

ROBB EVANS & ASSOCIATES LLC

Receiver of

White Pine Trust Corporation

Richard R. Matthews, Jr.

11450 Sheldon Street

Sun Valley, California 91352-1121

Telephone No.: (818) 768-8100

Facsimile No.: (818) 768-8802

**Commodity Futures Trading Commission v. White Pine Trust Corporation, Inc, et al.
CASE No. 04-CV-2093 J (NLS)**

Notice of Motion and Motion of Receiver for Order:

- (1) Approving Receiver's Plan for Final Distribution on Allowed Investor and Non-Investor Claims;**
- (2) Approving Receiver's Final Fee Application; Approving Final Accounting; and**
- (3) Declaration of Brick Kane in Support Thereof**

**Memorandum of Points and Authorities in Support of Receiver's Motion
for Order**

Filed May 7, 2008

1 LINDA J. CANDLER, ESQ. [State Bar No. 181805]
2 ROBB EVANS & ASSOCIATES LLC
3 11450 SHELDON STREET
4 SUN VALLEY, CA 91352
5 TELEPHONE: (818) 768-8100
6 FACSIMILE: (818) 768-8802

7 ATTORNEY FOR ROBB EVANS & ASSOCIATES LLC,
8 PERMANENT RECEIVER

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

COMMODITY FUTURES TRADING
COMMISSION,

Plaintiff,

v.

WHITE PINE TRUST CORPORATION,
a California corporation, RICHARD
MATTHEWS, an individual, and
STEPHAN BAERE, an individual,

Defendants.

CASE NO. 04cv2093-J (NLS)

NOTICE OF MOTION AND
MOTION OF RECEIVER FOR
ORDER (1) APPROVING
RECEIVER'S PLAN FOR FINAL
DISTRIBUTION ON ALLOWED
INVESTOR AND NON-INVESTOR
CLAIMS; (2) APPROVING
RECEIVER'S FINAL FEE
APPLICATION; APPROVING
RECEIVER'S FINAL
ACCOUNTING; (3) GRANTING
RECEIVER'S MOTION FOR
DISCHARGE, AND
DECLARATION OF BRICK KANE
IN SUPPORT THEREOF

Date: June 16, 2008

Time: 8:30 a.m.

Place: Courtroom 12

940 Front Street

San Diego, CA 92101-8900

(Hon. Napoleon A. Jones, Jr.)

TO THE HONORABLE NAPOLEON A. JONES, JR., UNITED STATES
DISTRICT COURT JUDGE, AND TO ALL PARTIES AND THEIR ATTORNEYS
OF RECORD:

1 PLEASE TAKE NOTICE that on June 16, 2008, at 8:30 a.m. in Courtroom
2 12 of the United States District Court for the Southern District of California located at
3 940 Front Street, San Diego, California 92101, Robb Evans & Associates LLC,
4 Receiver in the above-captioned case, will present its Motion for an Order (1)
5 approving the Receiver's proposed final distribution on Allowed Investor and Non-
6 Investor Claims against the receivership estate of White Pine Trust Corporation in the
7 sum of \$201,981.02. This amount represents a pro rata distribution of 1.354% of
8 Allowed Investor and Non-Investor Claims. This will result in a total pro rata
9 distribution to each investor of 30.174%. A previous distribution of \$3,199,773.13
10 representing 21.45% was made on January 19, 2007, pursuant to this Court's Order
11 dated January 9, 2007, and \$1,099,409.22, representing 7.37% was distributed on
12 September 25, 2007 pursuant to this Court's Order dated September 20, 2007. The
13 Receiver seeks approval for this final distribution pursuant to the Court's Order
14 Approving Receiver's Proposed Claims Filing and Allowance Procedures, entered
15 January 30, 2006 [Docket Entry 115], Local Rule 66-1 and the authorities set forth in
16 the supporting Memorandum of Points and Authorities, filed contemporaneously with
17 this Motion. The proposed final distribution of \$201,981.02 represents cash turned
18 over to the Receiver as part of a settlement with a family member of Defendant
19 Matthews and the remaining balance of all funds held.

20 By this Motion, the Receiver also seeks approval of its final accounting, its final
21 fee application, and discharge of the Receiver. The Receiver hereby moves this Court
22 for an Order Approving a Final Distribution to Investors and non-investor claims;
23 Approving the Receiver's Final Accounting; Approving the Receiver's costs and fees,
24 including the final fee application; and Approving the Receiver's actions. Said motion
25 is based on the grounds that the Receiver has liquidated all Assets to be liquidated, and
26 that there is no aspect of the receivership remaining for this Court but for the approval
27 of the Final Distribution and Final Accounting.

28 This Motion is made and based on this Notice of Motion and Motion, the

1 Memorandum of Points and Authorities and Declaration of Brick Kane in support
2 hereof, on such pleadings, records and files of this Court and on such further oral and
3 documentary evidence and arguments of counsel as may be presented at the hearing on
4 the Motion. PLEASE TAKE FURTHER NOTICE that this Motion, Notice of
5 Motion, and Declaration, is posted on the Receiver's website at
6 <http://www.robbevans.com/html/whitepine.html>.

7 Copies of this Motion will be provided to all White Pine Trust investors or to any
8 other interested party upon receipt of a written request which may be sent to: Robb
9 Evans & Associates LLC, 11450 Sheldon Street, Sun Valley, California 91352-1121,
10 facsimile number (818) 768-8802, attention: Cherrie Eustaquio. Any person or entity
11 opposing this Motion must timely file with the Court and serve upon the Receiver,
12 whose name and address appear in the upper left-hand corner of the first page of this
13 Motion, a written opposition which complies in all respects with the rules of this Court.
14 Failure to timely file an opposition may be deemed by the Court to be consent to the
15 granting of the Receiver's Motion. The Receiver does not request oral argument unless
16 an opposition is filed and oral argument is requested.

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18 Dated: May 7, 2008

ROBB EVANS & ASSOCIATES LLC

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21 By: Linda J. Candler

LINDA J. CANDLER, ESQ.

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23 ATTORNEY FOR RECEIVER
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I.

INTRODUCTION

On October 20, 2004, the Commodity Futures Trading Commission (CFTC) filed a Complaint against White Pine Trust Corporation and Richard Matthews pursuant to Section 6c(a) of the Commodity Exchange Act, 7 U.S.C. § 13a-1. On October 21, 2004, Robb Evans & Associates LLC (“REALLC” or “Receiver”) was appointed as Temporary Receiver in the within action pursuant to an “*Ex Parte* Statutory Restraining Order; Order Permitting Expedited Discovery, the Appointment of a Receiver and Other Equitable Relief”. Thereafter, on November 2, 2004, the Court entered an Order of Preliminary Injunction (“Order”). Pursuant to the terms of the Order, REALLC was appointed as Permanent Receiver for defendants Richard Matthews and White Pine Trust Corporation, and all of the funds, properties, premises, accounts and other assets directly or indirectly owned by them, beneficially or otherwise, with the full powers of an equity Receiver. The Receiver was subsequently appointed as Receiver of the assets of defendant Stephan Baere and relief defendant Lucia Matthews. This Court granted the Motion to Terminate the Receivership as to Lucia Matthews on March 2, 2007 [Docket Entry 234]. This Court Denied the Motion to Terminate the Receivership as to Defendant Baere on April 13, 2007 [Docket Entry 238].

Since the appointment, the Receiver has located, identified, taken control of, and sold numerous assets of the receivership estate. These assets include real property, gold coins, automobiles, jewelry, and a 48-foot yacht. The Receiver is also in receipt of the proceeds of a settlement agreement negotiated with one of Defendant Matthews’ family members.

White Pine Trust Corporation is insolvent, and the obligations owed to investors and non-investor claimants greatly exceed the assets available to repay them. The individual defendants in this case, Richard Matthews and Stephan Baere, pled guilty to criminal charges in this case. A default order was entered against defendant White Pine Trust Corporation on April 24, 2006. A Motion for Summary

1 Judgment was granted against Defendant Stephan Baere on April 11, 2007 [Docket
2 Entry 237], imposing a civil penalty of \$100,000 and requiring the disgorgement of
3 profits in the amount of \$600,000. Defendant Richard Matthews and the CFTC
4 entered into a Stipulation and Order of Permanent Injunction on November 28,
5 2006 [Docket Entry 218], which requires restitution in the amount of \$14,767,579.76
6 plus pre-judgment interest of \$1,287,162.29, reduced by any amounts recovered by
7 the Receiver. A default judgment against White Pine Trust Corporation was entered
8 April 20, 2007, in the amount of \$14,857,546.62, less any amount already returned to
9 investors [Docket Entry 240].

10 As set out in the final accounting attached to the Declaration of Brick Kane as
11 Exhibit 1, the Receiver has recovered receivership property in the sum of
12 approximately \$5,805,871.03. The Receiver has incurred administrative fees and
13 expenses of \$425,762.34 and expenses relating to the sale and protection of assets of
14 \$878,945.32. The net due to investors of White Pine Trust Corporation was
15 \$14,857,546.62. Total repayments to investors, including this proposed repayment,
16 will be \$4,483,116.08. The total losses to investors, after distribution of all available
17 funds, will equal \$10,374.430.54.

18 II.

19 CLAIMS VERIFICATION PROCEDURE PRIOR DISTRIBUTIONS

20
21 This Court signed an Order on January 27, 2006 approving the Receiver's
22 Proposed Claims Filing and Allowance Procedures [Docket Entry 115]. This Court
23 approved the Receiver's Initial Distribution Proposal on January 9, 2007 [Docket
24 Entry 231], and a second Distribution was approved on September 20, 2007. The
25 Receiver has determined that there are \$14,857,546.62 in Allowed Investor Claims and
26 \$59,810.67 in Allowed Non-Investor Claims.

27 An initial distribution of \$3.2 million, which represented 21.45% on Allowed
28 Investor Claims and Non-Investor Claims ("Initial Distribution"), was made on

1 January 19, 2007. A second distribution of \$1.1 million, representing an additional
2 7.37% paid on a pro rata basis was made on September 25, 2007.

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4 **III.**

5 **REQUEST FOR APPROVAL OF PROPOSED FINAL**
6 **DISTRIBUTION TO INVESTORS**

7 The Receiver is holding approximately \$201,981.02 for distribution. The costs
8 of distribution of the final checks and other costs to close the estate are estimated at
9 \$16,010.70. Payment of expenses incurred for the period of May 1, 2007 through
10 March 31, 2008 is \$16,783.81. The Receiver therefore seeks approval of its Final Fees
11 and Expenses in the total sum of \$32,794.51 as part of this Motion.

12 The Receiver proposes to distribute the remaining balance on a *pro rata* basis to
13 investors and non-investor claims with approved claims. Thus, each investor and non-
14 investor claimants (creditors) would receive a final distribution of 1.354% of his or her
15 allowed claim. The Receiver has discussed this proposed final distribution plan with
16 the Commodity Futures Trading Commission, and we are authorized to notify the
17 Court of their non-opposition to this Motion.

18 The Receiver also seeks Approval of its Final Accounting and Final Fee
19 Application. Included with this Motion is the Receiver's Final Accounting and Report
20 and a Motion for an Order discharging the Receiver. Attached hereto is the
21 Declaration of Brick Kane setting out the Proposal for a Final Distribution, the
22 Receiver's final fees and expenses, and the final accounting of the Receivership Estate.
23 As set out in this Declaration, the Receiver is not aware of any other claims against the
24 Receivership estate or assets to be collected on behalf of the Receivership estate and
25 the Receiver's duties have been completed. The Receiver therefore seeks approval of
26 Receiver's actions, and termination of the Receivership following completion of the
27 final distribution. The Receiver also seeks an order of discharge of all liability and an
28

1 order to extinguish all potential or unknown liability against the Receiver and its agents.

2
3 **IV.**

4 **CONCLUSION AND RELIEF SOUGHT**

5 Based upon the foregoing, the Receiver hereby moves this Court for an Order:

6 1. Approving the Receiver's proposed distribution to investors and
7 non-investor claims in the sum of \$201,981.02, and authorizing the Receiver to
8 immediately disburse funds to investors with approved claims on a *pro rata* basis;

9 2. Approving the Receiver's Final Account and Report;

10 3. Approving the Receiver's Motion for the payment of outstanding
11 Receivership Fees and Costs in the total amount of \$32,794.51;

12 4. Approving the Receiver's actions;

13 5. Authorizing the Receiver to dispose of all books and records;


14 6. Discharging the Receiver and its staff from all liability;

15 7. Terminating the Receivership as to the Receivership defendants; and

16 8. For such other and further relief as the Court may deem just and proper.

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20 Dated: May 7, 2008

ROBB EVANS & ASSOCIATES LLC

21
22 By: 

23 LINDA J. CANDLER, ESQ.

24 ATTORNEY FOR RECEIVER
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1 **DECLARATION OF BRICK KANE**

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3 I, Brick Kane, declare:

4 1. I am the Chief Operating Officer of Robb Evans & Associates LLC, who
5 has been appointed as permanent receiver of White Pine Trust Corporation, Richard
6 Matthews, Lucia Matthews and Stephan Baere. As Chief Operating Officer of Robb
7 Evans & Associates LLC, I have been primarily responsible for the day-to-day
8 supervision and management of the receivership over the White Pine Trust Defendants
9 since we first began to act pursuant to the appointment as temporary receiver in this
10 matter on October 21, 2004. I have been responsible for supervising personnel at
11 Robb Evans & Associates, LLC in their review of the financial records pertaining to the
12 Receivership Defendants, including the receivership investor databases and the banking
13 records pertaining to accounts of all of the entities and assets subject to the
14 receivership, including, without limitation, bank accounts in the name of White Pine
15 Trust Corporation, Richard Matthews, Lucia Matthews, and Stephan Baere. The
16 matters set forth in this Declaration are based upon my personal knowledge or have
17 been obtained by me in the course of my supervision and management of personnel at
18 Robb Evans & Associates LLC who have performed tasks in connection with this
19 matter under my direction.

20 2. I participated in the preparation of the Receiver's Motions previously
21 filed with the Court and approved by Court orders in this case, including the Receiver's
22 Motion for Approval of Claims Filing and Allowance Procedures, filed July 29, 2005
23 [Docket Entry 84], and approved by this Court on January 27, 2006 [Docket Entry
24 115], and Motion for Approval of an Initial Claims Distribution, filed June 21, 2006
25 [Docket Entry 167] and approved by this Court on January 9, 2007 [Docket Entry 231].
26 I have also reviewed and supervised other members of the Receiver's staff who have
27 reviewed the financial records of White Pine Trust Corporation and the individual
28 defendants. Based on this review, it is apparent that millions of dollars of investor

1 funds were misappropriated by the defendants for their own personal benefit through
2 the acquisition of real estate, purchase of gold coins, loans to family members, the
3 purchase of jewelry, and luxury travel. Only a fraction of the investor funds were
4 actually invested in a commodity pool and some of the investor funds are irretrievably
5 lost. White Pine Trust Corporation is insolvent, with obligations owed to investors
6 exceeding the assets available to repay them.

7 3. Based on the review and reconciliation performed by the Receiver's
8 accounting staff, including the declarant, I calculate that there are \$14,857,546.62 in
9 Allowed Investor Claims against this receivership estate. I also calculate that as of
10 today's date, there are \$59,810.67 in Non-Investor Claims, such as claims of vendors.

11 4. The Receiver recovered a total of \$5,805,871.03 as set out in the Final
12 Accounting, which is attached hereto as Exhibit 1. Distributions to investors were
13 made on January 19, 2007, representing a pro rata distribution to each investor of
14 21.45% and again on September 25, 2007, representing a pro rata distribution of 7.37%.

15 5. The Receiver proposes to make a final distribution on Allowed Investor
16 and Non-Investor Claims of \$201,981.02, or 1.354 % of such Allowed Claims. With
17 this proposed distribution, the total distributions will represent 30.174% of the
18 investments.

19 6. The Receiver has completed all of its tasks, as outlined in the Order of
20 Appointment, and is ready to make the Final Distribution requested herein.

21 7. The Receiver now requests relief as follows:

22 a. Approval of the Receiver's proposed distribution to investors in the sum
23 of \$201,981.02 as described herein, and authorization for the Receiver to immediately
24 disburse funds to investors with approved claims on a *pro rata* basis;

25 b. Approval of the Receiver's Final Account and Report;

26 c. Approval of the Receiver's Motion for the Unpaid Receivership Fees and
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1 Costs;

2 d. Approval of the Receiver's actions;

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4 e. Authorization for the Receiver to dispose of all books and records;

5 f. Discharge of the Receiver and its staff from all liability;

6
7 g. An Order terminating the Receivership as to the Receivership defendants;

8 and

9 h. For such other and further relief as the Court may deem just and proper.

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11 8. I declare under penalty of perjury that the foregoing is true and correct and
12 that this Declaration was executed this 7th day of May 2008 at Sun Valley, California.

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15 BRICK KANE
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1 LINDA J. CANDLER, ESQ. [State Bar No. 181805]
2 ROBB EVANS & ASSOCIATES LLC
3 11450 SHELDON STREET
4 SUN VALLEY, CA 91352
5 TELEPHONE: (818) 768-8100
6 FACSIMILE: (818) 768-8802

7 ATTORNEY FOR ROBB EVANS & ASSOCIATES LLC
8 PERMANENT RECEIVER

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

COMMODITY FUTURES TRADING
COMMISSION,

Plaintiff,

v.

WHITE PINE TRUST CORPORATION,
a California corporation, RICHARD
MATTHEWS, an individual, and
STEPHAN BAERE, an individual.

Defendants.

CASE NO. 04cv2093-J (NLS)

MEMORANDUM OF POINTS &
AUTHORITIES IN SUPPORT OF
MOTION FOR AN ORDER (1)
APPROVING RECEIVER'S PLAN
FOR FINAL DISTRIBUTION ON
ALLOWED INVESTOR AND
NON-INVESTOR CLAIMS; (2)
APPROVING RECEIVER'S FINAL
FEE APPLICATION;
APPROVING RECEIVER'S FINAL
ACCOUNTING; (3) GRANTING
RECEIVER'S MOTION FOR
DISCHARGE, AND
DECLARATION OF BRICK
KANE IN SUPPORT THEREOF

Date: June 16, 2008

Time: 8:30 a.m.

Place: Courtroom 12

940 Front Street

San Diego, CA 92101-8900

(Hon. Napoleon A. Jones, Jr.)

**[ORAL ARGUMENT NOT
REQUESTED]**

POINTS AND AUTHORITIES

A. Distribution Plan and Final Accounting

In *SEC v. Ross*, 504 F3d 1130, 1145 (9th Cir. 2007), the Court confirmed the well-

1 established principle that “Congress has authorized federal receivers to exercise broad
2 powers in administering, retrieving, and disposing of assets belonging to the
3 Receivership.” The “general equity power” of the District Court in issuing orders
4 addressing the administration of a receivership estate was discussed at length by the
5 Ninth Circuit in *SEC v. Hardy*, 803 F. 2d 1034 (9th Cir. 1986). Recognizing the limited
6 body of reported decisions in federal receiverships, the Court nevertheless articulated
7 two overriding principals gleaned from the case law:

8 First, a district court’s power to supervise an equity receivership
9 and to determine the appropriate action to be taken in the
10 administration of the receivership is extremely broad. . . . The
11 basis for broad deference to the district court’s supervisory role
12 in equity receiverships arises out of the fact that most
13 receiverships involve multiple parties and complex transactions.
14 . . .

15 Secondly, we have acknowledged that a primary purpose of
16 equity receiverships is to promote orderly and efficient
17 administration of the estate by the district court for the benefit
18 of creditors. [Citations omitted.] Accordingly, we generally
19 uphold reasonable procedures instituted by the district court
20 that serve this purpose. [Citations omitted.]
21 *S.E.C. v. Hardy*, 803 F. 2d at 1037-1038.

22 See also *SEC v. Lincoln Thrift Ass'n*, 577 F.2d 600, 606 (9th Cir. 1978), (“[T]he district
23 court has broad powers and wide discretion to determine the appropriate relief in an
24 equity receivership.”); and *SEC v. American Capital Invest. Inc.*, 98 F.3d 1133, 1144 (9th
25 Cir. 1996) (appointing court “has broad powers and wide discretion to determine
26 appropriate relief in equity receiverships.”).

27 This Court has previously approved the Receiver’s plan for distribution to
28 investors on a pro rata basis. As recognized by the Ninth Circuit, a pro rata
distribution plan is a fair and equitable distribution, once the assets have been collected
and the investor claims have been presented and evaluated, even where an investor
claims he can trace his investment to a particular deposit or asset. *Securities and Exchange
Commission v. Capital Consultants, LLC*, 397 F3d 733, 738 (9th Cir. 2005) (“equity

1 demands equal treatment”); *United States v. Real Property Located at 13328 and 13324 State*
2 *Highway 75 North*, 89 F.3d 551,553 (9th Cir. 1996) (SEC-administered plan to distribute
3 the fund to the defrauded customers on a pro rata basis approved, even though one
4 customer claimed that he could trace his funds to a particular purchase of real estate, as
5 "the equities demand that all [customers] share equally in the fund of pooled assets in
6 accordance with the SEC plan."). See also *SEC v. Forex Asset Management*, 242 F.3d 325
7 (5th Cir. 2001) (“a pro rata distribution plan provide[d] the most equitable means of
8 addressing all of the victim’s harms” even where the individual investor alleged his
9 funds were deposited into a segregated account.)

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11 **B. Fees and Expenses**

12 *Federal Rules of Civil Procedure*, Rule 66, states, in part:

13 The practice in the administration of estates by receivers or by other similar
14 officers appointed by the court shall be in accordance with the practice
15 heretofore followed in the courts of the United States or as provided in rules
16 promulgated by the district courts. In all other respects the action in which the
17 appointment of a receiver is sought or which is brought by or against a receiver
18 is governed by these rules.

19 Local Rule 66.1.c. states as follows:

20 **Application for Fees.** All applications for fees for services rendered in
21 connection with a receivership shall be made by petition setting forth in
22 reasonable detail the nature of the services and shall be heard in open court.

23 Pursuant to Local Rule 66.1(f)(4), the Receiver is required to give at least ten
24 days notice to all interested parties of the time and place for hearings on applications
25 for fees of the Receiver. The Receiver has served the parties by email, and will provide
26 notice to all investors and creditors of the estate by posting a copy of the motion on the
27 Receiver’s website. There are approximately 260 known investors and approximately
28 25 known creditors, and it is more cost-effective to serve the Motion by posting on the
website. The Receiver will also provide a written copy of the Motion and all
accompanying exhibits to any investor or creditor, upon request. This procedure has

1 been approved by this Court.

2
3 This Court has broad authority to supervise the orderly administration of an
4 equity receivership. *S.E.C. v. Hardy*, supra. The Receiver submits that the fees and
5 expenses submitted herewith are fair and reasonable and were incurred as part of the
6 Receiver's duties to collect and marshal the assets of the receivership entities for the
7 benefit of the defrauded investors.

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9 **C. Discharge**

10 The October 28, 2004 Order of Preliminary Injunction ("Order") directed the Receiver,
11 in part, to do the following things:

- 12 • Take exclusive custody, control and possession of all the funds, property,
13 mail and other assets of, in the possession of, or under the control of the
14 defendants, wherever situated.
- 15 • Preserve, hold and manage all receivership assets, and perform all acts
16 necessary to preserve the value of those assets in order to prevent any
17 loss, damage or injury to customers or clients.
- 18 • Collect all money owed to the defendants.
- 19 • Liquidate any assets of the defendants which may depreciate during the
20 course of this litigation, and hold the proceeds of such liquidation until
21 further order of this Court.

22 The Receiver has accomplished these tasks. Accordingly, the Receiver seeks
23 discharge and approval of all actions.

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1 **CONCLUSION**

2 For the reasons set forth herein, it is respectfully requested that this Court
3 issue an Order Approving Receiver's Plan for Final Distribution on Allowed Investor
4 and Non-Investor Claims; Approving Receiver's Final Fee Application; Approving
5 Receiver's Final Accounting; and Granting Receiver's Motion for Discharge.

6 Dated: May 7, 2008

7 ROBB EVANS & ASSOCIATES LLC

8 By: *Linda J. Candler*
9 LINDA J. CANDLER, ESQ.
10 ATTORNEY FOR RECEIVER
11 LINDA_CANDLER@ROBBEVANS.COM
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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

COMMODITY FUTURES TRADING
COMMISSION,

Plaintiff,

v.

WHITE PINE TRUST
CORPORATION, a California
corporation, RICHARD MATTHEWS,
an individual, and
STEPHAN BAERE, an individual.

Defendants.

CASE NO. 04cv2093

ORDER (PROPOSED)
APPROVING (1) RECEIVER'S
PLAN FOR FINAL DISTRIBUTION
ON ALLOWED INVESTOR AND
NON-INVESTOR CLAIMS; (2)
APPROVING RECEIVER'S FINAL
FEE APPLICATION; APPROVING
RECEIVER'S FINAL
ACCOUNTING; (3) GRANTING
RECEIVER'S MOTION FOR
DISCHARGE

Based upon the foregoing Motion and Declaration,

IT IS HEREBY ORDERED THAT:

- (1) The Receiver's Motion for approval of a Final Distribution on Allowed Investor and Non-Investor Claims in the amount of \$201,981.02 is approved;
- (2) The Receiver's Final Accounting and report is approved;
- (3) The Receiver's Motion for approval of Receiver's unpaid Final Fee Application for a total amount of \$32,794.51, for the period May 1, 2007 through March 31, 2008 and including payment of expenses to close the estate is granted;

- 1 (4) The Receiver's Motion for approval of all actions is granted;
- 2 (5) The Receiver is authorized to dispose of all books and records upon
- 3 completion of the final distribution.
- 4 (6) The Receivership shall be terminated and the Receiver and its staff is
- 5 ordered discharged from all responsibilities and liabilit(ies) upon completion
- 6 of the final distribution and all administrative acts as specified above.
- 7 (7) For such other and further relief as the Court may deem just and proper.

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9 DATED:

10 _____
11 Hon. Napoleon A. Jones, Jr.
12 United States District Judge
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EXHIBIT 1

Robb Evans & Associates LLC, Receiver of White Pine Trust Corp.
Fund Balance & Expenses by Months
 From Inception (October 21, 2004) to March 31, 2008

	Previously Reported & Approved	May 07	Jun 07	Jul 07	Aug 07	Sep 07	Oct 07	Nov 07	Dec 07	Jan 08	Feb 08	Mar 08	5/1/07-3/31/08	Estimate to Close (1)	Final Distribution	TOTAL
Funds Transferred In	667,929.18	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	667,929.18
Estimated Value of Third Party Recovery	160,000.00	(80,000.00)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(160,000.00)	0.00	0.00	0.00
Recoveries from Third Parties	116,112.92	80,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	87,400.00	167,400.00	0.00	0.00	283,512.92
Restitution-Richard Matthews	1,050.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,050.00
Interest Income	148,531.79	3,362.20	3,456.57	3,319.02	3,415.96	2,445.34	384.23	372.85	386.29	300.61	248.96	366.39	18,488.42	0.00	0.00	166,840.21
Proceeds from sale of assets	4,675,636.18	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,675,636.18
Miscellaneous Income	10,902.54	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,902.54
Total Funds Available	5,779,982.61	3,362.20	3,456.57	3,319.02	3,415.96	2,445.34	384.23	372.85	386.29	300.61	248.96	7,766.39	25,888.42	0.00	0.00	5,805,871.03
Expense																
Distributions																
Distribution to creditors	12,829.39	0.00	0.00	0.00	0.00	4,408.05	0.00	0.00	0.00	0.00	0.00	0.00	4,408.05	0.00	809.85	18,047.29
Distribution to claimants	3,186,943.74	0.00	0.00	0.00	0.00	1,095,001.17	0.00	0.00	0.00	0.00	0.00	0.00	1,095,001.17	0.00	201,171.17	4,483,116.08
Total Distributions	3,199,773.13	0.00	0.00	0.00	0.00	1,099,409.22	0.00	0.00	0.00	0.00	0.00	0.00	1,099,409.22	0.00	201,981.02	4,501,163.37
Receivership Admin Fees & Exp																
Receivership Administration Fee																
Receiver Fees	50,350.00	432.00	228.00	0.00	96.00	48.00	0.00	0.00	12.00	204.00	24.00	0.00	1,044.00	2,620.00	0.00	54,014.00
Financial Reconstruction & Dist	83,399.00	336.00	804.00	96.00	24.00	1,200.00	276.00	24.00	84.00	84.00	72.00	36.00	3,036.00	3,840.00	0.00	90,275.00
IT Management	13,590.29	0.00	93.16	57.67	0.00	102.03	0.00	0.00	0.00	0.00	0.00	0.00	232.86	177.44	0.00	14,020.59
Asset Management	44,335.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	44,335.50
Support Staff	36,331.37	1,154.84	1,491.40	303.79	652.42	340.97	67.90	264.54	70.75	211.83	263.82	40.57	4,862.83	2,800.00	0.00	43,999.20
Total Receivership Administration Fee	228,026.16	1,922.84	2,616.56	457.46	772.42	1,691.00	343.90	288.54	166.75	499.83	359.82	76.57	9,105.69	9,437.44	0.00	246,659.29
Legal Fees & Costs																
Legal Costs	5,535.14	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5,535.14
Legal Fees	108,586.00	0.00	1,820.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	220.00	2,140.00	2,000.00	0.00	112,726.00
Total Legal Fees & Costs	114,121.14	0.00	1,820.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00	220.00	2,140.00	2,000.00	0.00	118,261.14
Administration Costs																
Tax Returns Preparation	4,500.00	0.00	0.00	0.00	0.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	1,500.00	3,000.00	0.00	9,000.00
Out of Pocket	11,686.56	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,686.56
Supplies/Telephone	3,068.19	42.07	133.15	244.29	27.72	4.19	95.79	4.59	68.38	42.61	34.45	27.21	744.45	150.00	0.00	3,962.64
Occupancy/Equipment	15,415.63	326.61	267.10	579.30	134.82	191.86	172.31	52.50	153.00	60.87	61.31	111.51	2,131.19	210.00	0.00	17,756.82
Postage/Delivery	4,597.65	133.76	32.92	0.41	0.41	11.92	19.06	0.82	0.00	0.00	2.44	5.77	207.51	150.00	0.00	4,955.16
Miscellaneous																
Reproduction Services	7,069.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,069.79
Moving Expenses	134.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	134.10
Asset Searches	1,617.93	0.00	0.00	0.00	20.00	0.00	0.00	0.00	0.00	0.00	1.95	0.00	21.93	0.00	0.00	1,639.88
Bank Fees	150.00	0.00	0.00	0.00	0.01	0.00	0.00	0.00	0.00	0.00	0.00	12.00	12.01	0.00	0.00	162.01
State tax	2,333.41	0.00	0.00	0.00	0.00	800.00	31.01	0.00	0.00	0.00	0.00	0.00	831.01	800.00	0.00	3,984.42
Other	207.27	0.00	0.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00	263.26	470.53	0.00	1,703.26
Total Miscellaneous	11,552.50	0.00	0.00	0.00	20.01	800.00	31.01	0.00	0.00	0.00	1.95	12.00	864.97	1,063.26	0.00	13,480.73
Total Administration Costs	50,820.53	502.44	453.17	824.00	202.96	2,507.97	318.17	57.91	221.38	103.48	100.15	156.49	3,448.12	4,573.26	0.00	60,841.91
Total Receivership Admin Fees & Exp	392,967.83	2,425.28	4,889.73	1,281.46	1,075.38	4,198.97	662.07	346.45	388.13	603.31	459.97	433.06	16,783.81	16,010.70	0.00	425,762.34
Asset Protection Expenses																
Armed Security for Gold Coin Sale	1,254.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,254.40
Moho Cave, Belize Island																
Mortgage Payments	421,752.85	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	421,752.85
Professional services	4,357.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,357.50
Other	23,595.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,595.38
Total Moho Cave, Belize Island	449,685.73	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	449,685.73

EXHIBIT

Robb Evans & Associates LLC, Receiver of White Pine Trust Corp.
Fund Balance & Expenses by Months
 From Inception (October 21, 2004) to March 31, 2008

	Previously Reported & Approved	May 07	Jun 07	Jul 07	Aug 07	Sep 07	Oct 07	Nov 07	Dec 07	Jan 08	Feb 08	Mar 08	5/1/07-3/31/08	Estimate to Close (1)	Final Distribution	TOTAL
5435 Calumet Ave. Expense																
Mortgage	120,877.62	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	120,877.62
Utilities	6,843.86	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	6,843.86
Insurance	4,826.54	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,826.54
Property Taxes	30,371.09	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	30,371.09
Other	20,671.59	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,671.59
Total 5435 Calumet Ave. Expense	183,590.70	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	183,590.70
1568 Oliver Avenue #D Expense																
Property taxes	9,975.26	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,975.26
Insurance	15,955.17	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,955.17
Mortgage	103,884.23	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	103,884.23
Other	44,596.35	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	44,596.35
Total 1568 Oliver Avenue #D Expense	174,411.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	174,411.01
Boat Expense (Tahara's)																
Insurance	300.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	300.00
Repairs & Maintenance	10,822.55	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,822.55
Property Tax	5,400.98	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5,400.98
Moorage	7,874.72	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,874.72
Other	7,882.09	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,882.09
Total Boat Expense (Tahara's)	32,280.34	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	32,280.34
Rent/Maintenance	16,465.30	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,465.30
Vehicle Expense	4,278.13	0.00	0.00	0.00	0.00	(29.00)	0.00	0.00	0.00	0.00	0.00	0.00	(29.00)	0.00	0.00	4,249.13
Licenses/fees	1,133.70	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,133.70
Appraisal/Survey	15,855.01	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,855.01
Total Asset Protection Expenses	878,974.32	0.00	0.00	0.00	0.00	(29.00)	0.00	0.00	0.00	0.00	0.00	0.00	(29.00)	0.00	0.00	878,945.32
Total Expense	4,471,715.28	2,425.28	4,889.73	1,281.46	1,075.38	1,103,579.19	662.07	346.45	388.13	603.31	459.97	433.06	1,116,164.03	16,010.70	201,981.02	5,805,871.03
Fund Balance	1,308,267.33	1,136.92	(1,433.16)	2,267.56	2,340.58	(1,101,133.85)	(277.84)	26.40	(1.84)	(302.70)	(211.01)	7,313.33	(1,090,275.61)	(16,010.70)	(201,981.02)	0.00

1) Any residual funds not used to close the Receivership estate will be turned over to the US Government.

EXHIBIT 1
 10/21