

investment contract offered by any of the Defendants. It is further

II.

ORDERED that Mr. Roy M. Terry, Esq., is appointed Receiver for Defendant IFC, without bond. Defendant IFC and its assets, including all assets of any entities controlled by IFC are collectively referred to herein as "the Receivership Estate." No person holding or claiming any position of any sort with the Receiver Estate shall possess any authority to act by or on behalf of the Receivership Estate, except as authorized by the Receiver. All persons, including but not limited to the Defendants and their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, who receive actual notice of this Order by personal service or otherwise, are enjoined from in any way interfering with the operation of the Receivership or in any way disturbing the assets of Receivership Estate and from filing or prosecuting any actions or proceedings which involve the Receiver or which affect the Receivership Estate, specifically including any proceeding initiated pursuant to the United States Bankruptcy Code, except with the prior permission of this Court. It is further

III.

ORDERED that The Receiver shall have and possess all powers and rights to administer and manage the Receivership Estate, including, but not limited to the power and authority:

- (a) to take custody, control and possession of all records, assets, funds, property premises and other materials of any kind in the possession of or under the direct or

¹ As defined in the First Amended Complaint in this matter, International Fiduciary Corp., S.A. is a Virginia corporation with offices in Arlington, Virginia. IFC is also incorporated in Belize and has offices in Miami, Florida and Washington, D.C. IFC was incorporated in Virginia in July 2003. Upon information and belief, IFC was incorporated in Belize in September 2004.

indirect control of the Receivership Estate and, until further order of this Court;

(b) to manage, control, operate and maintain the Receivership Estate, to use income, earnings, rents and profits of the Receivership Estate, with full power to sue for, collect, recover, receive and take into possession all goods, chattels, rights, credits, monies, effects, lands, books and records of accounts and other documents, data and materials;

(c) to conduct any business operations of Defendant IFC and any entities Defendant IFC controls, including the collection of rents or continuation and termination or any employment arrangement and all other aspects of any active business operation;

(d) to make such ordinary and necessary payments, distributions, and disbursements as he deems advisable or proper for the marshaling, maintenance or preservation of the Receivership Estate;

(e) to sell, rent, lease or otherwise hypothecate or dispose of the assets of the Receivership Estate;

(f) to contact and negotiate with any creditors of Defendant IFC for the purpose of compromising or settling any claim, including the surrender of assets to secured creditors;

(g) to receive and collect any and all sums of money due or owing to Defendant IFC whether the same are now due or shall hereafter become due and payable, and is authorized to incur such expenses and make such disbursements as are necessary and

proper for the collection, preservation, maintenance, administration and operation of the Receivership Estate;

(h) to renew, cancel, terminate, or otherwise adjust any pending lease agreements to which Defendant IFC is a party;

(i) to institute, defend, compromise or adjust such actions or proceedings in state or federal courts now pending and hereafter instituted, as may in his discretion be advisable or proper for the protection and administration of the Receivership Estate;

(j) to institute such actions or proceedings to impose a constructive trust, obtain possession and/or recover judgment with respect to persons or entities who received assets or funds traceable to investor monies, with all such actions filed in this Court;

(k) to open bank accounts or other depository accounts, in the name of the Receiver on behalf of the Receivership Estate;

(l) to prepare any and all tax returns and related documents regarding the assets and operation of the Receivership Estate;

(m) to take any action which could be taken by the officers, directors, managers, members, partners, trustees or other principals of the Receivership Estate;

(n) to abandon any asset that, in the exercise of his reasonable business judgment, will not provide benefit or value to the Receivership Estate;

(o) to take such other action as may be approved by this Court;

(p) bring such legal actions based on law or equity in any state, federal, or foreign court as he deems necessary or appropriate in discharging his duties as

Receiver or on behalf of investors whose interests he is protecting; and,

(q) shall be at liberty and is hereby authorized and empowered to apply, upon such notice as they may consider necessary or desirable, to any other courts or administrative bodies in any other jurisdictions, whether in Canada or elsewhere, for orders recognizing the appointment of the Receiver by this Honorable Court and confirming the powers of the Receiver in such other jurisdictions. All courts of all other jurisdictions, the Honorable Courts of any Province of Canada in particular, are hereby respectfully requested to make such orders and provide such other assistance to the Receiver, as an officer of this Court, as they may deem necessary or appropriate in furtherance of the terms of this Order.

It is further

IV.

ORDERED that the Receiver shall be empowered, but is not required, to file a voluntary petition for relief under Title 11 of the United States Code (the Bankruptcy Code) for the Receivership Estate or any portion thereof. If a bankruptcy petition is filed, the Receiver shall become, and shall be empowered to operate the Receivership Estate as a debtor in possession, with all powers and duties provided to a debtor in possession under the Bankruptcy Code to the exclusion of any other person or entity. Without leave or further order of this Court, no person other than the Receiver is authorized to seek relief for any person or entity included within the Receivership Estate.

It is further

V.

ORDERED that with respect to the asset freeze imposed in this case, the Receiver shall be authorized, but not required, to administer, manage, and direct the marshaling, disbursement and/or transfer of monies or other assets held by third parties that are subject to the freeze. The Receiver may, in the reasonable exercise of his discretion, authorize the release, use or segregation of proceeds held by third parties. It is further

VI.

ORDERED that The Receiver shall perform an accounting of the offer and sale of investment contracts, bank deposit programs, or other securities that is outlined in the Commission's Complaint including, but not limited to, the Defendants' solicitation, receipt, disposition and use of the proceeds from such offering. It is further

VII.

ORDERED that the Defendants and their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, who receive actual notice of this Order, shall cooperate with the Receiver and the other professionals working with him in the administration of the Receivership Estate, including, but not limited to, the immediate delivery to the Receiver of the following:

- (a) all assets and other materials of the Receivership Estate in the possession or under their control, as well as the name and contact information of any person who has knowledge of the nature or location of assets or other materials belonging to the Receivership Estate;

- (b) business records of any kind, whether in hard copy or electronic format, including e-mail files and accounts, customer files, accounting and financial records, bank records and brokerage or other depository records;
- (c) insurance policies regarding any assets or persons that are in any way affiliated with the Receivership Estate, along with other information regarding insurance coverage or the absence thereof;
- (d) computers and computer files, including e-mail files, along with all passwords for such files, that belong to or are under the control of Defendant IFC or that in any way relate to the assets or the operation of the Receivership Estate;
- (e) passwords and other identifying information regarding all computer or on-line files, banking or brokerage accounts and/or any other assets of any of Defendant IFC or under their direct or indirect control, specifically including but not limited to, passwords for internet or electronic access banking, brokerage and other on-line accounts;
- (f) keys, security cards, parking cards and other access codes for premises, vehicles, safety deposit boxes or accounts or assets under the direct or indirect control of Defendant IFC; and,
- (g) such other information related to the Receivership Estate as the Receiver and those working with him reasonably request.

It is further

VIII.

ORDERED that any bank, brokerage firm, mutual fund or other financial institution or any other person, partnership, corporation or other entity maintaining or having custody or control of: (a) any brokerage or depository accounts or other assets of the Receiver Estate; or, (b) accounts into which proceeds of the subject investment offering(s) have been deposited; or, (c) accounts or assets under the direct or indirect control of the Defendants, who receives actual notice of this Order, shall:

- (i) freeze such accounts, funds or assets;
- (ii) within five (5) business days of receipt of such notice, file with the Court and serve on the Receiver and counsel for the Commission and for the Defendants a certified statement setting forth, with respect to each such account or other assets, the balance in the account or the description of the assets as of the close of business on the date of the receipt of the notice;
- (iii) promptly cooperate with the Receiver to determine whether and to what extent any accounts, funds or other assets are actually assets or proceeds of assets of the Receiver Estate;
- (iv) provide to the Receiver records of such funds, accounts and assets and tender said funds and/or the assets to the Receiver

To the extent that there are assets about which a determination of ownership cannot be made, they shall be turned over to the Receiver to be held in escrow pending a determination of the ownership of such assets. The Receiver is authorized to provide notice of the entry of this Order to any governmental agency, person or other entity he deems appropriate. Actual notice may be

accomplished by delivery of a copy of this Order by hand, U.S. mail, courier service, facsimile, by e-mail or by any other reasonable means of delivery. It is further

IX.

ORDERED that the Receiver is hereby authorized to make appropriate notification to the United States Postal Service to forward delivery of any mail addressed to Defendant IFC, above, or any company or entity under the direction or control of Defendant IFC, to any Post Office box or other mail depository, to himself. Further, the Receiver is hereby authorized to open and inspect all such mail, to determine the location or identity of assets or the existence and amount of claims. It is further

X.

ORDERED that the Receiver may investigate any matters he deems appropriate in connection with discovering additional information as it relates to the activities of the Receiver Estate. In connection with any such investigation, the Receiver is authorized to:

- (a) compel, including by subpoena, the appearance and testimony of all persons, including the Defendants (prior to and/or after the filing of responsive pleadings in this action) and the production of the originals of any records and materials, of any sort whatsoever, within the possession, custody or control of any person, though the Receiver's authority under this paragraph shall not be construed to require the waiver by any person of any validly asserted privilege; and,

(b) order consumer and credit reports that the he deems necessary and appropriate as a part of his investigation.

It is further

XI.

ORDERED that the Receiver may, in its discretion, file with this Court and serve upon the parties a supplement to its Preliminary Report (Docket No. 44) further setting out the identity, location and value of the Receivership Assets, and any liabilities pertaining thereto. In any supplement to the Preliminary Report, the Receiver shall consider and evaluate the economic viability and benefit to the Receivership Estate of continuing the development of any of the properties included within the Receivership Estate. It is further

XII.

ORDERED that absent express permission and leave by this Court, all actions by any creditors and other persons seeking money damages or other relief from the Receivership Estate and all others acting on behalf of any such creditors and other persons, including sheriffs, marshals, and all officers and deputies, and their respective attorneys, servants, agents and employees, are, until further order of this Court, hereby stayed. Further, all persons having notice of this Order, including creditors and others seeking money damages or other relief from the Receivership Estate, and all others acting on behalf of any such creditors and other persons, including sheriffs, marshals, and all officers and deputies, and their respective attorneys, servants, agents and employees, are restrained from doing anything to interfere with the Receiver performance of his duties and the administration of the Receivership Estate. Accordingly, all such persons are enjoined from filing or prosecuting

any actions or proceedings which involve the Receiver or which affect the Receivership Estate, specifically including any proceeding initiated pursuant to the United States Bankruptcy Code, except with the prior permission of this Court. Moreover, any such actions that are so authorized shall be filed in this Court. It is further

XIII.

ORDERED that the Receiver is authorized to communicate with all such persons as he deems appropriate to inform them of the status of this matter and the financial condition of the Receivership Estate. The Receiver is also hereby authorized to employ such employees, accountants, consultants, attorneys and other professionals, including employees of his own professional firm, as are necessary and proper for the administration of the Receiver Estate and the performance of his duties as set forth herein. The Receiver shall seek and obtain the approval of this Court prior to disbursement of professional fees and expenses to himself, his firm or his counsel, by presentation of a written application therefore, and after consultation with the Commission. All costs incurred by the Receiver shall be paid from the Receivership Estate. Upon notice to all parties in this case, the Receiver may submit a proposed order regarding an administrative process for the approval and payment of professional fees and expenses consistent with this provision. It is further

XIV.

ORDERED that upon the request of the Receiver, the United States Marshal's Office, in any judicial district, is hereby ordered to assist the Receiver in carrying out his duties to take possession, custody or control of, or identify the location of, any assets, records or other materials belonging to the Receivership Estate. It is further

XV.

ORDERED that the Receiver is authorized to remove any person from any premises or real estate that is owned or controlled by or that is otherwise part of the Receiver Estate. The Receiver shall keep counsel for the Commission and the Court apprised at reasonable intervals of developments concerning the operation of the receivership, and shall provide to the Commission and upon request copies of any documents under the control of the Receiver. It is further

XVI.

ORDERED that the Receiver shall promptly notify the Court and counsel for all parties of any failure or apparent failure of any Defendant to comply in any way with the terms of this Order. It is further

XVII

ORDERED that except for an act of gross negligence or intentional misconduct, the Receiver and all persons engaged or employed by him shall not be liable for any loss or damage incurred by any person or entity by reason of any act performed or omitted to be performed by the Receiver or those engaged or employed by him in connection with the discharge of their duties and responsibilities in connection with the receivership. It is further

XVIII.

ORDERED that this Court shall retain jurisdiction of this action for all purposes. The Receiver is hereby authorized, empowered and directed to apply to this Court, with notice to the Commission and Defendants, for issuance of such other orders as may be necessary and appropriate in order to carry out the mandate of this Court. It is further

XIX.

ORDERED that this Order will remain in effect until modified by further order of this Court.


It is further

XX.

ORDERED that this Court shall retain jurisdiction of this matter for all purposes.

The Clerk is directed to forward a copy of this Order to counsel of record.

ENTERED this 13 day of November, 2007.



Gerald Bruce Lee
UNITED STATES DISTRICT JUDGE
Alexandria, Virginia

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