

Troy D. Greenfield, OSB #892534
Email: tgreenfield@schwabe.com
Alex I. Poust, OSB #925155
Email: apoust@schwabe.com
Lawrence R. Ream (Admitted *Pro Hac Vice*)
Email: lream@schwabe.com
Schwabe, Williamson & Wyatt, P.C.
Pacwest Center
1211 SW 5th Ave., Suite 1900
Portland, OR 97204
Telephone: 503.222.9981
Facsimile: 503.796.2900

Ivan B. Knauer (Admitted *Pro Hac Vice*)
Email: iknauer@swlaw.com
Snell & Wilmer LLP
1101 Pennsylvania Ave., N.W., Suite 300
Washington, DC 20004
Telephone: 202.802.9770
Facsimile: 202.688.2201

Attorneys for the Receiver for Defendants
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.

No. 3:16-cv-00438-JR

~~PROPOSED~~ ORDER APPROVING (1)
COMPROMISE OF AEQUITAS CORPORATE
LENDING'S CLAIMS AGAINST FIELDSTONE
FINANCIAL MANAGEMENT GROUP,
KRISTOFOR BEHN AND CHRISTINE BEHN,
AND (2) SETTLEMENT AGREEMENT

Page 1 - ~~PROPOSED~~ ORDER (1) APPROVING COMPROMISE OF
AEQUITAS CORPORATE LENDING'S CLAIMS AGAINST
FIELDSTONE FINANCIAL MGMT. GRP., KRISTOFOR
BEHN, AND CHRISTINE BEHN, AND (2) SETTLEMENT
AGREEMENT

PDX\129912\21514\1\AP\24748281.1

SCHWABE, WILLIAMSON & WYATT, P.C.
Attorneys at Law
Pacwest Center
1211 SW 5th Ave., Suite 1900
Portland, OR 97204
Telephone: 503.222.9981
Fax: 503.796.2900



1600438190204000000000004

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

Defendants.

On This matter having come before the Honorable Jolie A. Russo on the Receiver's Motion for Order Approving Compromise of Aequitas Corporate Lending's Claims Against Fieldstone Financial Management Group, Kristofor Behn and Christine Behn [Dkt. 670] (the "Motion"), and the Court, 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 Defendants¹ 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 on an interim basis (the "Interim Receivership Order"). On April 14, 2016, pursuant to the Final Receivership Order, the Receiver was appointed as receiver of the Entity Defendants and 43 related entities on a final basis.

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.

¹ Capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Order Appointing Receiver entered on April 14, 2016 (Dkt. 156) (the "Final Receivership Order").

D. It is in the best interests of the Receivership Entity, its creditors and investors to (1) approve a compromise of the claims of Aequitas Corporate Lending, LLC ("ACL") against Fieldstone Financial Management Group, LLC, Kristofor R. Behn, and Christine R. Behn (together, the "Fieldstone Parties"), and (2) approve and authorize the performance of the Settlement Agreement between the Receivership Entity and the Fieldstone Parties dated as of January 30, 2019 (the "Settlement Agreement"). [Dkt. 671, Exhibit 1].

E. The terms of the Receivership Entity's compromise with the Fieldstone Parties, as memorialized in the Settlement Agreement, are the result of good faith negotiations at arm's length after diligent investigation by the Receiver and, in the exercise of the Receiver's business judgment, are in the best interests of the creditors of, and investors in, the Receivership Entity.

The Court having reviewed the Motion, and being duly advised,

IT IS HEREBY ORDERED AND DECREED as follows.

1. The Motion is granted in its entirety.
2. (A) The Receivership Entity's compromise of claims against Fieldstone Financial Management Group, LLC, Kristofor R. Behn, and Christine R. Behn, and (B) the Settlement Agreement, are approved.
3. The parties to the Settlement Agreement are authorized to perform their obligations thereunder, and to take such actions and execute and deliver all documents and instruments required or reasonably contemplated thereby.

\\

\\

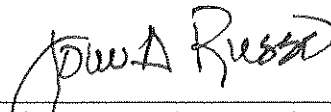
\\

\\

\\

4. 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 1st day of February, 2019.



United States Magistrate Judge Jolie A. Russo

SUBMITTED BY:

SCHWABE, WILLIAMSON & WYATT, P.C.

By: s/ Alex I. Poust, OSB #925155

Alex I. Poust, OSB #925155
apoust@schwabe.com
Troy D. Greenfield, OSB #892534
tgreenfield@schwabe.com
Lawrence R. Ream (Admitted Pro Hac Vice)
lream@schwabe.com
Telephone: 503.222.9981
Facsimile: 503.796.2900

Ivan B. Knauer (Admitted Pro Hac Vice)
iknauer@swlaw.com
SNELL & WILMER LLP
Telephone: 202.802.9770
Facsimile: 202.688.2201

Attorneys for the Receiver for Defendants
Aequitas Management, LLC, Aequitas
Holdings, LLC, Aequitas Commercial
Finance, LLC, Aequitas Capital Management,
Inc., and Aequitas Investment Management, LLC