

1 ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP
2 DAVID R. ZARO (BAR NO. 124334)
TIM C. HSU (BAR NO. 279208)
3 865 South Figueroa Street, Suite 2800
Los Angeles, California 90017-2543
4 Phone: (213) 622-5555
Fax: (213) 620-8816
5 E-Mail: dzaro@allenmatkins.com
thsu@allenmatkins.com

NOTE: CHANGES MADE BY THE COURT

6 EDWARD G. FATES (BAR NO. 227809)
7 One America Plaza
600 West Broadway, 27th Floor
8 San Diego, California 92101-0903
Phone: (619) 233-1155
9 Fax: (619) 233-1158
E-Mail: tfates@allenmatkins.com

10 Attorneys for Receiver
11 Thomas A. Seaman

12 UNITED STATES DISTRICT COURT
13 CENTRAL DISTRICT OF CALIFORNIA
14 WESTERN DIVISION

15 SECURITIES AND EXCHANGE
COMMISSION,
16 Plaintiff,
17
18 v.
19 STEVE CHEN, USFIA, INC.,
ALLIANCE FINANCIAL
20 GROUP, INC., AMAUCTION, INC.,
ABORELL MGMT I, LLC, ABORELL
21 ADVISORS I, LLC, ABORELL
REIT II, LLC, AHOME REAL
22 ESTATE, LLC, ALLIANCE
NGN, INC., APOLLO REIT I, INC.,
23 APOLLO REIT II, LLC, AMKEY, INC.,
24 US CHINA CONSULTATION
ASSOCIATION, and QUAIL RANCH
25 GOLF COURSE, LLC,
26 Defendants.

Case No. 2:15-cv-07425 RGK PLA
**AMENDED [PROPOSED] ORDER
(A) APPROVING SALE OF
COMMERCIAL PROPERTY (HILLS
GARDEN HOTEL), AND
(B) AUTHORIZING PAYMENT OF
BROKER'S COMMISSION**

Ctrm.: 850
Judge: Hon. R. Gary Klausner

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1 The Court having received and read the Motion for (A) Approval of Sale of
2 Commercial Property (Hills Garden Hotel), and (B) Authority to Pay Broker's
3 Commission ("Motion") of Thomas A. Seaman ("Receiver"), the Court-appointed
4 receiver for Defendants USFIA, Inc., Alliance Financial Group, Inc.,
5 Amauction, Inc., Aborell Mgmt I, LLC, Aborell Advisors I, LLC, Aborell
6 REIT II, LLC, Ahome Real Estate, LLC, Alliance NGN, Inc., Apollo REIT I, Inc.,
7 Apollo REIT II, LLC, Amkey, Inc., US China Consultation Association, Quail
8 Ranch Golf Course, LLC, and their subsidiaries and affiliates (collectively,
9 "Receivership Entities"), including any supporting declarations and objections filed
10 therein, and being so advised in the matter and finding good cause, orders as follows:

11 **IT IS ORDERED:**

- 12 1. The Motion is granted.
- 13 2. The sale of the property known as the Hills Garden Hotel ("Property"),
14 as described in the Purchase and Sale Agreement and Joint Escrow Instructions
15 attached as Exhibit A to the Declaration of Thomas A. Seaman ("Oceanic PSA"), as
16 modified by the First Amendment to Purchase and Sale Agreement and Joint Escrow
17 Instructions attached to the Notice of Results of Auction of Commercial Real
18 Property (Hills Garden Hotel) and Lodgment of Amended Proposed Order ("Notice
19 of Results") as Exhibit A ("First Amendment"), by Thomas A. Seaman, as receiver,
20 to Oceanic Companies ("Buyer") is confirmed and approved;
- 21 3. The Oceanic PSA, including the First Amendment, is approved;
- 22 4. The purchase price of \$4,425,000 for the Property is confirmed and
23 approved;
- 24 5. In the event Oceanic Companies fails to close the sale transaction
25 pursuant to the Oceanic PSA, the Purchase and Sale Agreement and Joint Escrow
26 Instructions with Overbidder Jogesh Vashist attached to the Notice of Results as
27 Exhibit B, including the purchase price of \$4,400,000 for the Property, is approved;
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1 6. The Receiver is immediately authorized to complete the sale transaction,
2 including executing any and all documents as may be necessary and appropriate to
3 do so;

4 7. The Receiver is authorized to immediately pay, upon closing of the sale,
5 a commission of 5% of the \$4,100,000 to broker Atlas Hospitality Group.

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7 Dated: May 04, 2017



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Hon. R. Gary Klausner
Judge, United States District Court