/03/12	04/02/13	10,000.00
W2		8/28//12	08/27/13	27,865.21
W2		08/28/12	08/27/13	41,692.48
W2		09/13/12	09/12/13	38,879.44
W2		10/23/01	10/22/13	23,836.83
Z1	Disb	04/20/12	04/19/13	50,003.19

Z2	2010	03/14/12	03/05/13	20,179.62
Z2	2010	06/08/12	06/07/13	35,859.85
M5				64,000.00
P3				60,000.00
S4				320,000.00
H9				17,000.00
H9				100,000.00
T4				132,000.00
M6				1,000,000.00
D1				79,500.00
M7				125,000.00
G3				21,000.00
D2				25,000.00
G4				186,000.00
A1				170,000.00
J2				20,000.00
H10				100,000.00
B4				100,000.00
V1				235,000.00
G5				170,572.19
S5				515,050.00
G6				20,000.00
W3				95,258.11
H11				163,256.20
				10,160,252.07