

ROBB EVANS & ASSOCIATES LLC

Receiver of

**High Park Investment Group, Inc. and
Harbor Financial Investment Group, Inc., et al.**

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**Securities and Exchange Commission v. High Park Investment Group, Inc., et al.
CASE No. SACV 05-1090 CJC (MLGx)**

**Receiver's Proposed Plan
Regarding Initiation of Bankruptcy Proceedings**

Dated June 26, 2006

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7

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

10
11 SECURITIES AND EXCHANGE
COMMISSION,

12 Plaintiff,

13 v.

14 HIGH PARK INVESTMENT GROUP,
15 INC., a Nevada corporation, HARBOR
FINANCIAL INVESTMENT GROUP,
16 INC., a Nevada corporation, EDWARD
R. SHOWALTER,

17 Defendants.
18

CASE NO. SACV 05-1090 CJC
(MLGx)

**RECEIVER'S PROPOSED PLAN
REGARDING INITIATION OF
BANKRUPTCY PROCEEDING**

[NO HEARING REQUIRED]

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21 COMES NOW, Permanent Receiver Robb Evans & Associates LLC

22 ("Receiver") and submits its proposed plan regarding the bankruptcy filing of High
23 Park Investment Group, Inc. and Harbor Financial Investment Group, Inc.

24 (collectively, "High Park") pursuant to this Court's Order Denying Receiver's

25 Motion for Reconsideration:

26 **I. INTRODUCTION**

27 The Securities and Exchange Commission ("SEC") filed the instant action on
28 November 8, 2005. The Court issued a Temporary Restraining Order and

1 appointed the Receiver as temporary receiver over High Park on November 9,
2 2005. On December 13, 2005, pursuant to stipulation of the parties, the Court
3 appointed the Receiver as its permanent receiver and issued a preliminary
4 injunction against the Defendants pursuant to the Stipulation and order Re:
5 Preliminary Injunction and Permanent Receiver (“Receivership Order”).

6 On March 20, 2006, pursuant to its responsibilities under the Receivership
7 Order, the Receiver filed a comprehensive motion for instructions and orders
8 regarding the invalidation of purported notes and liens securing the notes of
9 investors as secured debts, and regarding the administration and sale of real and
10 personal property. At the hearing held May 15, 2006, the Court denied the
11 Receiver’s motion without prejudice and expressed its concern that bankruptcy
12 court was the more proper forum to liquidate High Park and to protect the rights of
13 all of High Park’s creditors. The Court ordered the Receiver to propose a plan for
14 transferring the case to bankruptcy court.

15 The Receiver thereafter moved for reconsideration of the Court’s May 15,
16 2006 ruling, specifically on the ground that the District Court was the appropriate
17 Court to determine whether the investors’ trust deeds should be invalidated and to
18 administer the assets of the receivership estate. By order entered June 19, 2006,
19 this Court denied the Receiver’s motion for reconsideration and ordered the
20 Receiver to submit within seven days its proposed plan for sending the action to
21 Bankruptcy Court. This plan is in response to the Court’s Order.

22 **II. PROPOSED PLAN FOR SENDING THIS MATTER TO**
23 **BANKRUPTCY COURT**

24 Both prior to and after the Court issued its order denying the Receiver’s
25 motion for reconsideration, the Receiver has been in extensive discussions and
26 negotiations with various groups of investors representing a large percentage of the
27 total investor pool. These discussions and negotiations are ongoing as the Receiver
28 continues to attempt to protect the interests of all of the defrauded investors while

1 respecting the varying interests and perspectives of the investors. As a result of
2 these ongoing discussions, the Receiver is not yet in a position to describe with
3 certainty how it intends to file bankruptcy on High Park's behalf, only that it will
4 absolutely do so (or as described below, others will do so on behalf of High Park)
5 within three days of the date the Court rules on certain pre-bankruptcy wind-up
6 motions described below in Section III.

7 The continuing discussions with the investors cover potential agreements for
8 the Receiver as debtor-in-possession to work closely with an investor committee to
9 protect the interests of the investors, create maximum property values, control
10 administrative and property expenses, and use the skills and resources of investors
11 when possible. Any such agreements must be approved by the bankruptcy court
12 after the bankruptcy petition is filed. The discussions have also covered whether
13 the recovery would be more efficiently and economically resolved if two investor
14 groups form a reconstituted board of directors to operate High Park in bankruptcy.
15 The Receiver intends to conclude discussions with the investors, to complete its
16 analysis of bankruptcy options and to present its recommendation for a bankruptcy
17 proceeding to the Court on or before the date the Court hears two motions related to
18 the completion of the pre-bankruptcy phase of this case described below.

19 Depending upon the results of these ongoing discussions, the Receiver
20 intends that bankruptcy will be filed in one of the following three ways:

21 1. The bankruptcy proceeding will be filed by the Receiver under
22 Chapter 11 of the Bankruptcy Code, acting as High Park's debtor-in-possession.

23 2. The group denominated as the Coleman Group represented by Mr.
24 Kieviet, and the group designated as the Irwin Group, represented by Mr. Douthit,
25 have previously expressed an interest in forming a board of directors to operate
26 High Park in bankruptcy. Assuming these groups, or perhaps others, bring on for
27 hearing a motion at or before the time the Court rules on the Receiver's pre-
28 bankruptcy wind-up motions described below, seeking and obtaining an order

1 designating specific investors to replace High Park's existing board of directors for
2 the purpose of operating High Park as debtor-in-possession in Chapter 11, the
3 bankruptcy would be instituted by that substitute board of directors acting on behalf
4 of High Park as its debtor-in-possession under Chapter 11. The Receiver would
5 have no ongoing responsibilities at that point.

6 3. Alternatively, the Receiver will file a Chapter 7 liquidation proceeding
7 on behalf of High Park, in which event a Chapter 7 Trustee would be appointed
8 over High Park. The Receiver would have no ongoing responsibilities under this
9 alternative.

10 Once again, the Receiver commits to one of these three alternatives being
11 implemented. If this Court does not issue an order designating a reconstituted
12 board of directors and empowering that board of directors to file Chapter 11 on
13 behalf of High Park as debtor-in-possession, the Receiver will file either a Chapter
14 11 as debtor-in-possession or a Chapter 7 within three days following the Court's
15 order on the Receiver's pre-bankruptcy motions described above. During this brief
16 interim period, the Receiver will continue discussions with and seek input from the
17 various investor groups in an effort to attempt to ultimately file bankruptcy in a
18 manner most advantageous to the investors, respecting their varying positions,
19 opinions and judgments.

20 **III. THE RECEIVER PROPOSES TO HAVE A BANKRUPTCY**
21 **PROCEEDING INITIATED NOT LATER THAN THREE DAYS**
22 **FROM THE DATE THE COURT HEARS AND DETERMINES TWO**
23 **MOTIONS RELATED TO THE COMPLETION OF THE PRE-**
24 **BANKRUPTCY PHASE OF THIS CASE**

25 Now that the High Park proceeding will be in bankruptcy court, it is
26 appropriate for the District Court to make various determinations at the conclusion
27 of the pre-bankruptcy phase of this matter. Specifically, it is appropriate for the
28 Receiver to file a Final Pre-Bankruptcy Report and Accounting and to make a

1 motion to this Court for approval thereof. The Receivership Order provides, at
2 Section VI.D., that the Receiver is “to make an accounting, as soon as practicable,
3 to this Court and the Commission of the assets and financial condition of High Park
4 and Harbor Financial, and the assets under their management . . . and to file the
5 accounting with the Court and deliver copies thereof to all parties;” This was
6 accomplished in its report filed November 22, 2005. Additionally, Local Rule L.R.
7 66-6.1 requires semi-annual reports showing the receipts and expenditures of the
8 receivership and all acts and transactions performed in the receivership. Therefore,
9 it is appropriate at this point for the Receiver to file its initial semi-annual report
10 and accounting as part of the process of winding up the pre-bankruptcy phase of
11 this case and file a motion for approval of same.

12 Additionally, Section XII of the Preliminary Injunction Order provides that
13 all applications for costs, fees and expenses for services rendered in connection
14 with the receivership other than routine and necessary business expenses be made
15 by application heard by this Court. *See also* Local Rule L.R. 66-7(f). Therefore,
16 now that this phase of the case is coming to an end, it is appropriate for this Court
17 to rule on the fees and expenses incurred by the Receiver, and the Receiver will file
18 a motion seeking approval and payment of these fees and expenses.

19 To enable the bankruptcy case to be filed as expeditiously as possible, the
20 Receiver will file both of these motions not later than June 30, 2006 and will
21 request that the Court set these motions for hearing on shortened time to be heard
22 no later than July 17, 2006. Once these motions are heard and determined, the
23 Receiver proposes to have a bankruptcy filed not later than three days from the date

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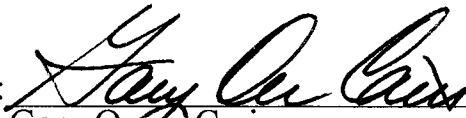
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1 the Court rules. As noted above, any motion brought by investors to replace High
2 Park's board of directors for the purpose of operating High Park as a debtor-in-
3 possession could be brought for hearing concurrently with those motions.

4
5 Dated: June 26, 2006

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Lesley Anne Hawes

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11 SECURITIES AND EXCHANGE
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14 HIGH PARK INVESTMENT GROUP,
15 INC., a Nevada corporation, HARBOR
FINANCIAL INVESTMENT GROUP,
16 INC., a Nevada corporation, EDWARD
R. SHOWALTER,

17 Defendants.
18

CASE NO. SACV 05-1090 CJC
(MLGx)

**PROOF OF SERVICE BY MAIL RE
RECEIVER'S PROPOSED PLAN
REGARDING INITIATION OF
BANKRUPTCY PROCEEDING**

[NO HEARING REQUIRED]

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PROOF OF SERVICE BY MAIL

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the aforesaid county, State of California; I am over the age of 18 years and not a party to the within action; my business address is **444 South Flower Street, Los Angeles, California 90071.**

On June 26, 2006, I served the **RECEIVER'S PROPOSED PLAN REGARDING INITIATION OF BANKRUPTCY PROCEEDING** on the interested parties in this action by placing the **true copy**/original thereof, enclosed in a sealed envelope, postage prepaid, addressed as follows:

SEE ATTACHED MAILING LIST.


I am readily familiar with the business practice of my place of employment in respect to the collection and processing of correspondence, pleadings and notices for mailing with United States Postal Service.

The foregoing sealed envelope was placed for collection and mailing this date consistent with the ordinary business practice of my place of employment, so that it will be picked up this date with postage thereon fully prepaid at Los Angeles, California, in the ordinary course of such business.

(STATE) I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

(FEDERAL) I declare under penalty of perjury that the foregoing is true and correct, and that I am employed at the office of a member of the bar of this Court at whose direction the service was made.

Executed on June 26, 2006 at Los Angeles, California.



Signature

Pamela A. Coates

Print Name

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5	Melchor Oronoz Trust	Oreck Family Trust
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7	The Coleman Family Trust	Mahfooz Alam and Asif Tabba
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White Plains, NY 10605

24 Aesco Technologies, Inc.
25 17782 Georgetown Lane
26 Huntington Beach, CA 92647

Alvarez Check Cashing
116 East Fourth Street
Santa Ana, CA 92701

27 American Leak Detection
28 304 North Townsend, Suite D
Santa Ana, CA 92703

Arrowhead Waters
c/o Caine & Weiner
P.O. Box 8500
Van Nuys, CA 91409-8500

29 Budget Press, Inc. dba Spectrum
30 c/o National Headquarters
31 3080 Valmont Road, Suite 290
32 Boulder, CO 80301

Compton Hauling
c/o Allied Interstate
31229 Cedar Valley Drive
Westlake Village, CA 91362

33 Construction Tech Labs Inc.
34 c/o Transworld Systems
35 20335 Ventura Boulevard, #320
36 Woodland Hills, CA 91364

CR&R
P.O. Box 156
Stanton, CA 90680-1056

37 CR&R
38 c/o J. J MacIntyre Company
39 P.O. Box 78150
40 Corona, CA 92877-0121

CTL Group
5400 Old Orchard Road
Skokie, IL 60077-1030

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5 Montebello, CA 90640

Dow Jones & Company
P.O. Box 300
Princeton, NJ 08543-0300

6 Alan White
7 5825 Mission Road
8 Fort Mojave, CA 86426

Federal Express
c/o North Shore Agency, Inc.
2005 Corporate Plaza, 2nd Floor
Memphis, TN 38132-1702

9 FedEx
10 P.O. Box 7221
11 Pasadena, CA 91109-7321

First Debris Hauling & Demolition
P.O. Box 693
Dana Point, CA 92629

12 Ford Graphics
13 P.O. Box 1507
14 South Pasadena, CA 91031-1507

Hetherington Engineering, Inc.
5205 Avenida Encinas, Suite A
Carlsbad, CA 92008-4369

15 Incorp Services, Inc.
16 P.O. Box 94438
17 Las Vegas, NV 89193-4438

Integral Air Conditioning
15 Cinnamon Teal
Aliso Viejo, CA 92656

18 Intelesys Communications
19 1196 North Park Avenue
20 Pomona, CA 91768

Paul Young
13626 Parise Drive
La Mirada, CA 90638

21 J R N Civil Engineers
22 3551 Camino Mira Costa, Suite Q
23 San Clemente, CA 92672

Kimco Staffing Services Inc.
Dept. #2023
Los Angeles, CA 90084-2023

24 Konica Minolta Business
25 100 Williams Drive
26 Ramsey, NJ 07446

Las Virgenes Municipal Water District
4232 Las Virgenes Road
Calabasas, CA 91302-1994

27 Los Angeles County Tax Collector
28 P.O. Box 54018
Los Angeles, CA 90054-0018

Los Angeles Department of Water and Power
P.O. Box 515407
Los Angeles, CA 90051-6707

Los Angeles Times
c/o Dyne, Friedland & Omrani
P.O. Box 7020
Van Nuys, CA 91409

Mammoth Community Water District
P.O. Box 2117
Mammoth Lakes, CA 93546-2117

MCI
P.O. Box 371838
Pittsburg, PA 15250-7838

Meyer and Associates
23265 South Pointe Drive, Suite 102
Laguna Hills, CA 92653

MJM Consulting Structural Engineering
1623 South Hayworth Avenue
Los Angeles, CA 90035

Monetary Management of CA, Inc.
d/b/a Money Mart
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Moulton Niguel Water
P.O. Box 30204
Laguna Niguel, CA 92607-0204

7 Orange County Tax Collector
8 P.O. Box 1982
9 Santa Ana, CA 92702-1982

Paetec Communications
One Paetec Plaza
600 Willowbrook Office Park
Fairport, NY 14450

10 Parker, Michael
11 4493 Torrey Pines Drive
12 Chino Hills, CA 91709

Peter and Associates
1519 Calle Valle
San Clemente, CA 92672

13 Professional Engineering Services, Inc.
14 P.O. Box 3041
15 Lake Havasu City, AZ 86405-3041

Rusher Air Conditioning, Inc.
c/o Devirian & Shinmoto
11400 West Olympic Boulevard, Suite 200
Los Angeles, CA 90064

16 San Diego Gas & Electric
17 P.O. Box 25111
18 Santa Ana, CA 92799-5111

SBC
Payment Center
Sacramento, CA 95887-0001

19 Sea Pointe Estates
20 39 Argonaut, Suite 100
21 Aliso Viejo, CA 92656-1423

Sea Pointe Estates HOA
c/o McIntyre Law Group
P.O. Box 1098
Huntington Beach, CA 92647

22 Southern California Gas Company
23 ML 711D
24 P.O. Box 2007
25 Monterey Park, CA 91754-0957

Sprint PCS
c/o West Asset Management
P.O. Box 723115
Atlanta, GA 31139-0115

26 State of California
27 Board of Equalization
28 P.O. Box 942879
Sacramento, CA 94279-0001

State of California
Employment Development Department
800 Capitol Mall, MIC 83
Sacramento, CA 95814

State of California
Franchise Tax Board
P.O. Box 942857
Sacramento, CA 94257-0511

Steven Enterprises, Inc.
P.O. Box 16307
Irvine, CA 92623-6307

Supply Line Building Materials
32821 Calle Perfecto
San Juan Capistrano, CA 92675

The Gas Company
P.O. Box C
Monterey Park, CA 91756

Transpacific Currency Services, Inc.
14151 Red Hill Avenue
Tustin, CA 92780

UPAC
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Lenexa, KS 66214

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6 Tucson, AZ 85711-2345

7 UPS
8 c/o OSI Collection Services, Inc.
9 P.O. Box 6110
10 Westerville, OH 43086-6110

11 Verizon Wireless
12 P.O. Box 9622
13 Mission Hills, CA 91346-9622

14 Adrian Aguilera
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16 Westminster, CA 92683

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