

opinion, and so finds, that a sufficient showing has been made to appoint a Special Receiver to evaluate potential claims against Wells Fargo Advisors, LLC, Wells Fargo Investments, LLC, and Wells Fargo Bank, N.A. and any of their affiliated entities, officers, and employees (collectively called "Wells Fargo" in this Order) , and if filed or pursued, to hire, oversee and direct the legal work of George & Brothers in connection with those claims. Therefore,

It is ORDERED by this Court that **Janet E. Mortenson**, a duly qualified person, is authorized to serve as Special Receiver. And it is further

It is FURTHER ORDERED that **Janet E. Mortenson** is hereby APPOINTED AS SPECIAL RECEIVER for RETIREMENT VALUE, LLC for the purposes of evaluating potential claims against Wells Fargo, filing claims as she deems appropriate, and overseeing the prosecution of said claims through trial, settlement or other resolution. The Special Receiver's powers shall be limited to the potential claims or claims against Wells Fargo, and with respect to those, shall include her power:

To investigate potential claims against Wells Fargo and determine whether claims should be filed.

As the client, to hire on a contingency fee basis, terminate, take charge of, direct, and oversee contingent counsel relating to the receivership estate's claims or potential claims against Wells Fargo. The Special Receiver is hereby authorized to engage contingent counsel under the same terms and conditions that contingent counsel has already been engaged in this case.

To file, prosecute or settle any lawsuits the Special Receiver deems necessary to carry out her duties regarding claims or potential claims against Wells Fargo.

To take possession and control of evidence and all information reasonably calculated to lead to the discovery of admissible evidence regarding claims or potential claims against Wells Fargo.

To take possession and control of all proceeds from settlement of the above referenced claims or from enforcement of a judgment regarding the above-referenced claims.

To enter into or continue contracts as reasonably necessary for the filing, prosecution or resolution of any lawsuits the Special Receiver deems necessary to carry out her duties herein regarding claims or potential claims against Wells Fargo.

To advance her own funds, if necessary in her sole discretion, to pay any expense incurred in carrying out her responsibilities under the Court's orders and to reimburse herself immediately for any funds advanced;

To delegate to agents the authority to exercise any of the administrative duties conferred on the Special Receiver by the Court's orders.

To file an accounting and a final report when she has concluded her duties under the Court's orders.

To exercise all equitable powers under the statutes and common law of this State authorizing the appointment of a receiver.

It is FURTHER ORDERED that **Janet E. Mortenson**, as Special Receiver, is not precluded from seeking permission from the Court to retain professional service providers, including her own counsel separate from contingent counsel, as she deems reasonable and necessary for the execution of her duties as Special Receiver.

It is FURTHER ORDERED, that:

The primary obligations of the Special Receiver, which will guide her in using her discretion, are:

1. To collect, preserve and maintain the Receivership Assets;
2. To reasonably notify investors of proceedings related to claims or potential claims against Wells Fargo;
3. To effect fair restitution if possible, from assets under control of the Special Receiver, according to a settlement or plan to be approved by the Court after a diligent investigation has been made regarding claims or potential claims against Wells Fargo;
4. To assist the State Securities Board and the Attorney General in their investigation of Defendants' violations of the Securities Act to the extent not

inconsistent with the other terms of this order;

5. To keep receivership expenses as low as possible consistent with an accurate and efficient administration of the special receivership estate;
6. With respect to the claims or potential claims against Wells Fargo, to conduct, manage, and take charge of business affairs of, and on behalf of Retirement Value, LLC, a Texas Limited Liability Company including making such ordinary and necessary payments, distributions, and disbursements as she deems advisable or proper for the marshaling, maintenance, or preservation of the Receivership Assets related to claims or potential claims against Wells Fargo;
7. Oversee and approve any contractors, consultants, consulting experts, or attorneys, used or hired by contingent counsel in connection with the evaluation, prosecution or settlement of claims or potential claims against Wells Fargo;
8. To recover by taking full legal control and ownership of any proceeds from any settlement or enforcement of any judgment or any other resolution of claims or potential claims against Wells Fargo;
9. To file any lawsuits the Special Receiver deems necessary to carry out her duties herein;
10. To dispose, for the benefit of investors, of property, funds or assets resulting from the settlement, prosecution of other dispositions of claims or potential claims against Wells Fargo;
11. To close and open accounts and transfer money from one institution to another, or one account to another, as necessary in the Special Receiver's sole discretion, and under terms she considers appropriate, for orderly administration and restitution;
12. To enter into contracts as necessary for the orderly administration of the special receivership estate and to pay reasonable and necessary expenses incurred in connection with the foregoing duties out of the receivership estate;
13. To advance her own funds, if necessary in her sole discretion, to pay any expense incurred in carrying out her responsibilities under the Court's orders and to reimburse herself immediately for any funds advanced;
14. To delegate to agents the authority to exercise any of the powers conferred on the Special Receiver by this order; and
15. To exercise all equitable powers under the statutes and common law of this State authorizing the appointment of a receiver, subject to the limits on the Special Receiver's powers and authority as described above.

It is further ORDERED that before entering or proceeding as Special Receiver, **Janet E. Mortenson**, shall take an oath as required by law and execute a bond as good as sufficient surety in the sum of \$100 to be approved by the Clerk of this Court and conditioned upon faithful discharge by the Special Receiver of her duties and obedience to the orders of the Court, and that this appointment will take effect upon the final making of such oath and upon approval of the bond, at which time the Special Receiver shall be fully qualified and empowered to take charge of potential claims or claims against Wells Fargo, and to investigate, evaluate, oversee the prosecution, settlement or other resolution of those claims as specified above.

It is further ORDERED that the Special Receiver shall be paid for her services at her customary hourly rate, currently \$350.00, plus reasonable expenses. If the Special Receiver adjusts her customary hourly rate, she shall file a notice of that adjustment with the Court and she shall be paid at the adjusted rate, commencing at the beginning of the next month, unless the Court orders otherwise. The Special Receiver shall file invoices for her fees with the Court and serve copies on all parties of record. If no party of record files an objection with the Court within ten days of the filing of an invoice, then the Special Receiver shall be paid immediately from funds of the receivership estate. If a party files an objection, the objection must state with specificity the particular items of the Special Receiver's invoice to which an objection is made and the objecting party must obtain a hearing within ten days of filing the objection. If an objection is filed within ten days, the Special Receiver shall not be paid the contested portion of the invoice until a hearing has been held on the objection and a ruling has been issued. If no hearing is obtained within ten days of the filing of an objection, the Special Receiver shall be paid the full amount of her invoice immediately. Any professionals employed by the Special Receiver shall be paid in accordance with the procedures established by this paragraph.

It is further ORDERED that no bond is required of the State of Texas and this Order Appointing Special Receiver shall issue and be effective immediately.

It is further ORDERED that George & Brothers shall be the authorized law firm to represent the Receiver of Retirement Value, LLC, under the previously executed contingent fee agreement, in the prosecution of all third party and current party claims, including the prosecution of the claims against Wendy Rogers. K&L Gates will continue to represent the Receiver in connection with the administration of the receivership estate; supervision of George & Brothers; defense of any claims against the Receiver or the estate; prosecution of any claims against insurers and such other matters as the Receiver in his discretion may deem fit. K&L Gates will transition its representation of the Receiver in connection with claims against Wendy Rogers to George & Brothers after the hearing on the Receivers' motion for summary judgment.

SIGNED at Austin, Travis County, Texas, this the 3 day of Nov, 2011.




JUDGE PRESIDING

APPROVED & ENTRY REQUESTED BY:

OFFICE OF THE ATTORNEY
GENERAL

1/5/ Jack Hohengarten
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Assistant Attorney General *w/ Email*
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Financial and Tax Litigation Division
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Attorneys for Plaintiff
The State of Texas



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Attorney for Donald R. Taylor
Court-Appointed Receiver of Hill Country
Funding, LLC, a Texas Limited Liability
Company; and Hill Country Funding, LLC,
a Nevada Limited Liability Company

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Attorneys for Relief Defendant
Kiesling Porter

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K&L Gates, LLP *w/ Email PERMISSION*
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Attorney for Eduardo Espinosa,
Court-Appointed Receiver of Retirement
Value, LLC

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Attorney for Defendant Wendy Rogers

1/5/ Richard Gray
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New Braunfels, TX 78130
Pro Se Defendant


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Ovest III Master Fund, LLC

151 Patrick Richter

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Shannon, Gracey, Ratliff & *w/ Janet PERMISSION*
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301 Congress Avenue, Suite 1500
Austin TX 78701
Attorney for Intervenors
Grant W. and Opal E. Bejcek

151 Alberto Garcia

ALBERTO T. GARCIA, III *By G. WEISBART*
Garcia & Martinez, L.L.P. *w/ Janet PERMISSION*
5211 W. Mile 17½ Road
Edinburg, Texas 78541
Attorney for Intervenors
Matthew C. Allen, Jr., Teddie J. Allen and
The Matthew and Teddie Allen Charitable
Remainder Annuity Trust

Blair, Jan

From: Jack Hohengarten [Jack.Hohengarten@oag.state.tx.us]
Sent: Monday, October 17, 2011 4:33 PM
To: Blair, Jan
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

If Janet Mortenson is comfortable with these changes, you may sign for me.

>>> "Blair, Jan" <jblair@hslawmail.com> 10/14/2011 10:35 AM >>>

If you are agreeable to the changes, please let me know whether we have authority to sign the Order with permission. Thanks so much.

Jan M. Blair

Paralegal

Hance Scarborough, LLP

111 Congress Avenue, Suite 500

Austin, TX 78701

512-479-8888 office

512-487-4023 direct

512-482-6891 fax

jblair@hslawmail.com

www.hancescarborough.com <<http://www.hancescarborough.com/>>

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Any

unauthorized interception of this transmission is illegal. If you have received this transmission in error, please promptly notify the sender by reply e-mail, and then destroy all copies of the transmission.

From: Perez, Lori
Sent: Friday, October 14, 2011 9:23 AM
To: Blair, Jan; 'Richard Gray'; 'Jack Hohengarten'; 'matthewnielsen@andrewskurth.com'; 'sbarasch@andrewskurth.com'; 'albert@garmtzlaw.com'; Weisbart, Geoff; 'michael.napoli@klgates.com'; 'Wendy Rogers'; 'prichter@shannongracey.com'; 'ddunham@taylordunham.com'; 'Donald Taylor'; 'iantongiorgi@taylordunham.com'; Bogdan Rentea
Cc: 'Ellen Hoopes'; 'Jennifer Jackson'; 'Judy Burgess'; 'Lucille Borella'; 'John Thomas'; 'Janet Mortenson'

Blair, Jan

From: Janet Mortenson [jem@jemlaw.com]
Sent: Friday, October 14, 2011 12:19 PM
To: Blair, Jan
Subject: Re: State v. Retirement Value - Order appointing Janet Mortenson

The order is OK with me.

Sent from my iPhone

On Oct 14, 2011, at 10:35 AM, "Blair, Jan" <jblair@hslawmail.com> wrote:

If you are agreeable to the changes, please let me know whether we have authority to sign the Order with permission. Thanks so much.

Jan M. Blair

Paralegal

Hance Scarborough, LLP

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512-487-4023 direct

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From: Perez, Lori
Sent: Friday, October 14, 2011 9:23 AM
To: Blair, Jan; 'Richard Gray'; 'Jack Hohengarten'; 'matthewnielsen@andrewskurth.com'; 'sbarasch@andrewskurth.com'; 'albert@garmtzlaw.com'; Weisbart, Geoff; 'michael.napoli@klgates.com';

Blair, Jan

From: Napoli, Michael D. [Michael.Napoli@kigates.com]
Sent: Friday, October 14, 2011 2:39 PM
To: Blair, Jan; Weisbart, Geoff; Perez, Lori
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

You have my permission to sign.

From: Blair, Jan [mailto:jblair@hslawmail.com]
Sent: Friday, October 14, 2011 2:37 PM
To: Weisbart, Geoff; Napoli, Michael D.; Perez, Lori
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

Janet responded to me that she is ok with his revisions to the Order.

Jan M. Blair
Paralegal

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111 Congress Avenue, Suite 500
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512-487-4023 direct
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jblair@hslawmail.com
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From: Weisbart, Geoff
Sent: Friday, October 14, 2011 2:36 PM
To: Napoli, Michael D.; Perez, Lori
Cc: Blair, Jan
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

Me either, but the new lawyer seems to feel it is important enough to raise at the next hearing, if we can't get agreement. I'll explain what I think is going on next time we talk.

Geoff

Geoffrey D. Weisbart
Founding Partner



Hance Scarborough, LLP

Blair, Jan

From: Bogdan Rentea [brentea@rentealaw.com]
Sent: Wednesday, October 19, 2011 3:07 PM
To: Blair, Jan
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

Seems all there, and good to go.

From: Blair, Jan [mailto:jblair@hslawmail.com]
Sent: Wednesday, October 19, 2011 1:04 PM
To: Bogdan Rentea
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

Here is the Word version in red-line and clean form. We believe all your changes have been made, but please confirm.
Thanks.

Jan M. Blair
Paralegal

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Austin, TX 78701
512-479-8888 office
512-487-4023 direct
512-482-6891 fax
jblair@hslawmail.com
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From: Bogdan Rentea [mailto:brentea@rentealaw.com]
Sent: Wednesday, October 19, 2011 1:02 PM
To: Blair, Jan
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

Assuming that all my suggested changes have been made, you have my permission.

Bogdan

Rentea & Associates
1002 Rio Grande
Austin, Texas 78701
512.4726291 ph
512.472.6278 fax

Blair, Jan

From: Richard Gray [legalfoodfight@yahoo.com]
Sent: Monday, October 17, 2011 6:54 AM
To: Blair, Jan
Subject: Re: State v. Retirement Value - Order appointing Janet Mortenson

You may sign this changed document for me.

Dick Gray

From: "Blair, Jan" <jblair@hslawmail.com>
To: "Perez, Lori" <lperez@hslawmail.com>; Richard Gray <legalfoodfight@yahoo.com>; Jack Hohengarten <Jack.Hohengarten@oag.state.tx.us>; matthewnielsen@andrewskurth.com; sbarasch@andrewskurth.com; albert@garmtzlaw.com; "Weisbart, Geoff" <gweisbart@hslawmail.com>; michael.napoli@klgates.com; prichter@shannongracey.com; ddunham@taylordunham.com; Donald Taylor <dtaylor@taylordunham.com>; iantongiorgi@taylordunham.com; Bogdan Rentea <brentea@rentealaw.com>
Cc: Ellen Hoopes <Ellen.Hoopes@oag.state.tx.us>; Jennifer Jackson <jennifer.jackson@oag.state.tx.us>; Judy Burgess <Judy.Burgess@oag.state.tx.us>; Lucille Borella <Lucille.Borella@oag.state.tx.us>; John Thomas <jthomas@georgeandbrothers.com>; Janet Mortenson <jem@jemlaw.com>
Sent: Friday, October 14, 2011 10:35 AM
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

If you are agreeable to the changes, please let me know whether we have authority to sign the Order with permission. Thanks so much.

Jan M. Blair

Paralegal

Hance Scarborough, LLP

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From: Perez, Lori
Sent: Friday, October 14, 2011 9:23 AM
To: Blair, Jan; 'Richard Gray'; 'Jack Hohengarten'; 'matthewnielsen@andrewskurth.com'; 'sbarasch@andrewskurth.com'; 'albert@garmtzlaw.com'; Weisbart, Geoff; 'michael.napoli@klgates.com'; 'Wendy Rogers'; 'prichter@shannongracey.com'; 'ddunham@taylordunham.com'; 'Donald Taylor'; 'iantongiorgi@taylordunham.com'; Bogdan Rentea
Cc: 'Ellen Hoopes'; 'Jennifer Jackson'; 'Judy Burgess'; 'Lucille Borella'; 'John Thomas'; 'Janet Mortenson'
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

Counsel for Wendy Rogers has requested changes to the referenced Order. Please find attached a redline of the Order for your review. Please let us know if you have any questions or comments. Thank you.

Blair, Jan

From: Patrick S. Richter [PRichter@shannongracey.com]
Sent: Tuesday, October 18, 2011 10:03 AM
To: Blair, Jan
Cc: Bogdan Rentea; iantongiorgi@taylordunham.com; ddunham@taylordunham.com; Weisbart, Geoff; Nicole Flores
Subject: Re: State v. Retirement Value - Order appointing Janet Mortenson

No objection. You may sign for me.

Sent from my iPhone

On Oct 18, 2011, at 9:43 AM, "Blair, Jan" <jblair@hslawmail.com> wrote:

> Good morning. Please let me know if you approve the form of the Order
> as circulated on Friday and if Geoff has authority to sign your name
> with permission. We would like to get this Order entered. Thanks so
> much.

>
>
>
> Jan M. Blair
>
> Paralegal
>
> Hance Scarborough, LLP
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> 111 Congress Avenue, Suite 500
>
> Austin, TX 78701
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> 512-479-8888 office
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> 512-487-4023 direct
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>
>
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the transmission.

Blair, Jan

From: Albert Garcia [albert@garmtzlaw.com]
Sent: Monday, October 17, 2011 8:51 AM
To: Blair, Jan; Perez, Lori; Richard Gray; Jack Hohengarten; matthewnielsen@andrewskurth.com; sbarasch@andrewskurth.com; Weisbart, Geoff; michael.napoli@klgates.com; prichter@shannongracey.com; ddunham@taylordunham.com; Donald Taylor; iantongiorgi@taylordunham.com; Bogdan Rentea
Cc: Ellen Hoopes; Jennifer Jackson; Judy Burgess; Lucille Borella; John Thomas; Janet Mortenson
Subject: Re: State v. Retirement Value - Order appointing Janet Mortenson

You have my authority to sign.

The logo for García & Martínez LLP features the firm's name in a serif font, with a decorative arch over the top. Below the name, the words "ATTORNEYS AT LAW" are written in a smaller, all-caps sans-serif font.**García & Martínez** LLP.
ATTORNEYS AT LAW

Alberto T. Garcia III
Garcia & Martinez, L.L.P.
5211 W. Mile 17 1/2 Road
Edinburg, Texas 78541
Phone: 956-380-3700
Fax: 956-380-3703

From: "Blair, Jan" <jblair@hslawmail.com>
Date: Fri, 14 Oct 2011 16:23:35 -0500
To: "Blair, Jan" <jblair@hslawmail.com>, "Perez, Lori" <lperez@hslawmail.com>, Richard Gray <legalfoodfight@yahoo.com>, Jack Hohengarten <Jack.Hohengarten@oag.state.tx.us>, <matthewnielsen@andrewskurth.com>, <sbarasch@andrewskurth.com>, Albert Garcia <albert@garmtzlaw.com>, "Weisbart, Geoff" <gweisbart@hslawmail.com>, <michael.napoli@klgates.com>, <prichter@shannongracey.com>, <ddunham@taylordunham.com>, Donald Taylor <dtaylor@taylordunham.com>, <iantongiorgi@taylordunham.com>, Bogdan Rentea <brentea@rentealaw.com>
Cc: Ellen Hoopes <Ellen.Hoopes@oag.state.tx.us>, Jennifer Jackson <jennifer.jackson@oag.state.tx.us>, Judy Burgess <Judy.Burgess@oag.state.tx.us>, Lucille Borella <Lucille.Borella@oag.state.tx.us>, John Thomas <jthomas@georgeandbrothers.com>, Janet Mortenson <jem@jemlaw.com>
Subject: RE: State v. Retirement Value - Order appointing Janet Mortenson

Good afternoon. Please be advised that Ms. Mortenson has approved the form of the Order. If you have no objections, please respond with authority for Geoff to sign the Order with permission. Thanks so much and have a nice weekend.

Jan M. Blair
Paralegal
Hance Scarborough, LLP