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CERTIFICATION

FILED  
7/10/09 8:03am  
MICHAEL K. JEANES, Clerk  
By A. Marquis  
A. Marquis, Deputy

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CERTIFIED COPY

IN THE SUPERIOR COURT FOR THE STATE OF ARIZONA

IN AND FOR THE COUNTY OF MARICOPA

STATE OF ARIZONA ex rel. FELECIA )  
A. ROTELLINI, Superintendent of the )  
Arizona Department of Financial )  
Institutions, )  
Plaintiff, )  
v. )  
LANDMARC CAPITAL & )  
INVESTMENT COMPANY, )  
Defendant. )

Cause No. CV2009-020595

ORDER APPOINTING PERMANENT  
RECEIVER AND INJUNCTION

(Assigned to Judge Robert H. Oberbillig)

Plaintiff, the Superintendent of the Arizona Department of Financial Institutions  
('Superintendent') having filed her "Verified Complaint and Application for Appointment of  
Receiver, Injunction and Order to Show Cause" seeking to place Landmarc Capital &  
Investment Company ("Landmarc") into Receivership and seeking to be appointed permanent  
Receiver of Landmarc and its assets and the Court having considered the Superintendent's  
Complaint, Memorandum in Support of Her Application and the Declaration of Lawrence  
Field, CPA, examiner in charge of the Arizona Department of Financial Institutions'

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1 examination of Landmarc and Landmarc having appeared and consented to the appointment  
2 of a permanent Receiver and the issuance of an injunction.

3 IT IS THEREFORE ORDERED:

4 1. This Court takes exclusive jurisdiction and possession of the assets, money,  
5 security, causes in action, and property, real and personal, tangible and intangible, of  
6 whatever kind and description, wherever situated, of Landmarc and all such assets that  
7 Landmarc acquired from the customers, investors and other persons doing business with  
8 Landmarc.

9 2. Felecia A. Rotellini, the Superintendent of the Arizona Department of Financial  
10 Institutions is appointed as Receiver of Landmarc and the receivership assets with authority  
11 to conserve, rehabilitate or liquidate Landmarc as she sees fit.

12 3. Thomas J. Giallanza, is appointed Deputy Receiver, with full authority to act  
13 for the Receiver in carrying out the Receiver's duties and responsibilities under this order.

14 4. The Receiver and Deputy Receiver shall be the agents of the Court, shall be  
15 accountable directly to this Court and may designate a special deputy receiver to carry out  
16 their duties and responsibilities under this order.

17 IT IS FURTHER ORDERED that the Receiver is directed and authorized to:

18 1. Assume full control of Landmarc by removing, as the Receiver deems  
19 necessary or advisable, any director, officer, independent contractor, employee, or agent of  
20 Landmarc, from control of, management of, or participation in, the affairs of Landmarc.  
21

1           2.     Collect, receive and take exclusive custody, control and possession of all assets,  
2 bank accounts, securities, business accounts, goods, chattels, causes of action, credits,  
3 monies, affects, books and records of accounts and other papers and property or interests  
4 owned beneficially or otherwise by Landmarc , or held by Landmarc, as trustee or in any  
5 other capacity, or placed under the control of the Receiver by court order (“Receivership  
6 Assets”) with full power to sue for, collect, receive and take possession of such Receivership  
7 Assets;

8           3.     Enter into contracts and purchase insurance as advisable or necessary.

9           IT IS FURTHER ORDERED that:

10          4.     All persons, including Landmarc’s officers, agents, servants, employees,  
11 attorneys and all persons that act in concert or participation with them who receive actual  
12 notice of this Order by personal service or otherwise, and specifically including any bank or  
13 other financial or depository institution holding accounts for or on behalf of Landmarc shall  
14 promptly deliver to the Receiver all Receivership Assets in the possession or under the  
15 control of any one or more of them and shall promptly deliver all books and records of any  
16 kind pertaining or belonging to Landmarc.

17          5.     All persons, including Landmarc’s officers, agents, servants, employees,  
18 attorneys and all persons that act in concert or participation with them who receive actual  
19 notice of this Order by personal service or otherwise, are enjoined from in any way  
20 interfering with the operation of the Receivership or in any way disturbing the Receivership  
21 Assets and from filing or prosecuting any actions or proceedings which involve the Receiver

1 or which affect the Receivership Assets, specifically including any proceeding initiated  
2 pursuant to United States Bankruptcy Code, except with the prior permission of this Court.

3 Any actions so authorized to determine disputes relating to Receivership Assets shall be filed  
4 in this Court.

5 6. FURTHER ORDERED THAT the Receiver is authorized:

6 a. To make appropriate notification to the United States Postal Service to forward  
7 delivery of any mail addressed to Landmarc, any company or entity under the direction or  
8 control of any Landmarc, to any post office box or other mail depository to herself. Further,  
9 the Receiver is hereby authorized to open and inspect all such mail to determine the location,  
10 identity, or existence and amount of claims;

11 b. To make such ordinary and necessary payments, distributions, and  
12 disbursements as she deems advisable or proper for the marshalling, maintenance or  
13 preservation of the Receivership Assets. From and after the date of entry of this Order, the  
14 Receiver shall have the authority to conduct the business operations of Landmarc and the  
15 entities it controls including the collection of rents or continuation and termination of any  
16 employment arrangement and the terms thereof. The Receiver shall have the authority to  
17 contact and negotiate with any creditors of Landmarc for the purpose of compromising or  
18 settling any claim. To this purpose, in those instances in which the Receivership Assets  
19 serve as collateral to secured creditors, the Receiver may surrender such assets to secured  
20 creditors, and shall have the authority to make such surrender conditional upon the waiver of  
21 any deficiency of collateral. Furthermore, the Receiver is authorized to renew, cancel,

1 terminate, or otherwise adjust any pending lease agreements to which Landmarc is a party.

2 c. And directed to file with this Court and serve upon Landmarc within 90 days  
3 after the entry of this Order, a preliminary report setting out the identity, location and value  
4 of the Receivership Assets, and any liabilities pertaining thereto. Further, at the time the  
5 Receiver makes such report she shall recommend to the court whether, in her opinion, based  
6 upon her initial investigation, claims against defendants, should be adjudged in the  
7 Bankruptcy Court. After providing interested parties an opportunity to be heard, this Court  
8 will determine whether to accept the Receiver's recommendation and, if appropriate, issue  
9 an order authorizing the Receiver to commence a bankruptcy proceedings.

10 IT IS FURTHER ORDERED:

11 7. Except by leave of this Court, during pendency of the receivership ordered  
12 herein, Landmarc and all other persons and entities be and hereby are stayed and enjoined  
13 from taking any action to establish or enforce any claim, right, or interest for, against, on  
14 behalf of, in, or in the name of any of its subsidiaries, affiliates, partnerships, assets,  
15 documents, or the Receiver or the Receiver's duly authorized agents acting in their capacities  
16 as such, including, but not limited to, the following actions:

17 a. Commencing, prosecuting, continuing, entering, or enforcing any suit or  
18 proceeding, except as such actions may be filed to toll any applicable statute of limitations; or

19 b. Accelerating the due date of any obligation or claimed obligation; filing or  
20 enforcing any lien; taking or attempting to take possession, custody or control of any asset;  
21 attempting to foreclose, forfeit, alter, or terminate any interest in any asset, whether such acts

1 are part of a judicial proceeding, are acts of self-help, or otherwise; or

2 c. Excluding, issuing, serving, or causing the execution, issuance or service of,  
3 any legal process, including but not limited; attachments, garnishments, subpoenas, writs of  
4 replevin, writs of execution, or any other form of process whether specified in this Order or  
5 not; or

6 d. Doing any thing whatsoever to interfere with the Receiver taking custody,  
7 control, possession, or management of the assets or documents subject to this Receivership,  
8 or to harass or interfere with the Receiver in any way, or to interfere in any manner with the  
9 exclusive jurisdiction of this Court over the assets or documents of Landmarc.

10 IT IS FURTHER ORDERED:

11 8. Except as otherwise provided in this Order, all persons and entities in need of  
12 documentation from the Receiver shall in all instances first attempt to secure such  
13 information by submitting a formal written request to the Receiver, and, if such request has  
14 not been responded to within thirty (30) days of receipt by the Receiver, any such person or  
15 entity may thereafter seek an Order of this Court with regard to the relief requested.

16 IT IS FURTHER ORDERED:

17 9. The Receiver is hereby authorized:

18 a. To employ such employees, accountants, and attorneys as are necessary and  
19 proper for the collection, preservation, maintenance and operation of the Receivership  
20 Assets.

21 b. Engage and employ Special Deputy Receivers and current or previous

1 employees of Landmarc to carry on the day to day business of Landmarc, as the Receiver  
2 may deem necessary in the performance of her duties and responsibilities.

3 c. To receive and collect any and all sums of money due or owing Landmarc,  
4 whether the same are now due or shall hereafter become due and payable, and is authorized  
5 to incur such expenses and make such disbursements as are necessary and proper for the  
6 collection, preservation, maintenance and operation of the Receivership Assets.

7 d. To institute, defend, compromise or adjust such actions or proceedings in state  
8 or federal courts now pending and hereafter instituted, as may be in her discretion, be  
9 advisable or proper for the protection of the Receivership Assets or proceeds therefrom, and  
10 to institute, prosecute, compromise or adjust such actions or proceedings in state or federal  
11 court as may be in her judgment necessary or proper for the collection, preservation and  
12 maintenance of the Receivership Assets.

13 e. To institute such actions or proceedings or impose a constructive trust, obtain  
14 possession and/or recover judgment with respect to persons or entities who received assets or  
15 funds traceable to investor monies. All such actions shall be filed in this Court.

16 f. Maintain accurate records of all receipts and expenditures that he makes as  
17 Receiver.

18 g. Cooperate with reasonable requests for information or assistance from any  
19 state or federal law enforcement agency.

20 IT IS FURTHER ORDERED:

21 10. Upon the request of the Receiver, any peace officer of this State is authorized

1 and directed to assist the Receiver in carrying out her duties to take possession, custody or  
2 control of, or identify the location of, any Receivership Assets. The Receiver is authorized to  
3 remove any person from any premises or real estate constituting a Receivership Asset that  
4 attempts to interfere with the Receiver, her attorneys or agents in the performance of their  
5 duties. The Receiver is further authorized to change any locks or other security mechanisms  
6 with respect to any premises or other assets that constitute Receivership Assets.

7 11. The officers, directors and employees of Landmarc and any other person or  
8 entity receiving notice of this order shall fully cooperate with and assist the Receiver, which  
9 shall include, but not be limited to, providing information to the Receiver that the Receiver  
10 deems necessary to exercising the authority and discharging the responsibilities of the  
11 Receiver under this Order; providing any password required to access any computer,  
12 electronic file, or telephonic data in any medium; advising all persons who owe money to  
13 Landmarc that all debts should be paid directly to the Receiver; and provide to the Receiver  
14 all keys and codes necessary to gain or to secure access to any Receivership Assets or  
15 Receivership Records.

16 12. Landmarc employees or agents David Crantz ("Crantz"),  
17 Jeff Peterson ("Peterson"), Ron Kepes ("Kepes"), and Malecia Jewel ("Jewel") shall, to the  
18 extent not contrary to their personal interests, cooperate with the Receiver in determining,  
19 among other things, the investor(s) fairly traceable to each loan transaction serviced by  
20 Landmarc, the amount of the investment, and any property securing the investment.

21 12. Crantz, Peterson, Kepes and Jewel shall, to the extent not contrary to their



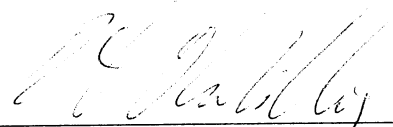
1 personal interests, cooperate with the Receiver in determining the identification and  
2 ownership interest of all investors in Landmarc's pooled accounts (i.e. Landmarc Equity  
3 Fund, LLC and Landmarc Capital Partner, LLC,) as well as all assets securing investments in  
4 Landmarc's pooled accounts.

5 14. Crantz, Peterson, Kepes, and Jewel shall, to the extent not contrary to their  
6 personal interests, cooperate with the Receiver in identifying properties that have been  
7 repossessed by Landmarc or the individual investors' loans serviced by Landmarc.

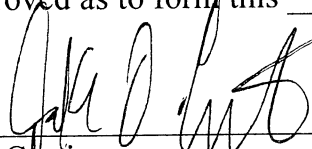
8 15. Crantz, Peterson, and Kepes, shall not be compensated for their efforts in aiding  
9 the Receiver.

10 IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this action for  
11 all purposes. The Receiver is hereby authorized, empowered, and directed to apply to this  
12 Court for issuance of such other orders as may be necessary and appropriate in order to carry  
13 out the mandate of this Court.

14 Dated this 10<sup>th</sup> day of July, 2009.

15   
16 \_\_\_\_\_  
17 Robert H. Oberbillig  
18 Judge of the Superior Court

19 Approved as to form this 9<sup>th</sup> day of July, 2009:

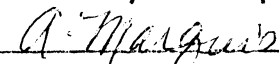
20 By   
21 \_\_\_\_\_  
22 Jake Curtis  
23 Attorney for Defendant Landmarc Capital &  
24 Investment Company

25 1157-001(85826)

The foregoing instrument is a full, true  
and correct copy of the original document.

Attest July 10, 2009

MICHAEL K. JEANES, Clerk of the  
Superior Court of the State of Arizona, in  
and for the County of Maricopa.

By  Deputy