

**ROBB EVANS &  
ROBB EVANS & ASSOCIATES, LLC**

**Receiver of**

**Fortune Hi-Tech Marketing, Inc., et al.**

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**Federal Trade Commission, State of Illinois,  
Commonwealth of Kentucky and State of North Carolina**

**v.**

**Fortune Hi-Tech Marketing, Inc., et al.**

**CASE No. 5:13-CV-123 KSF**

**Stipulation Authorizing:**

- (1) Sale of Certain Personal Property Assets by Receiver; and**
- (2) Listing for Sale and Marketing of Real Property Asset by Receiver  
[ 28 U.S.C. §§ 2001and 2004]; and Order Thereon**

**Filed June 21, 2013**

UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF KENTUCKY

Eastern District of Kentucky  
**FILED**

JUN 21 2013

AT LEXINGTON  
ROBERT R. CARR  
CLERK U.S. DISTRICT COURT

FEDERAL TRADE COMMISSION,  
STATE OF ILLINOIS,  
COMMONWEALTH OF KENTUCKY, and  
STATE OF NORTH CAROLINA,

Plaintiffs

v.

FORTUNE HI-TECH MARKETING, INC.,  
a Kentucky corporation, *et al.*,

Defendants.

No. 5:13-cv-123-KSF

**STIPULATION AUTHORIZING (1) SALE OF CERTAIN PERSONAL PROPERTY  
ASSETS BY RECEIVER; AND (2) LISTING FOR SALE AND MARKETING OF REAL  
PROPERTY ASSET BY RECEIVER [ 28 U.S.C. §§ 2001 AND 2004]; AND ORDER  
THEREON**

This Stipulation Authorizing (1) Sale of Certain Personal Property Assets by Receiver and (2) Listing for Sale and Marketing of Real Property Asset by Receiver is made by and among Robb Evans and Robb Evans & Associates LLC as Permanent Receiver (“Receiver”) over Fortune Hi-Tech Marketing, Inc., FHTM, Inc., Alan Clark Holdings, LLC, FHTM Canada, Inc., Fortune Network Marketing (UK) Limited and their successors and assigns, as well as any subsidiaries, and any fictitious business entities or business names created or used by these entities (“Receivership Defendants”), and defendants Fortune Hi-Tech Marketing, Inc., FHTM, Inc., Alan Clark Holdings, LLC, FHTM Canada, Inc., Fortune Network Marketing (UK) Limited, Paul C. Orberon and Thomas A. Mills (collectively, “Stipulating Defendants”), in reference to the following:

A. Plaintiffs Federal Trade Commission (“FTC”), the State of Illinois, the Commonwealth of Kentucky and the State of North Carolina filed a complaint and request for a temporary restraining order, asset freeze and the appointment of a receiver against the Stipulating

Defendants in the Northern District of Illinois on January 24, 2013. The Court entered the Temporary Restraining Order on January 24, 2013, pursuant to which the Receiver was appointed as Temporary Receiver over the Receivership Defendants. On May 1, 2013, United States District Judge John W. Darrah of the Northern District of Illinois ordered the case transferred from the Northern District of Illinois to the Eastern District of Kentucky. Thereafter, on May 28, 2013, the Receiver was appointed Permanent Receiver pursuant to the Stipulated Preliminary Injunction entered into by the Stipulating Defendants and the Plaintiffs and approved by this Court.

B. The Receivership Defendants include multiple entities whose business operations include an office location at 880 Corporate Drive, Lexington, Kentucky (“Office Location”) and a warehouse at 20 Gose Pike, Danville, Kentucky (“Warehouse Property”). The Receiver has concluded that the business operations of the Receivership Defendants should cease in order to minimize ongoing expenses to the receivership estate and that the assets of the Receivership Defendants should be liquidated for the benefit of the receivership estate. The Stipulating Defendants agree that the Receiver should liquidate the Receivership Defendants assets as set forth below.

C. The assets of the Receivership Defendants include certain personal property located at the business premises of the Receivership Defendants located at the Office Location and the Warehouse Property, such as (1) inventory, including but not limited to health and beauty products such as soaps, lotions and vitamin supplements, some of which have a limited shelf life, various clothing items and other assorted souvenir shop type items such as bags, coffee mugs, pens, etc. (collectively, the “Inventory”); (2) various office furniture and furnishings, including but not limited to desks, shelves, cabinets, and chairs (collectively “Office Furniture”); (3) computers and office equipment, including but not limited to monitors, copiers, printers, and phone systems (collectively the “Office Equipment”); and (4) warehouse equipment, including but not limited to racks, shelving, file cabinets, and equipment used for packaging and shipping (collectively the “Warehouse Equipment”).

D. The Receiver and Stipulating Defendants believe that the value of the Inventory, Office Furniture, Office Equipment, and Warehouse Equipment is diminishing over time. As a result, the Receiver believes that it is in the best interest of the estate to liquidate the Inventory, Office Furniture, Office Equipment, and Warehouse Equipment as soon as practicable to maximize the recovery for the estate and to avoid incurring unnecessary administrative expenses in connection with the retention of the Inventory, Office Furniture, Office Equipment, and Warehouse Equipment, including lease expenses on the Office Location, insurance and other costs of administration.

E. The assets of the receivership estate also include the real property consisting of the Warehouse Property. The Receiver believes there is value in the Warehouse Property for the estate and should be sold for the benefit of the receivership estate.

F. The Receiver and the Stipulating Defendants agree that the Inventory, Office Furniture, Office Equipment, and Warehouse Equipment should be liquidated as soon as reasonably practical, and without further Court order or hearing as more particularly set forth herein.

G. The Receiver and the Stipulating Parties agree that the Warehouse Property should be marketed for sale as more particularly set forth herein.

NOW THEREFORE, in consideration of the foregoing, the parties hereto, by and through their counsel, do stipulate and agree as follows:

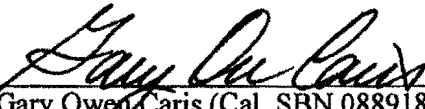
1. The Receiver shall liquidate the Inventory, Office Furniture, Office Equipment, and Warehouse Equipment located at both the Office Location and Warehouse Property as soon as reasonably practical, and without further Court order or hearing, in such a manner as the Receiver determines to be most cost-effective so as to maximize the recovery to the estate, in the Receiver's discretion and business judgment, by public auction or private sale, with or without public notice, as the Receiver may determine will maximize value, minimize expense and expedite the sale of the Inventory, Office Furniture, Office Equipment, and Warehouse

Equipment to avoid incurring additional expenses for the administration of such personal property as authorized under 28 U.S.C. § 2004.

2. The Receiver shall engage a local or regional real estate broker experienced in the sale of commercial real property to list and market for sale the Warehouse Property at a price to be determined in the Receiver's discretion and business judgment, to maximize value and minimize expense for the estate. Acceptance of an offer and completion of a sale of the Warehouse Property shall be subject to entry of an order of this Court approving such sale after notice and an opportunity for hearing as authorized under 28 U.S.C. § 2001.

Dated: June 20, 2013

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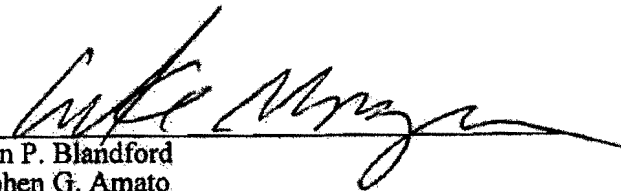
Attorneys for Permanent Receiver  
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[SIGNATURES CONTINUE ON NEXT PAGE]

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Orberson, and Thomas A. Mills

**The following parties do not object to the Stipulation.**

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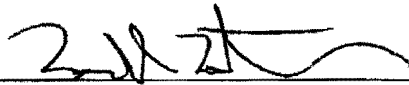
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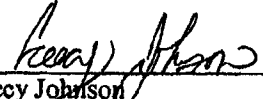
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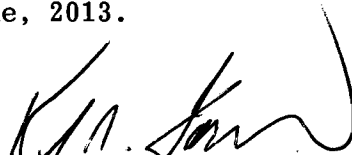
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Attorneys for Plaintiff State of North Carolina

**IT IS SO ORDERED**, this 21st day of June, 2013.

  
Karl S. Forester, Senior Judge