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8 **UNITED STATES DISTRICT COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**

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11 SECURITIES AND EXCHANGE
12 COMMISSION,

13 Plaintiff,

14 v.

15 TLC INVESTMENTS AND TRADE
CO.; TLC AMERICA, INC. dba BREA
16 DEVELOPMENT COMPANY; TLC
BROKERAGE, INC. dba TLC
17 MARKETING; TLC
DEVELOPMENT, INC.; TLC REAL
18 PROPERTIES RLLP-1; CLOUD &
ASSOCIATES CONSULTING, INC.;
19 ERNEST F. COSSEY; GARY W.
WILLIAMS; and THOMAS G.
20 CLOUD,

21 Defendants.

CASE NO. SACV 00-960 DOC (MLGx)

**[PROPOSED] ORDER: (1)
APPROVING AND AUTHORIZING
SALE OF JUDGMENTS BY AUCTION,
MODIFYING SALE PROCEDURES
OF 28 U.S.C. § § 2001 AND 2004 IN
CONNECTION THEREWITH AND
FOR OTHER RELATED RELIEF; and
(2) LIMITING NOTICE UNDER
LOCAL RULE 66-7**

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23
24 The matter of the Motion for Order: (1) Approving and Authorizing Sale of
25 Judgments by Auction, Modifying Sale Procedures of 28 U.S.C. § § 2001 and 2004
26 in Connection Therewith and for Other Related Relief; and (2) Limiting Notice
27 under Local Rule 66-7 (“Motion”) filed by Robb Evans as Receiver (“Receiver”) of
28

1 TLC Investments and Trade Co. and other related and affiliated entities
2 (“Receivership Entities”), came before the Honorable David O. Carter, United
3 States District Judge. The Court having read and considered the Motion and all
4 supporting papers, and opposition to the Motion, if any, and good cause appearing
5 therefor,

6 IT IS ORDERED that:

7 1. The Motion is granted in its entirety;

8 2. Without limiting the generality of the foregoing:

9 A. The Court hereby approves and authorizes the Receiver to sell the
10 outstanding and uncollected judgments totaling a face amount of \$5,980,593.61
11 and with an aggregate outstanding principal balance of \$5,946,283.22

12 (“Judgments”) by auction set forth in and pursuant to that certain Intermediary
13 Services Agreement dated as of July 13, 2009 between the Receiver and
14 SecondMarket, Inc. (“Intermediary”) and the Auction Procedures attached thereto
15 as Annex A (collectively the “Auction Agreement”) attached as Exhibit 1 to the
16 Declaration of Gary Owen Caris filed in support of the Motion;

17 B. The procedures under 28 U.S.C. §§ 2001 and 2004 are hereby
18 modified to authorize the Receiver to sell the Judgments by auction through notice
19 and posting of the Judgments to be sold on an electronic platform owned and
20 maintained by the Intermediary and pursuant to the other terms and procedures set
21 forth in the Auction Agreement;

22 C. The Receiver is authorized to compensate the Intermediary in
23 accordance with the Auction Agreement for its services in connection with the sale
24 of the Judgments, including without limitation making payment to the Intermediary
25 in the minimum sum of \$18,500, or 5% of the amount of the highest and best bid
26 accepted by the Receiver, whichever is greater;

27 D. The Receiver is authorized to execute all documents and instruments
28 necessary or convenient in connection with the Auction Agreement and the sale of

1 Judgments pursuant to the Auction Agreement, including without limitation all
2 assignments and other documents transferring the Receiver's interest in the
3 Judgments to the successful buyer of the Judgments under the Auction Agreement;
4 and

5 E. The notice of the Motion provided by the Receiver is hereby deemed
6 sufficient under the circumstances, and the Receiver is relieved of the obligation to
7 provide notice of the Motion to all creditors under Local Rule 66-7.

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DATED: September 30, 2009

David O. Carter

DAVID O. CARTER
United States District Judge