

ROBB EVANS & ASSOCIATES LLC

Receiver of

**Universal Premium Services, Inc. AKA Premier Benefits, Inc.
Consumer Reward Network, Inc.
Star Communications LLC
Membership Services Direct, Inc. AKA Continuity Partners Inc.
Connect2USA, Inc., et al.**

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**Federal Trade Commission v. Universal Premium Services, Inc, et al.
CASE No. CV06-0849 GW (OPx)**

Order:

- (1) Approving Final Report and Accounting;**
- (2) Approving Final Distribution of Receivership Assets;**
- (3) Approving Receiver's and Professionals' Fees and Expenses for the Period From April 1, 2009 Through Closing;**
- (4) Discharging Receiver;**
- (5) Relieving Receiver of All Duties and Liabilities;**
- (6) Exonerating Receiver's Bond;**
- (7) Authorizing Abandonment and Destruction of Records and Deeming Abandoned any Un-administered Assets;**
- (8) Granting any Other Relief Related to the Wind Up of the Estate; and**
- (9) Granting Relief from Local Rule 66-7 Pertaining to Notice to Creditors**

Filed November 20, 2009

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8 UNITED STATES DISTRICT COURT
9 CENTRAL DISTRICT OF CALIFORNIA
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11 FEDERAL TRADE COMMISSION,

12 Plaintiff,

13 v.

14 UNIVERSAL PREMIUM SERVICES,
INC., a California corporation (also
15 known as Premier Benefits, Inc.), et al.,

16 Defendants.
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CASE NO. CV 06-0849 GW (OPx)

ORDER (1) APPROVING FINAL REPORT AND ACCOUNTING; (2) APPROVING FINAL DISTRIBUTION OF RECEIVERSHIP ASSETS; (3) APPROVING RECEIVER'S AND PROFESSIONALS' FEES AND EXPENSES FROM APRIL 1, 2009 THROUGH CLOSING; (4) DISCHARGING RECEIVER; (5) RELIEVING RECEIVER OF ALL DUTIES AND LIABILITIES; (6) EXONERATING RECEIVER'S BOND; (7) AUTHORIZING ABANDONMENT AND DESTRUCTION OF RECORDS AND DEEMING ABANDONED ANY UNADMINISTERED ASSETS; (8) GRANTING OTHER RELIEF RELATED TO THE WIND UP OF THE ESTATE; AND (9) GRANTING RELIEF FROM LOCAL RULE 66-7 PERTAINING TO NOTICE TO CREDITORS

Date: November 16, 2009
Time: 8:30 a.m.
Courtroom: 10
Judge: Honorable George Wu

1 The matter of the Motion for Order: (1) Approving Final Report and
2 Accounting; (2) Approving Final Distribution of Receivership Assets; (3)
3 Approving Receiver's and Professionals' Fees and Expenses From April 1, 2009
4 Through Closing; (4) Discharging Receiver; (5) Relieving Receiver of All Duties
5 and Liabilities; (6) Exonerating Receiver's Bond; (7) Authorizing Abandonment
6 and Destruction of Records and Deeming Abandoned Any Unadministered Assets;
7 (8) Granting Any Other Relief Related to the Wind Up of the Estate; and (9)
8 Granting Relief From Local Rule 66-7 Pertaining to Notice to Creditors ("Wind Up
9 Motion") filed by Robb Evans & Associates LLC, the permanent receiver
10 ("Receiver") over the assets of Universal Premium Services, Inc. aka Premier
11 Benefits, Inc., Consumer Reward Network, Inc., Star Communications, LLC,
12 Membership Direct Services, Inc. aka Continuity Partners, Inc., Connect2USA, Inc.
13 and their subsidiaries and affiliates (collectively, the "Receivership Defendants")
14 came on regularly for hearing at the above-referenced date, time and place before
15 the Honorable George H. Wu, United States District Judge presiding. Gary Owen
16 Caris of McKenna Long & Aldridge LLP appeared on behalf of the Receiver, and
17 Faye Chen Barnouw appeared on behalf of Plaintiff Federal Trade Commission.
18 No other appearances were made despite due and proper notice of the Motion. The
19 Court, having reviewed and considered the Motion and the pleadings and papers
20 filed in support thereof, and Plaintiff Federal Trade Commission having filed its
21 Statement of Non-Opposition to the Motion, and having heard the arguments of
22 counsel at the hearing, and Plaintiff Federal Trade Commission having represented
23 on the record at the hearing that it will take possession and custody of the records of
24 the Receivership Defendants by not later than February 16, 2010, and good cause
25 appearing therefor,

26 IT IS ORDERED that:

- 27 1. The Motion and the relief sought therein is granted;
28 2. Without limiting the generality of the foregoing:

1 A. The Receiver's Final Report and Accounting attached collectively to
2 the Declaration of Kenton Johnson as Exhibit 1 (collectively the "Final Report")
3 filed in support of the Motion is hereby approved;

4 B. The Receiver is authorized to make a final distribution of all remaining
5 receivership assets to the Federal Trade Commission ("FTC") pursuant to the
6 Court's November 30, 2007 Order That Receiver Holds Receivership Defendants'
7 Assets in Constructive Trust for the Benefit of the Receivership Defendants'
8 Defrauded Consumers ("Constructive Trust Order") and the Stipulated Final Order
9 for Permanent Injunction and Other Equitable Relief Against Defendants Universal
10 Premium Services, Inc. (Also Known As Premier Benefits, Inc.), Consumer
11 Reward Network, Inc., Star Communications LLC, All Star Access, Inc., Prime
12 Time Ventures, Inc., Connect2USA, Inc., Merchant Risk Management, Inc. and
13 Pantel One Corporation entered February 1, 2008 ("Final Order"), after payment of
14 all remaining Receiver's administrative expenses;

15 C. All actions and activities taken by or on behalf of the Receiver and all
16 payments made by the Receiver in connection with the administration of the
17 receivership estate are hereby approved and confirmed;

18 D. All receivership administrative expenses, including the Receiver's fees
19 and expenses and those of its professionals incurred in connection with the
20 receivership proceeding, including those previously paid to the Receiver and its
21 counsel, are hereby approved, and all administrative expenses and Receiver's and
22 professionals' fees and expenses for the period from April 1, 2009 through the
23 closing of the receivership estate and the discharge of the Receiver ("Final Expense
24 Period"), as reflected in the Final Report, are hereby approved and authorized to be
25 paid to the extent any such administrative expenses and Receiver's and counsel's
26 fees and expenses remain unpaid, including Receiver's and counsel's fees and
27 expenses incurred and unpaid for the period from April 1, 2009 through the closing
28 of the estate, subject to the provisions of paragraph 2.E. of this Order;

1 E. Plaintiff Federal Trade Commission shall take possession and custody
2 of the records of the Receivership Entities by no later than February 16, 2010. The
3 Receiver is authorized to continue to store the records of the Receivership Entities
4 through and including February 16, 2010 pending the turnover of the records to the
5 Federal Trade Commission and shall be compensated the sum of not more than
6 \$500.00 for storage of the records through that date. The Receiver shall provide the
7 Defendants thirty days' prior written notice of Receiver's turnover of the records of
8 the Receivership Entities to the Federal Trade Commission. In the event that the
9 Federal Trade Commission elects not to take possession of the records of the
10 Receivership Entities by February 16, 2010, then the Federal Trade Commission
11 shall notify the Receiver of such election not later than January 15, 2010. In that
12 event, the Receiver shall be authorized to abandon and destroy the records of the
13 Receivership Entities and any other corporations or businesses under the control of
14 any of the Receivership Entities in the possession, custody or control of the
15 Receiver if, within 30 days after service of written notice to the Defendants, the
16 Defendants do not object to the proposed destruction of the records and take
17 custody of such records. Further, the Receiver shall be entitled to recover as
18 additional costs of closing the estate any actual costs of shipping and/or destruction
19 of the records of the Receivership Entities incurred by the Receiver in turning over
20 and/or disposing of such records hereunder;

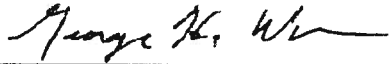
21 F. The Receiver, its agents, employees, members, officers, independent
22 contractors, attorneys and representatives are hereby discharged and the Receiver,
23 its agents, employees, members, officers, independent contractors, attorneys and
24 representatives are hereby relieved of all duties, liabilities and responsibilities
25 pertaining to the receivership previously established in this action effective upon
26 the completion of the Receiver's wind up of the estate, payment of administrative
27 expenses and final distribution of funds as provided herein, and any assets not
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1 administered by the Receiver during the receivership are hereby deemed
2 abandoned;

3 G. The Receiver's bond shall be deemed exonerated effective upon the
4 completion of the Receiver's wind up of the estate, payment of administrative
5 expenses and final distribution of funds as provided herein; and

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

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11 Dated: November 20, 2009



GEORGE H. WU
United States District Judge