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12 Attorneys for Federal Plaintiff

13 **IN THE UNITED STATES DISTRICT COURT**  
 14 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**

15 <b>UNITED STATES OF AMERICA,</b>	)	
16 <b>Plaintiff,</b>	)	<b>E-Filing</b>
17 <b>v.</b>	)	
18 <b>ALTOTECH, II L.P.,</b>	)	<b>Civil Case No. C06 3879 SC</b>
19 <b>Defendant.</b>	)	<b>Date:</b>
	)	<b>Time:</b>
	)	<b>Room:</b>

20 **WIND UP ORDER**

21 This matter came upon the Stipulation/Motion of the Small Business Administration as  
 22 Receiver for AltoTech II, L.P. (“ALT”) for an Order Approving the Procedures for Winding Up  
 23 and Terminating the Receivership. After careful consideration, this Court, being duly advised on  
 24 the merits of the Motion,  
 25

26 **HEREBY ORDERS AND DECREES THAT:**

- 27 1. The Receiver’s Motion is granted in its entirety;

1           2.       The Receiver's agents will perform all final administrative and accounting tasks  
2 necessary to windup and close the CEO receivership estate in an orderly manner, and to  
3 discharge the Receiver and its agents. These tasks will include, but are not limited to, finalizing  
4 the receivership accounting books and records, including the preparation of cash information to  
5 enable the general partner, AltoTech Ventures LLC to file the tax return(s) for tax year 2010 and  
6 other tax returns that may come due after the termination of the receivership, arranging for the  
7 return of control of ALT to its general partner, remitting payments or assigning assets from the  
8 estate to SBA and delivering ALT's books and records to the Federal Records Center.

10           3.       Any expenses associated with the winding up and closing procedures shall be  
11 charged and payable as administrative expenses of the ALT receivership estate.

13           4.       The Receiver is authorized to prepay monies to the agents, accountants and others  
14 to facilitate the closing of the ALT receivership after the receivership bank account is closed.  
15 Any prepaid funds not expended in the closing of the ALT receivership will be remitted to SBA.

16           5.       The Receiver will transfer and/or assign the remaining asset of ALT to SBA. The  
17 transfer and/or assignment documents will provide for the conditional assignment, transfer and  
18 delivery of the assets to the SBA, to the attention of Charlotte Johnson, Financial Analyst, Office  
19 of SBIC Liquidation, Investment Division, U.S. Small Business Administration, 409 Third  
20 Street, S.W., Sixth Floor, Washington, D.C. 20416. The conditional transfer and/or assignment  
21 documents will provide an acknowledgment that funds shall be distributed by SBA to the entities  
22 approved by, and in the priority of payment approved by, this Court in its June 30, 2010 Order  
23 (docket #101).

26           6.       The Receiver is authorized to appoint and authorize either Gerry McClure of  
27 Equity Growth Partners, LLC, Principal Agent for the Receiver, or Charlotte Johnson, Financial  
28

1 Analyst, Office of SBIC Liquidation, or such other agent or employee as SBA in its sole  
2 discretion shall designate, to sign and execute on behalf of, and as agent for, the Receiver, any  
3 and all papers necessary to effect any transfer(s) and assignment(s) to SBA as described in  
4 paragraph 5, above, and (ii) sign and execute on behalf of, and as agent for, any and all papers  
5 necessary to wind up and close the ALT receivership.  
6

7 7. Within ninety (90) days after receiving notification of the entry of the Final Order  
8 by the Court, the Receiver shall transfer and deliver the accounting records of the ALT  
9 receivership that may be necessary to enable ALT to prepare and file tax returns for 2010 and  
10 other tax returns that may become due after termination of the ALT receivership to its general  
11 partner, AltoTech Ventures LLC.  
12

13 8. Any files not delivered to, or not accepted by, the general partner of ALT shall be  
14 transferred to SBA and delivered to the Federal Record Center. SBA is authorized to dispose of  
15 these records and files six years from the date of entry of the proposed Order. In the event that  
16 ALT 's general partner or limited partners wish to obtain copies of such documents, such persons  
17 be ordered to serve a written request upon SBA, to the attention of Charlotte Johnson, Financial  
18 Analyst, Office of SBIC Liquidation, Investment Division, U.S. Small Business Administration,  
19 409 Third Street, S.W., Sixth Floor, Washington, D.C. 20416 within six years after the entry of a  
20 Final Order terminating the receivership estate.  
21

22 9. The Receiver is authorized to surrender ALT's SBIC license to the SBA, to the  
23 attention of Charlotte Johnson, Financial Analyst, Office of SBIC Liquidation, Investment  
24 Division U.S. Small Business Administration, 409 Third Street, S.W., Sixth Floor, Washington,  
25 D.C. 20416, and SBA is authorized to revoke said SBIC license.  
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1           10.     The Receiver shall file a Final Receiver's Report with the Court confirming that it  
2 has completed the procedures enumerated in this Order for winding up the receivership. The  
3 Receiver shall attach, as an exhibit to the Final Receiver's Report, a Final Cash Receipts and  
4 Disbursements Summary from the date of inception of the ALT receivership, June 21, 2006,  
5 through the date of closing of the receivership bank account.  
6

7           11.     The Receiver is authorized to unconditionally transfer and return control of ALT  
8 to its general partner, AltoTech Ventures LLC which transfer shall not be effective unless and  
9 until the Receiver has completed its duties under this Order and unless and until this Court enters  
10 an Order discharging the Receiver.  
11

12           12.     The Receiver shall notify the general partner and limited partners of ALT of the  
13 proposed wind up and closing of the receivership, the proposed revocation of the SBIC license,  
14 and the proposed transfer of control of ALT to its general partner.  
15

16           **PURSUANT TO STIPULATION OF THE PARTIES, IT IS SO ORDERED:**  
17

18           In San Francisco, California \_\_30\_\_ day of \_\_July\_\_, 2010.  
19

20  
21           THE HONORABLE  CONTI  
22           UNITED STATES DISTRICT COURT JUDGE  
23

24           APPROVED AS TO FORM AND CONTENT:  
25

26           \_\_\_\_\_  
27           ARLENE P. MESSINGER  
28           Attorney for Defendant, SBA as Receiver for  
            Receiver for AltoTech II, L.P.

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17

18           In San Francisco, California \_\_\_\_\_ day of \_\_\_\_\_, 2010.  
19

20  
21           \_\_\_\_\_  
22           THE HONORABLE SAMUEL CONTI  
23           UNITED STATES DISTRICT COURT JUDGE

24           APPROVED AS TO FORM AND CONTENT:

25             
26           \_\_\_\_\_  
27           ARLENE P. MESSINGER  
28           Attorney for Defendant, SBA as Receiver for  
            Receiver for AltoTech II, L.P.

[APPROVED AS TO FORM AND CONTENT:]

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Edwin L Joe 7/13/10  
EDWIN L. JOE  
Special Assistant U. S. Attorney  
Attorney for Plaintiff, United States of America