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13 UNITED STATES DISTRICT COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 OAKLAND DIVISION

16
17 UNITED STATES OF AMERICA,
18 Plaintiff,
19 vs.
20 PACIFIC MEZZANINE FUND, L.P.
21 Defendant.

Case No. 10-CV-04664-CW

**ORDER GRANTING MOTION FOR
APPROVAL OF PROCEDURES TO
WIND UP AND TERMINATE
RECEIVERSHIP ESTATE**

Date: March 6, 2014
Time: 2:00 p.m.
Location: Courtroom 2 – 4th Floor
1301 Clay Street
Oakland, CA 94612
Judge: Hon. Claudia Wilken

1 This matter comes before the Court on the motion of the U.S. Small Business
2 Administration (“SBA”) as Receiver (“Receiver”) for Pacific Mezzanine Fund, L.P. (“PMF” or
3 “Pacific”) to re-open the case for entry of an order approving the procedures for winding up and
4 terminating the receivership estate, and, this Court being duly advised as to the merits,

5 HEREBY ORDERS THAT:

6 1. The Receiver's Motion For Entry of an Order Approving the Procedures for
7 Winding Up and Terminating the Receivership Estate is **GRANTED**; and

8 2. The Receiver’s agents will perform all administrative and accounting tasks
9 necessary to wind up and close the Pacific receivership estate in an orderly manner, and to
10 discharge the Receiver and its agents. These tasks will include, but are not limited to,
11 (1) finalizing the receivership accounting books and records, including the preparation of
12 information to file the tax return for the tax year 2013 and a final tax year 2014 tax return,
13 (2) taking the necessary action to dissolve the PMF partnership; (3) remitting payments or
14 assigning assets and/or claims from the estate in accordance with this Court’s February 28, 2010
15 Order; and (4) delivering Pacific’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 Pacific 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 administrative and accounting tasks necessary
20 to implement the provisions of this Wind Up Order in order to windup and terminate the Pacific
21 receivership and discharge the Receiver, its agents, attorneys, contractors, SBA, and its
22 employees, and all other persons who have acted on the Receiver’s behalf.

23 4. Any and all expenses associated with the windup and closing procedures shall be
24 and are hereby chargeable and payable as administrative expenses of the Pacific receivership.
25 The Receiver is hereby authorized to prepay monies to the Receiver’s agents, accountants and
26 others to facilitate the closing of the receivership after the Pacific receivership bank account is
27 closed. Any funds not expended in the closing of the Pacific receivership shall be remitted to
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1 SBA, the remaining creditor of Pacific, in accordance with the Court's February 28, 2012 Order,
2 after a final reconciliation is completed post termination of the Pacific's receivership estate.

3 5. In accordance with this Court's February 28, 2012 Order, the Receiver is hereby
4 ordered to transfer and/or assign all the remaining assets of Pacific, whether legal or equitable,
5 acquired through stock purchases, mortgage, pledge, assignment, delivery or otherwise, whether
6 real property, personal property or mixed to SBA, Pacific's remaining creditor. The transfer and
7 assignment documents to SBA will provide for the unconditional assignment, transfer and
8 delivery of the assets to SBA, to the attention of Angela Wingard-Brusch, Financial Analyst,
9 Office of SBIC Liquidation Investment Division, U.S. Small Business Administration, 409 Third
10 Street, S.W., Sixth Floor, and Washington, D.C. 20416.

11 6. This Court hereby appoints and authorizes (a) James Adams, Principal Agent for
12 the Receiver, (b) Angela Wingard-Brusch, Financial Analyst, Office of SBIC Liquidation, or
13 (c) such other agent or employee as SBA in its sole discretion shall designate, to sign and
14 execute on behalf of, and as agent for, the Receiver, any and all papers necessary to effect any
15 transfer(s) and assignments (s) to SBA as described in paragraph 5, above, and to sign and
16 execute on behalf of, and as agent for, any and all papers necessary to wind up and close the
17 Pacific receivership and take the necessary action to terminate PMF in the State of California.

18 7. Within ninety (90) days after receiving notification of the entry of the Wind-Up
19 Order by the Court, the Receiver shall prepare and file tax returns for 2013 and a final tax return
20 for 2014. The Receiver is authorized to transfer such accounting records to SBA for delivery to
21 the Federal Records Center. Parties wishing to obtain copies of such accounting records are
22 ordered to serve a written request upon SBA, to the attention of Angela Wingard-Brusch,
23 Financial Analyst, Office of SBIC Liquidation Investment Division, U.S. Small Business
24 Administration, 409 Third Street, S.W., Sixth Floor, Washington, D.C. 20416 within six
25 (6) years after entry of the Final Order.

26 8. The Receiver is hereby authorized and ordered to surrender Pacific's SBIC
27 license to SBA, to the attention of Angela Wingard-Brusch, Office of SBIC Liquidation,
28 Investment Division, U.S. Small Business Administration, 409 Third Street, S.W., Sixth Floor,

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1 Washington, D.C. 20416, and SBA is hereby authorized to revoke said license upon entry of this
2 Wind Up Order.

3 9. Upon completion of the tasks set forth in this Wind Up Order, the Receiver is
4 hereby ordered to file a Final Receiver's Report with this Court which Report shall confirm that
5 the Receiver has completed the procedures enumerated in the Wind-Up Order for winding up
6 and closing the Pacific receivership estate and dissolving the PMF partnership. The Receiver is
7 further ordered to attach, as an exhibit to the Final Receiver's Report, a Final Cash Receipts and
8 Disbursements Summary from the date of inception of the Pacific receivership. November 15,
9 2010, through the date of the closing of the Pacific bank account or through the date of last
10 activity in Pacific, whichever is later in time.

11 10. The Receiver is hereby ordered to serve a copy of this Wind Up Order upon the
12 general and limited partners of Pacific.

13 **IT IS SO ORDERED.**

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15 Dated: 4/21/2014



HONORABLE CLAUDIA WILKEN
UNITED STATES DISTRICT JUDGE

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