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7
8 **UNITED STATES DISTRICT COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**

10
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.

Case No. 8:10-cv-00849-AG (MLGx)

**NOTICE OF RECEIVER'S
MOTION FOR ORDER
AUTHORIZING RECEIVER TO
SELL ROCKWALL HOLDINGS
COMMON STOCK FREE AND
CLEAR OF LIENS AND OTHER
INTERESTS, WITH LIENS AND
OTHER INTERESTS TO ATTACH
TO SALE PROCEEDS, AND FOR
RELATED RELIEF**

*[Per order entered December 5,
2011, no hearing required unless
objection filed]*

19
20 **PLEASE TAKE NOTICE THAT** David A. Gill, the permanent receiver (the
21 "Receiver") appointed in the above-captioned case, has filed a motion for an order
22 (1) authorizing the Receiver to sell an aggregate of 10,150,926 shares of common
23 stock (the "Stock") of Rockwall Holdings, Inc., a Nevada corporation ("Rockwall"),
24 to Triple Win Partnership, LLC, Series 1, a Delaware limited liability company
25 ("Triple Win"), for \$203,018.52, (2) authorizing the Receiver to report certificate
26 number 2007 lost, destroyed, or wrongfully taken and to pay, if necessary,
27 reasonable fees in connection with the issuance of a new certificate, (3) providing
28 that the shares conveyed to Triple Win will be free and clear of all liens, security

1 interests, pledges, encumbrances, charges, restrictions, demands or claim
2 (collectively "Adverse Interests") of any other party, (4) providing that proceeds
3 from the sale of stock registered to Westmoore Capital Group, LLC, Series B and
4 Series II, will be free and clear of any and all Adverse Interests, (5) providing that
5 Adverse Interests asserted against the Stock registered to Westmoore Investment,
6 L.P., and Westmoore Management, LLC, will attach to the proceeds from the sale of
7 such Stock with the same force, effect, validity and priority as the Adverse Interests
8 presently have against such Stock, subject to the reasonable, necessary costs and
9 expenses of the Receiver of preserving, or disposing of, such Stock to the extent of
10 any benefit to the holder of such Adverse Interests, and (6) approving a stipulation
11 between the Receiver and James J. Waters ("Waters") which facilitates the
12 Receiver's proposed sale to Triple Win and provides for a payment to Waters in the
13 total amount of \$13,205.34.

14 The motion is based on the following grounds:
15

16 **RECEIVER'S PROPOSED SALE TO TRIPLE WIN AND STIPULATION**
17 **WITH WATERS**

18 The following entities (collectively, "Westmoore") are the registered owners
19 of the following number of shares of Rockwall's common stock (collectively the
20 "Stock"):

21	Westmoore Capital Group, LLC (Series B).....	1,000,000
22	Westmoore Capital Group, LLC (Series II).....	302,500
23	Westmoore Investment, L.P. ¹	6,512,518
24	Westmoore Management, LLC.....	2,335,908

25 ¹ The Receiver was very recently advised that WM Investment also is the owner
26 of, but is not the registered owner of, an additional 300,000 shares. The purpose of
27 this motion is to seek approval of the Receiver's proposed sale of shares registered to
28 the Westmoore Entities. Any disposition of the 300,000 additional shares will be the
subject of another motion in the future.

1 Subject to Court approval, the Receiver has agreed to sell the Stock to Triple
2 Win for two cents per share (totaling \$203,018.52), which is the amount for which
3 the shares were trading prior to the SEC's revocation of registration of Rockwall's
4 shares in January 2012. The specific terms and conditions of the proposed sale are
5 contained in a Stock Purchase and Sale Agreement appended to the motion. The
6 Receiver believes that his proposed sale is in the best interests of Westmoore and
7 their creditors.

8 Of the sixteen stock certificates registered to Westmoore, eleven are in the
9 possession of the Receiver and four are in the possession of Waters. In June 2010,
10 the Colorado state court issued a judgment in favor of Waters and directed the Clerk
11 of the Court to execute, on behalf of the relevant Westmoore entities, all documents
12 necessary to transfer ownership of the four stock certificates to Waters. This was not
13 accomplished prior to the Receiver's appointment in this case. To facilitate his sale
14 to Triple Win, the Receiver has agreed to a stipulation with Waters whereby Waters
15 will deliver the original certificates to the Receiver and, upon closing, the Receiver
16 will pay Waters \$13,205.34 (two cents per share). The specific terms and conditions
17 of the stipulation are contained in a written Stipulation appended to the motion. The
18 Receiver is requesting that the Court approve the stipulation and authorize the
19 Receiver to make such payment.²

20 The Receiver has not been able to locate certificate number 2007 registered in
21 the name of Westmoore Investment, L.P., and which represents 1,540,699 shares. As
22 a result, the Receiver is requesting authority to declare the certificate lost, destroyed
23 or wrongfully taken. The Receiver also is requesting authority to pay any reasonable
24 fees required to obtain a replacement certificate.

25
26 _____
27 ² The stipulation provides that if the motion is not granted, the four certificates
28 will be delivered back to Waters.

1 **PROVISION FOR ADVERSE INTERESTS ASSERTED BY WESTMOORE'S**
2 **CREDITORS AGAINST THE STOCK TO BE SOLD TO TRIPLE WIN**

3 The Sale Agreement provides, in part, as follows:

4 The Stock to be delivered to Purchaser pursuant to this
5 Agreement shall be free and clear of liens, security
6 interests, pledges, encumbrances, charges, restrictions,
demands or claims of any other party whatsoever, to the
satisfaction of the Purchaser.

7 The Receiver is therefore requesting that the Court's order provide that the Stock
8 transferred to Triple Win is free and clear of any and all Adverse Interests.

9 With respect to the Stock registered to Westmoore Capital Group, LLC, Series
10 B and Series II ("WMCG"), the Receiver is unaware of any Adverse Interests being
11 asserted in such Stock. Accordingly, the Receiver is requesting that the Court's
12 order provide that proceeds from the sale of the Stock registered to WMCG will be
13 free and clear of any Adverse Interests.

14 With respect to the Stock registered to Westmoore Investment, L.P. ("WM
15 Investment"), a search of Secretary of State filings indicates that the following may
16 be asserting Adverse Interests in such Stock:

- 17 • Gloria Davila • Mary Lou Parker • Steve Batti
18 • GM Funding, LLC • Mike Donovan • Susan Nichols
19 • James Batti, MD • Rick Facon
20 • James Gillen • SCG Partners I, LLC

21 Also, with respect to the Stock registered to Westmoore Management, LLC
22 ("WM Management"), a search of Secretary of State filings indicates that the
23 following may be asserting Adverse Interests in such Stock:

- 24 • Empire Family, LTD • Matthew & Tammy • Patrick Surtain
25 • GM Funding, LLC Hensel • True Capital
26 • HGW, LLC • Michael Coleman Management, LLC

1 In addition, the Receiver understands that others may assert that they have Adverse
2 Interests pursuant to security agreements, but did not perfect their Adverse Interests
3 by filing financing statements, taking delivery of stock certificates, or establishing
4 control over stock certificates.

5 The Receiver is not seeking any determination regarding the force, effect,
6 validity and priority of Adverse Interests in Stock registered to WM Investment and
7 WM Management. Instead, the Receiver is requesting that the Court's order provide
8 that all Adverse Interests asserted against such Stock will attach to the proceeds from
9 the sale of that Stock with the same force, effect, validity and priority as the Adverse
10 Interests presently have against such Stock. To compensate Westmoore's estate for
11 legal and other fees and costs incurred by the Receiver in connection with his sale of
12 the Stock, the Receiver requests that the Court's order provide that the Adverse
13 Interests attaching to the proceeds will be subject to the reasonable, necessary costs
14 and expenses of the Receiver of preserving and disposing of such Stock to the extent
15 of any benefit to the holder of such Adverse Interests.

16 The relief requested by the Receiver will ensure that the interests of secured
17 creditors are protected by giving them a lien on cash to the same extent that they now
18 have a lien on the Stock. The Receiver does not believe parties in interest will be
19 prejudiced since a secured creditor holding an approved claim and a perfected, non-
20 avoidable, senior security interest in the Stock ultimately will receive the proceeds,
21 subject only to the Receiver's fees and costs incurred in connection with generating
22 such proceeds.

23
24 The motion is based on this notice, the motion and its accompanying
25 Memorandum of Points and Authorities, Declaration of David A. Gill, and Request
26 for Judicial Notice, the papers and pleadings filed with the Court in this case, and
27 such other papers and pleadings as may be properly presented to the Court in
28 connection with the motion.

1 **PLEASE TAKE FURTHER NOTICE** that a copy of the motion is available
2 for download at the Receiver’s website: www.westmoorereceivership.com.

3 **PLEASE TAKE FURTHER NOTICE** that pursuant to an order of the Court,
4 the Receiver is authorized to serve this notice of the motion by posting the notice on
5 the Receiver’s website. Service of the notice is deemed complete upon the posting of
6 the notice on the website.

7 **PLEASE TAKE FURTHER NOTICE** that pursuant to the Court’s *Order*
8 *Granting Receiver’s Motion for Order Limiting Meeting and Notice Requirements in*
9 *Local Rules 7-3 and 66-7, Establishing Procedures Re: the Sale of Real and*
10 *Personal Property and Approval of Settlements* (the “Procedural Order”), objections
11 to the relief requested by the Receiver must be (a) in writing and (b) filed with the
12 Court and served in accordance with the Court’s Local Rules not later than fourteen
13 (14) days from the date on which this notice was filed with the Court or, if later,
14 posted on the Receiver’s website.

15 **PLEASE TAKE FURTHER NOTICE** that if an objection is timely filed and
16 served, the Receiver may file a reply and notice the matter for hearing. In that event,
17 a separate notice of the hearing will be filed and served.

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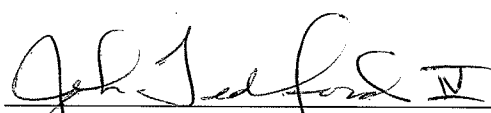
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1 **PLEASE TAKE FURTHER NOTICE** that if no objection is timely filed and
2 served, pursuant to the Procedural Order the Receiver will file an *ex parte* motion
3 with the Court requesting entry of an order granting the motion. A copy of the order
4 that the Receiver will request be entered is attached as Exhibit "1" to the motion.

5
6 DATED: May 8, 2012

DANNING, GILL, DIAMOND &
KOLLITZ, LLP

7
8
9 By: 
10 JOHN N. TEDFORD IV
11 Attorneys for David A. Gill, Receiver

PROOF OF SERVICE

At the time of service, I was over 18 years of age and **not a party to this action**. I am employed in the County of Los Angeles, State of California. My business address is 1900 Avenue of the Stars, 11th Floor, Los Angeles, CA 90067-4402.

On May 8, 2012, I served true copies of the following document(s) described as **NOTICE OF RECEIVER'S MOTION FOR ORDER AUTHORIZING RECEIVER TO SELL ROCKWALL HOLDINGS COMMON STOCK FREE AND CLEAR OF LIENS AND OTHER INTERESTS, WITH LIENS AND OTHER INTERESTS TO ATTACH TO SALE PROCEEDS, AND FOR RELATED RELIEF** on the interested parties in this action as follows:

Parties requesting service of notices by mail
Eleanor M. Egan Living Trust ATTN: Eleanor Egan, Trustee 1893 Parkview Circle Costa Mesa, CA 92627
Phyllis Fredericks 3718 Oakview Court Fallbrook, CA 92028


SEE ATTACHED SERVICE LIST

BY MAIL: I enclosed the document(s) in a sealed envelope or package addressed to the persons at the addresses listed in the Service List and placed the envelope for collection and mailing, following our ordinary business practices. I am readily familiar with Danning, Gill, Diamond & Kollitz, LLP's practice for collecting and processing correspondence for mailing. On the same day that the correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service, in a sealed envelope with postage fully prepaid.

BY CM/ECF NOTICE OF ELECTRONIC FILING: I electronically filed the document(s) with the Clerk of the Court by using the CM/ECF system. Participants in the case who are registered CM/ECF users will be served by the CM/ECF system. Participants in the case who are not registered CM/ECF users will be served by mail or by other means permitted by the court rules.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that I am employed in the office of a member of the bar of this Court at whose direction the service was made.

Executed on May 8, 2012, at Los Angeles, California.


CINDY CRIFE

SERVICE LIST

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8	Triple Win Partnership, LLC, Series 1 216 S. Clark Street Orange, CA 92868 Attn: William Larson	HGW, LLC 21520 G Yorba Linda Boulevard #552 Yorba Linda, CA 92887
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18	Susan Nichols 31372 Flying Cloud Drive Laguna Niguel, CA 92677	
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