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10 UNITED STATES DISTRICT COURT
 11 NORTHERN DISTRICT OF CALIFORNIA
 OAKLAND DIVISION

12 UNITED STATES OF AMERICA,)	E-Filing
)	
13 Plaintiff,)	Case No: C 04-4351 SBA
)	HON. SAUNDRA BROWN ARMSTRONG
)	
14 v.)	Date:
)	Time:
15 PROSPERO VENTURES, L.P.)	Room: Ctrm 3, 1301 Clay St., Oakland
)	
16 Defendant.)	
)	

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 20 **STIPULATED ORDER APPROVING THE PROCEDURES FOR WINDING UP AND**
 21 **TERMINATING THE RECEIVERSHIP**

22 This matter comes before the Court on the Stipulation of the United States of America
 23 (“USA”) for its agency the U.S. Small Business Administration (“SBA”), Plaintiff, and the U.S.
 24 SBA in its capacity as Receiver (“Receiver”) for Prospero Ventures, L.P. (“Prospero”) (f/k/a
 25 Dotcom Ventures, L.P., f/k/a ASCII Ventures, L.P.), Defendant, for Entry of an Order
 26 Approving the Procedures for Winding Up and Terminating the Receivership, and this Court
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C 04-4351 SBA - ORDER APPROVING THE PROCEDURES FOR WINDING UP AND
 TERMINATING THE RECEIVERSHIP

1 being duly advised as to the merits, and there being no opposition,

2 THE COURT FINDS THAT:

3 (1) The relief proposed by the Plaintiff and Defendant in their Stipulation/Motion filed
4 herein is reasonable, necessary and in the best interest of the Prospero Receivership Estate.

5 IT IS HEREBY ORDERED AND DECREED THAT:

6 1. The parties' Stipulation/Motion (1) to reopen this case and (2) for Entry of an Order
7 Approving the Procedures for Winding Up and Terminating the Receivership are both
8 **GRANTED**; and

9 2. The Receiver's agents will perform all final administrative and accounting tasks
10 necessary to wind up and close the Prospero receivership estate in an orderly manner, and to
11 discharge the Receiver and its agents. These tasks will include, but are not limited to, finalizing
12 the receivership accounting books and records, arranging for the return of control of Prospero to
13 its General Partner, Prospero Investments, LLC, remitting payments and/or assigning assets from
14 the estate in accordance with this Court's October 31, 2006 Order as funds permit, and delivering
15 Prospero's post-receivership records to the Federal Records Center.

16 3. This Court approves and confirms the form and manner of the procedures for
17 winding up and closing the Prospero receivership as set forth in the Motion filed by the Receiver.
18 Within ninety (90) days of receipt of notification of the entry of this Wind-Up Order, the
19 Receiver and its agents shall perform any and all final administrative and accounting tasks
20 necessary to implement the provisions of this Wind-Up Order in order to windup and terminate
21 the Prospero receivership and discharge the Receiver, its agents, attorneys, contractors, the SBA,
22 and its employees, and all other persons who have acted on the Receiver's behalf.

1 4. Any and all expenses associated with the windup and closing procedures shall be
2 and are hereby chargeable and payable as administrative expenses of the Prospero receivership.
3 The Receiver is hereby authorized to prepay monies to the Receiver's agents, accountants and
4 others to facilitate the closing of the receivership after the Prospero receivership bank account is
5 closed. Any funds not expended in the closing of the Prospero receivership shall be remitted to
6 SBA, Prospero's Preferred Limited Partner, in accordance with this Court's October 31, 2006
7 Order.
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9 5. In accordance with this Court's October 31, 2006 Order, the Receiver is hereby
10 ordered to transfer and/or assign all the remaining assets of Prospero, whether legal or equitable,
11 acquired through stock purchases, mortgage, pledge, assignment, delivery or otherwise, whether
12 real property, personal property or mixed to SBA, Prospero's Preferred Limited Partner. The
13 transfer and assignment documents to SBA will provide for the unconditional assignment,
14 transfer and delivery of the assets to SBA, to the attention of Abraham A. Speight, Financial
15 Analyst, Office of SBIC Liquidation, Investment Division, U.S. Small Business Administration,
16 409 Third Street, S.W., Sixth Floor, and Washington, D.C. 20416.
17

18 6. This Court hereby appoints and authorizes either Brian S. Stern, Principal Agent
19 for the Receiver, or Abraham A. Speight, Financial Analyst, Office of SBIC Liquidation, or such
20 other agent or employee as SBA in its sole discretion shall designate, to sign and execute on
21 behalf of, and as agent for, the Receiver, any and all papers necessary to effect any
22 transfer(s) and assignment(s) to SBA as described in paragraph 5, above, and (ii) sign and
23 execute on behalf of, and as agent for, any and all papers necessary to wind up and close the
24 Prospero receivership.
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1 7. Within ninety (90) days after receiving notification of the entry of the Wind-Up
2 Order by the Court, the Receiver shall transfer and deliver the accounting records of the Prospero
3 receivership that may be necessary to enable Prospero to prepare and file any tax returns that
4 may become due after the termination of the Prospero receivership, to Prospero's General
5 Partner, Prospero Investments, LLC.
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7 8. Any files not delivered to, or not accepted by, the general partner of Prospero
8 shall be transferred to SBA and delivered to the Federal Record Center. SBA is authorized to
9 dispose of these records and files six years from the date of entry of the proposed Order. In the
10 event that Prospero's general or limited partners wish to obtain copies of such documents, such
11 partners are ordered to serve a written request upon SBA, to the attention of Abraham A.
12 Speight, Financial Analyst, Office of SBIC Liquidation, Investment Division, U.S. Small
13 Business Administration, 409 Third Street, S.W., Sixth Floor, Washington, D.C. 20416 within
14 six years after the entry of the Wind-Up Order.
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17 9. The Receiver is hereby authorized and ordered to surrender Prospero's SBIC
18 license to the SBA, to the attention of Abraham A. Speight, Financial Analyst, Office of SBIC
19 Liquidation, Investment Division, U.S. Small Business Administration, 409 Third Street, S.W.,
20 Sixth Floor, Washington, D.C. 20416, and the SBA is hereby authorized to revoke said license
21 upon entry of this Wind-Up Order.
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23 10. Upon completion of the tasks set forth in this Wind-Up Order, the Receiver is
24 hereby ordered to file a Final Receiver's Report with this Court which Report shall confirm that
25 the Receiver has completed the procedures enumerated in the Wind-Up Order for winding up
26 and closing the Prospero receivership estate. The Receiver is further ordered to attach, as an
27 exhibit to the Final Receiver's Report, a Final Cash Receipts and Disbursements Summary from
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1 the date of inception of the Prospero receivership, October 20, 2004, through the date of the
2 closing of the Prospero receivership bank account.

3 11. Control of Prospero will be unconditionally transferred and returned to Prospero's
4 General Partner, Prospero Investments, LLC, c/o Stephen Hyndman, Managing Member,
5 Prospero Investments, LLC, 175 Lundys Lane, San Francisco, CA 94110-5128, his last known
6 address. The transfer shall not be effective unless and until the Receiver has completed its duties
7 under this Wind-Up Order, and unless and until this Court enters an Order discharging the
8 Receiver.
9 Receiver.

10 12. The Receiver is hereby ordered to serve a copy of this Wind-Up Order
11 upon the general and limited partners of Prospero c/o Stephen Hyndman, Managing Member,
12 Prospero Investments, LLC, 175 Lundys Lane, San Francisco, CA 94110-5128, his last known
13 address.
14 address.

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24 PURSUANT TO STIPULATION OF THE PARTIES, IT IS SO ORDERED:

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26 This 21st day of July 2010, in Oakland, California.
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HON. SAUNDRA BROWN ARMSTRONG
United States District Judge

APPROVED AS TO FORM AND CONTENT:

ARLENE P. MESSINGER
Attorney for Defendant, SBA as Receiver for
Prospero Ventures, LP

EDWIN L. JOE
Special Assistant U. S. Attorney
Attorney for Plaintiff, United States of America

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stip windup order