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12 **UNITED STATES DISTRICT COURT**  
13 **FOR THE CENTRAL DISTRICT OF CALIFORNIA**  
14 **SOUTHERN DIVISION**

15  
16 SECURITIES AND EXCHANGE  
COMMISSION,

17 Plaintiff,

18 vs.

19 LAMBERT VANDER TUIG (a/k/a  
20 LAMBERT VANDER TAG a/k/a DEAN L.  
21 VANDER TAG a/k/a DEAN L.  
VANDERTAG), THE CAROLINA  
22 DEVELOPMENT COMPANY, INC. (a/k/a  
THE CAROLINA COMPANY AT  
23 PINEHURST, INC.), AND JONATHAN  
CARMAN

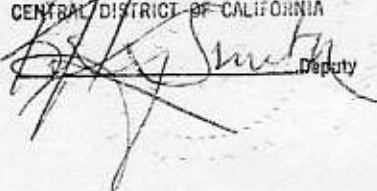
24 Defendants.

Case No.  
SACV06-172 AHS (ANx)

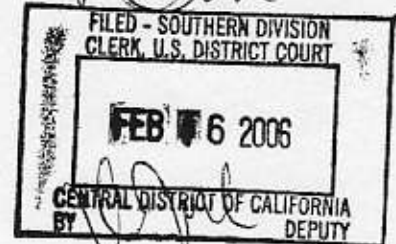
**PROPOSED ORDER**  
**APPOINTING A RECEIVER**

25 I hereby attest and certify  
26 that the foregoing document is a full, true  
and correct copy of the original on file in  
my office, and in my legal custody.

27 CLERK, U.S. DISTRICT COURT •  
CENTRAL DISTRICT OF CALIFORNIA

By  Deputy

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1 a. to have access to, to marshal and take control of all funds, assets,  
2 premises (whether owned, leased, occupied or otherwise controlled), choses in  
3 action, papers, books, records in whatever media, and other property, wherever  
4 located, belonging to, in the custody, control or possession of the Companies, with  
5 full power to take such steps as he deems necessary to secure such premises, funds  
6 and property;

7 b. to have control of, and to close, transfer or otherwise take possession  
8 of all accounts, securities, funds, or other assets of, or in the name of the  
9 Companies at any bank, brokerage firm or financial institution which has  
10 possession, custody or control of any assets or funds of the Companies, or of any  
11 assets deposited by customers or clients with the Companies, or into an account in  
12 the name of the Companies, or held in trust or deposited with the Companies or its  
13 agents or trustees, wherever situated;

14 c. to take such action as is necessary and appropriate to preserve and  
15 take control of, and to prevent the dissipation, concealment, or disposition of any  
16 assets in the possession, custody, name, or control of the Companies;

17 d. to hold in his possession, custody and control all assets, securities,  
18 monies and property, together with all profits, dividends, interest or other income  
19 attributable thereto, of whatever kind deposited by the Companies, with the  
20 Companies, or into an account in the name of the Companies, pending further  
21 order of this Court;

22 e. to make or authorize such payments and disbursements from the  
23 funds and assets under his control pursuant to this Order, and to incur, or authorize  
24 the incurrence of, such expenses and make, or authorize the making of, such  
25 agreements as may be reasonable, necessary and advisable in discharging his  
26 duties as Receiver;

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1 f. to engage and employ persons in his discretion to assist him in  
2 carrying out his duties and responsibilities hereunder, including, but not limited to,  
3 accountants, attorneys, securities traders, registered representatives, financial or  
4 business advisers, liquidating agents, real estate agents, forensic experts, brokers,  
5 traders or auctioneers.

6 g. to take possession, have access to, and to review all mail or any other  
7 communication, in any form, of the Companies or of its agents, officers and  
8 directors;

9 h. to take any action which he deems to be necessary and appropriate in  
10 order to cause the Companies to file a bankruptcy petition under any chapter of  
11 Title 11 of the United States Code, including the execution of all necessary  
12 corporate resolutions or directions. The Defendants or any other person affiliated  
13 with the Companies or purporting to act on behalf of the Companies may not file a  
14 bankruptcy petition under any chapter of Title 11 of the United States Code on  
15 behalf of the Companies or under any analogous law of any other jurisdiction. In  
16 the event that a Bankruptcy petition is filed on behalf of the Companies, the  
17 bankruptcy reference shall be withdrawn with regard to payment of fees and  
18 expenses of the Receiver, his attorneys, accountants, consultants and any other  
19 person or entity hired to assist the Receiver in the execution of his duties pursuant  
20 to this Order, and this Court shall retain jurisdiction over the payment of such fees  
21 and expenses;

22 i. to make demand, file or otherwise handle any claim under any  
23 insurance policy held by or issued on behalf of the Companies, its officers,  
24 directors, agents, employees, trustees or other persons affiliated with the  
25 Companies and to take any and all appropriate steps in connection with such  
26 policies.

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**II.**

**IT IS HEREBY FURTHER ORDERED** that, in connection with the appointment of the Receiver provided for above:

a. The Companies and all officers, agents, servants, employees, attorneys-in-fact, shareholders, consultants, accountants, advisers, counsel and other persons, and Defendants in this action, who are in custody, possession, or control of any customer or client information, assets, books, records, or other property belonging to or in the custody or control of the Companies shall forthwith give access to and control of such property to the Receiver, and shall forthwith grant to the Receiver, or such other person whom the Receiver may designate, authorization to be the signatory as to all accounts at banks, brokerage firms or financial institutions which have possession, custody or control of any assets or funds in the name of or for the benefit of the Companies.

b. The Receiver is authorized, empowered, and directed without further leave of the Court, to liquidate and convert into money all of the assets, property, estate, effects and interests of every nature held in his possession and control pursuant to this Order, by selling, conveying, and disposing of the property, either at public or private sale, on terms and in the manner the Receiver deems most beneficial to the persons or parties entitled to the proceeds, and with due regard to the realization of their true and proper value and to deposit such proceeds into an account, pending further order of the Court.

c. The Receiver is authorized to invest any and all money or proceeds in his possession and control in United States Treasury instruments or in a money market account that invests solely in United States Treasury instruments.

d. All banks, brokerage firms, financial institutions, and other business entities which have possession, custody or control of any assets, funds or accounts

1 in the name of or for the benefit of the Companies shall cooperate expeditiously in  
2 the transfer of funds, other assets and accounts to the Receiver or at the direction  
3 of the Receiver.

4 e. All banks, brokers, dealers, depositories or any other financial  
5 institutions shall not liquidate, transfer, sell, convey or otherwise transfer any  
6 assets, securities, funds, or accounts in the name of or for the benefit of the  
7 Companies except upon instructions from the Receiver or his designees.

8 f. The Receiver shall have the authority to issue subpoenas for  
9 documents and testimony consistent with the Federal Rules of Civil Procedure.

10 g. Defendants and their respective officers, agents, servants, employees,  
11 and attorneys-in-fact, consultants, accountants, advisers and counsel shall  
12 cooperate with and assist the Receiver, including, if deemed necessary by the  
13 Receiver, by appearing for deposition testimony and producing documents, and  
14 shall take no action, directly or indirectly, to hinder, obstruct, or otherwise  
15 interfere with the Receiver in the conduct of his duties or to interfere in any  
16 manner, directly or indirectly, with the custody, possession, management, or  
17 control by the Receiver of the funds, assets, premises, and choses in action  
18 described above.

19 h. The costs, fees and expenses of the Receiver incurred in connection  
20 with the performance of his duties described herein, including the costs and  
21 expenses of those persons who may be engaged or employed by the Receiver to  
22 assist him in carrying out his duties and obligations hereunder shall be paid out of  
23 the proceeds or other assets of the Companies, or any and all assets under the  
24 control of the Receiver pursuant to this Order. All applications for costs, fees and  
25 expenses for services rendered in connection with the Receiver shall be made by  
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1 application setting forth in reasonable detail the nature of the services and shall be  
2 heard by the Court.

3 i. No bond shall be required in connection with the appointment of the  
4 Receiver. The Receiver and all other persons who may be engaged or employed  
5 by the Receiver to assist him in carrying out his duties and obligations hereunder  
6 shall not be liable for any act or omission of the Receiver or such person,  
7 respectively, or any of their partners, employees, or agents, unless it shall be  
8 proven that the Receiver or such other person acted or omitted to act willfully and  
9 in bad faith. This provision shall apply to claims based on conduct of the Receiver  
10 and all other persons who may be engaged or employed by the Receiver hereunder  
11 during the term of the appointment by this Court, even if such claims are filed  
12 after the termination of any such appointment.

13 **III.**

14 **IT IS HEREBY FURTHER ORDERED** that, pending the determination  
15 of the Commission's action on the merits, representatives of the Receiver are  
16 authorized to have continuing access to inspect or copy any or all of the corporate  
17 books and records and other documents of the Companies, including records  
18 relating to any accounts maintained by or in the name of the Companies at a  
19 broker, dealer, financial institution, depository institution or any other entity, or of  
20 accounts maintained on behalf of the Companies' customers or clients that have  
21 transferred, transmitted or otherwise delivered any securities, monies, or property  
22 of any kind, to the Companies, and continuing access to inspect the Companies  
23 funds, property and assets, including customer or client accounts, wherever they  
24 may be located.

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IV.

**IT IS HEREBY FURTHER ORDERED** that, in addition to the powers, duties and responsibilities as set forth herein, the Receiver shall be authorized, empowered and directed to investigate, prosecute, defend, intervene in or otherwise participate in, compromise, and adjust actions in any state, federal or foreign court or proceeding of any kind as may in his sole discretion be advisable or proper to recover or conserve funds, assets and property of the Companies.

V.

**IT IS HEREBY FURTHER ORDERED** that the Companies and its officers, directors, employees, agents and counsel shall transfer to the Receiver, as and when directed by him, any and all funds, property, documents or records of the Companies, in whatever form, that may be in their possession, custody or control; and that any signatories on any and all the Companies' accounts at banks, brokerage firms or financial institutions which have possession, custody or control of any assets or funds in the name of or for the benefit of the Companies, shall forthwith take all steps necessary to relinquish their signatory authority as to said accounts including, but not limited to, accounts containing securities or other assets that the Companies' customers have transferred, transmitted or otherwise delivered to the Companies.

VI.

**IT IS FURTHER ORDERED** that this Order shall remain in effect and shall supplement all prior Orders of this Court until further Order of this Court. The Court shall retain jurisdiction of this matter for all purposes.

Dated this 16<sup>th</sup> day of February, 2006.

  
UNITED STATES DISTRICT JUDGE