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8 **UNITED STATES DISTRICT COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**
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11 SECURITIES AND EXCHANGE
COMMISSION,

12 Plaintiff,

13 vs.

14 WESTMOORE MANAGEMENT,
15 LLC; WESTMOORE INVESTMENT,
LP.; WESTMOORE CAPITAL
16 MANAGEMENT, INC.;
WESTMOORE CAPITAL, LLC; and
17 MATTHEW R. JENNINGS,

18 Defendants.
19

Case No. 8:10-849-AG (MLGx)

**ORDER GRANTING RECEIVER'S
MOTION RE: EMPLOYMENT OF
COUNSEL AND OTHER
PROFESSIONALS, AND FOR
INSTRUCTIONS RE: SANDOVAL
V. JENNINGS**

Date: December 5, 2011
Time: 10:00 a.m.
Place: Courtroom 10D
411 West Fourth Street
Santa Ana, California

20 On December 5, 2011, the Court heard and considered the *Motion Re:*
21 *Employment of Counsel and Other Professionals, and for Instructions Re: Sandoval*
22 *v. Jennings* (the "Motion") filed by David A. Gill, the Receiver (the "Receiver") for
23 Westmoore Management, LLC, Westmoore Investment, LP, Westmoore Capital
24 Management, Inc., and Westmoore Capital, LLC, and their subsidiaries and entities
25 otherwise majority-owned, managed or controlled, directly or indirectly, by any of
26 them (collectively the "Westmoore Entities"), the Honorable Andrew J. Guilford,
27 United States District Court Judge, presiding. Appearances were as noted on the
28 record at the hearing.

1 The Court having considered the Motion (*docket entry no. 97*), the original
2 declarations of Howard B. Grobstein and Max P. Liphart (*docket entry no. 101*), the
3 *First Report of Receiver David A. Gill* filed on October 21, 2011 (*docket entry no.*
4 *94*), and the notice of non-opposition filed by the Securities and Exchange
5 Commission (*docket entry no. 98*), having heard the statements of counsel at the
6 hearing, for good cause appearing,

7 **IT IS ORDERED THAT:**

8 1. The Motion is granted.

9 2. The Receiver is authorized to employ Danning, Gill, Diamond &
10 Kollitz, LLP (“DGDK”), as his general counsel, on the terms set forth in the Motion.
11 DGDK’s employment shall be deemed effective as of July 27, 2011.

12 3. The Receiver is authorized to employ Crowe Horwath LLP (“Crowe
13 Horwath”) as his forensic and tax accountant and consultant on the terms set forth in
14 the Motion. Crowe Horwath’s employment shall be deemed effective as of the date
15 on which Crowe Horwath commenced services for the Receiver in this case.

16 4. The Receiver is authorized to employ PCG Consultants (“PCG”) as his
17 forensic analyst and investigator on the terms set forth in the Motion. PCG’s
18 employment shall be deemed effective as of the date on which PCG commenced
19 services for the Receiver in this case.

20 5. With respect to the Receiver’s retention of additional professionals, the
21 Receiver is authorized to give notice of his intent to retain a professional by (a) filing
22 such notice with the Court, (b) posting a copy of such notice on the Receiver’s
23 website, and (c) mailing a copy of such notice to Special Notice Parties who have
24 submitted Written Notice Requests.¹

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27 ¹ The terms “Special Notice Parties” and “Written Notice Requests” shall have
28 the meanings ascribed to them in the Court’s *Order Granting Receiver’s Motion for
Order Limiting Meeting and Notice Requirements in Local Rules 773 and 6677*, and
(footnote continued...)

1 6. Objections to the Receiver's proposed retention of a professional must
2 be (a) in writing and (b) filed with the Court and served in accordance with the
3 Court's Local Rules not later than fourteen (14) days from the date on which the
4 Receiver's notice was filed with the Court or, if later, posted on the Receiver's
5 website.

6 7. If an objection is timely filed and served, the Receiver may file a reply
7 and notice the matter for a hearing. The Receiver is authorized to set the matter for a
8 hearing on a date that is at least fourteen days from the date on which the Receiver
9 files and serves his reply and the notice of the hearing.

10 8. If no objection is timely filed and served, the Receiver is authorized to
11 retain the proposed professional without further notice or order of the Court.

12 9. In the event that the Receiver desires entry of an order authorizing him
13 to retain a professional, the Receiver may request entry of such an order by filing an
14 *ex parte* motion after expiration of the fourteen-day objection period.

15 10. Nothing in this order shall be deemed to prohibit the Receiver from
16 seeking entry of an order authorizing him to retain a professional by filing a motion
17 on regular notice in accordance with applicable Local Rules.

18 11. With respect to *Sandoval v. Jennings*, case number 2:10-cv-4837-AG
19 (MLGx), the Receiver is instructed and authorized to not retain counsel to represent
20 and appear on behalf of the Westmoore Entities unless and until the Receiver, in his
21 business judgment, determines that circumstances arise that warrant such expense.

22 Date: December 5, 2011



23
24 Andrew J. Guilford

25 U.S. District Judge

26 _____
(continued)

27 *Establishing Procedures Re: the Sale of Real and Personal Property and Approval of*
28 *Settlements.*