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AEQUITAS MANAGEMENT, LLC; AEQUITAS HOLDINGS,  
LLC; AEQUITAS COMMERCIAL FINANCE, LLC; AEQUITAS  
CAPITAL MANAGEMENT, INC.; AEQUITAS INVESTMENT  
MANAGEMENT, LLC

IN THE UNITED STATES DISTRICT COURT  
  
FOR THE DISTRICT OF OREGON  
  
PORTLAND DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

AEQUITAS MANAGEMENT, LLC;  
AEQUITAS HOLDINGS, LLC;

No. 3:16-cv-00438-PK

**[PROPOSED]** ORDER GRANTING  
RECEIVER'S MOTION FOR AN ORDER  
AUTHORIZING SALE OF RESIDENTIAL  
REAL PROPERTY IN IDAHO, AND  
RELATED RELIEF



AEQUITAS COMMERCIAL FINANCE,  
 LLC; AEQUITAS CAPITAL  
 MANAGEMENT, INC.; AEQUITAS  
 INVESTMENT MANAGEMENT, LLC;  
 ROBERT J. JESENİK, BRIAN A. OLIVER;  
 and N. SCOTT GILLIS,

Defendants.

This matter having come before the Honorable Paul Papak on the Receiver's Motion for an Order Authorizing Sale of Residential Real Property in Idaho, and Related Relief (the "Motion"), and the Court, having given all counsel an opportunity to oppose the Motion and being fully advised in the premises, now, therefore,

THE COURT FINDS as follows:

A. On March 10, 2016, the Securities and Exchange Commission ("SEC") filed a complaint in this Court against the Entity Defendants<sup>1</sup> and three individual defendants, Robert J. Jesenik, Brian A. Oliver, and N. Scott Gillis.

B. On March 16, 2016, pursuant to the Stipulated Interim Order Appointing Receiver, the Receiver was appointed as receiver for the Entity Defendants and 43 related entities (together, the "Receivership Entity") on an interim basis (the "Interim Receivership Order"). On April 14, 2016, pursuant to the Order Appointing Receiver, the Receiver was appointed as receiver of the Receivership Entity on a final basis (the "Final Receivership Order").

C. Due, timely, and adequate notice of the Motion was given, and such notice was good, sufficient, and appropriate under the circumstances. No other or further notice of the Motion is or shall be required.

D. Approval of the Real Estate Purchase and Sale Agreement dated March 6, 2018,

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<sup>1</sup> Capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Motion.

between Aequitas Commercial Finance, LLC (“ACF”), as Seller, and John Swallow, as Buyer (the “Agreement”), that was submitted with the Motion, and the transactions described therein, including but not limited to the sale of the Property to Buyer and the Loan to Buyer (the “Transactions”), are in the best interests of the Receivership Entity, its creditors, and the Aequitas investors.

E. The Agreement was negotiated in a fair and reasonable manner under the circumstances. There is no evidence that the Receivership Entity, Receiver, or Buyer engaged in any conduct (including but not limited to collusion or fraud of any kind) that would cause or permit the Agreement or the sale of the Property to be avoided.

F. The Transactions are arms’-length transactions, proposed in the sound exercise of the Receiver’s business judgment, in good faith and for fair value. The Transactions are in the best interests of the Receivership Entity, and its creditors and investors. Buyer has at all times acted in good faith in connection with the negotiation of the Agreement and therefore is entitled to all the protections afforded good faith purchasers under applicable law.

G. The Court having reviewed the Motion, and having considered the presentations of counsel, and having considered any objections filed to the Motion, and it appearing that the Agreement is in the best interest of the Receivership Entity and its estate, creditors, and the Aequitas investors, and for good cause shown,

IT IS HEREBY ORDERED AND DECREED as follows.

1. The Motion is granted in its entirety.
2. All objections to the Motion that have not been withdrawn, waived, settled, or expressly reserved pursuant to the terms of this Order are hereby overruled.
3. The Agreement and ACF’s sale of the Property to Buyer on the terms set forth in the Agreement are approved.
4. The Receiver (including in his capacity acting for ACF) and Buyer are

authorized to execute, deliver, and perform all obligations and related documents as are necessary or appropriate to close the transactions contemplated by this Order and the Agreement.

5. The Receiver, on behalf of ACF, is authorized to quitclaim to Buyer any interest in a dock situated at the Real Property to the extent, if any, that the Receiver determines that he holds such an interest, without further notice or approval of this Court.

6. This Court shall retain jurisdiction over any issues relating to the Agreement and to enforce this Order.

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7. This Order shall be binding in all respects on all creditors and interest holders of the Receivership Entity, and their successors and assigns.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

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United States Magistrate Judge Paul Papak

SUBMITTED BY:

SCHWABE, WILLIAMSON & WYATT, P.C.

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