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ROBB EVANS & ASSOCIATES LLC

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE CITY AND COUNTY OF SAN FRANCISCO**

THE PEOPLE OF THE STATE OF CALIFORNIA,
by and through the COMMISSIONER OF
CORPORATIONS,

Plaintiff,

v.

MICHAEL P. GAMBOA; individually and doing
business as GAMBOA & COMPANY; MPG, LLC;
MARK H. POORE; RMB OPERATIONS, LLC;
PALETTE SIENNA INTERNATIONAL FUND,
LLC; PALETTE GROUP, LLC; PALETTE II
GROUP, LLC; PALETTE III GROUP, LLC;
PALETTE IV GROUP, LLC; PALETTE AQUA
INVESTMENT FUND, LLC; PALETTE COBALT
INVESTMENT FUND, LLC; THE CRIMSON
FUND, LLC; EPLAY, LLC; EPLAY
INVESTMENTS LLC; EPLAY INVESTMENTS 2
LLC; POGA MANAGEMENT PARTNERS, LLC;
401K RETIREMENT SOLUTIONS, LLC; MXM
INVESTMENTS, LLC and DOES 1-100,

Defendants.

**ENDORSED
FILED**
Superior Court of California
County of San Francisco

DEC 09 2010

CLERK OF THE COURT
BY: CRAIG BLACKSTONE
Deputy Clerk

CASE NO. CGC 09-492027

Date: December 9, 2010
Time: 11:00 a.m.
Place: Department 305
Judge: Hon. John E. Munter

~~[SECOND REVISED PROPOSED]~~
**ORDER APPROVING
RECEIVER'S FINAL REPORT
AND ACCOUNTING,
DISCHARGING RECEIVER,
EXONERATING RECEIVER'S
BOND, AUTHORIZING
ABANDONMENT AND
DESTRUCTION OF RECORDS
AND FOR RELATED RELIEF**

1 The matter of the Motion for Order Approving Final Report and Accounting, Discharging
2 Receiver, Exonerating Receiver's Bond, Authorizing Abandonment and Destruction of Records
3 and for Related Relief ("Motion") filed by Robb Evans & Associates LLC ("Receiver") came on
4 regularly for hearing at the above-referenced date, time and place before the Honorable John E.
5 Munter, Judge of the Superior Court, presiding. Appearances of counsel and the parties were
6 made as noted in the record at the hearing. The Court, having reviewed and considered the
7 Motion and all pleadings and papers filed in support thereof, and opposition, if any, to the
8 Motion, and having heard and considered the arguments of counsel, and good cause appearing
9 therefor,

10 IT IS ORDERED that:

- 11 1. The Motion ~~and all substantive relief sought therein~~ is granted in its entirety;
- 12 2. The Receiver's final report as set forth in the Motion and the supporting
13 Memorandum and the Receiver's final accounting, Exhibit 1 to the Declaration of Brick Kane
14 filed in support of the Motion, are hereby approved, and all activities of the Receiver in
15 connection with the administration of the receivership estate as described herein and in the
16 Memorandum are hereby approved and confirmed;
- 17 3. The Receiver Robb Evans & Associates LLC is discharged, and the Receiver, its
18 deputies, members, officers, agents, employees, attorneys and representatives are hereby
19 discharged and released from any and all claims and liabilities that were asserted and/or could
20 have been asserted in the receivership estate and in connection with their administration of the
21 receivership estate, including without limitation all claims and causes of action asserted or that
22 could have been asserted by Shelby Belogorsky, as Trustee of the Shelby Belogorsky Trust and as
23 Trustee of the Anderson Grandchildren Trust, Arthur Folker, Cindy Folker and Brian J. Breiling
24 (individually and collectively the "Aqua Fund Objectors") as set forth in the proposed complaints
25 in intervention previously lodged with the Court in connection with the receivership;
- 26 4. The Receiver, its deputies, members, officers, agents, employees, attorneys and
27 representatives are relieved from all duties and responsibilities in connection with the estate;
- 28 5. The Receiver's bond is exonerated;

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1 6. To the extent the Receiver is in possession or custody of records of Defendants, or
2 any of them, and of computer hardware of the Defendants, or any of them, the Receiver is
3 authorized to dispose of and destroy such records and computer hardware within 30 days of the
4 date of the Order unless within such 30-day period, plaintiff Department of Corporations has
5 served the Receiver with a written request for possession of such records and computer hardware
6 and has in fact taken possession and custody of such records and computer hardware prior to the
7 expiration of such 30-day period at plaintiff's expense, or alternatively, unless within such 30-day
8 period, the Receiver has been served with a written request for such records and computer
9 hardware by another governmental or law enforcement agency pursuant to paragraphs B.14 and
10 B.17 of the Order Issuing Preliminary Injunction, Appointing A Receiver, and Freezing
11 Defendants' Assets entered October 8, 2009, in which case the Receiver is authorized to turn over
12 such records and computer hardware to such governmental or law enforcement agency at such
13 requesting party's expense. To the extent plaintiff and/or such governmental or law enforcement
14 agency does not take possession of any portion of such records and/or computer hardware within
15 such 30-day period, the Receiver is authorized to turn over any such records and/or computer
16 hardware to Defendants Michael P. Gamboa and/or Mark H. Poore upon their written request
17 made within such 30-day period at the requesting party's expense paid prior to with the
18 requesting party's removal of such records and computer hardware and provided that the removal
19 of such records and computer hardware shall be completed as soon as practicable after such 30-
20 day period. To the extent that none of the foregoing parties takes possession of all or a portion of
21 such records and/or computer hardware, the Receiver is authorized to dispose of and destroy such
22 records and computer hardware;

23 7. The Defendants, and each of them, are hereby directed to provide the Receiver a
24 forwarding address for mail within five calendar days of the date of entry of this Order, and if
25 Defendants, or any of them, fail to provide the Receiver a forwarding address for mail within
26 such five-day period, the Receiver is authorized to file with the U.S. Postal Service forwarding
27 orders directing all mail for all defendants to be sent to Mark Poore at his last known address in
28 Maryland. To the extent that any of the Defendants requests mail in the Receiver's custody to be

1 forwarded to that party, the Defendant is required to reimburse the Receiver for the cost of
2 mailing, and to the extent the Defendant fails to pay the cost of mailing to a forwarding address
3 any mail of Defendants in the Receiver's possession, the Receiver is authorized to dispose of and
4 destroy mail received on behalf of Defendants; and

5 8. The Aqua Fund Objectors are directed to comply with paragraph 2 of the
6 Stipulated Order Resolving: (1) Aqua Fund Objectors' Dispute with the Receiver; and (2)
7 Receiver's Motion for Approval and Payment of Receiver's Fees and Expenses, Including Fees
8 and Expenses of Its Counsel issued by the Court on September 8, 2010 ("Fee Allowance Order")
9 pursuant to which the Aqua Fund Objectors are to direct the Receiver as to the manner in which
10 the Aqua Fund assets held for the benefit of the Aqua Fund Objectors are to be turned over to the
11 Aqua Fund Objectors by the Receiver. If the Aqua Fund Objectors fail to provide direction to the
12 Receiver as to how to turn over Palette Aqua Investment Fund, LLC ("Aqua Fund") to them
13 within ten days of the date of entry of this Order, then Receiver shall abandon Aqua Fund to the
14 members of Aqua Fund with Aqua Fund to be thereafter operated pursuant to the Aqua Fund
15 governance documents and applicable state law.

16 Dated: **DEC 09 2010**

17 JOHN E. MUNTER
18 JOHN E. MUNTER
19 JUDGE OF THE SUPERIOR COURT
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