

IN THE CIRCUIT COURT OF THE ELEVENTH
JUDICIAL CIRCUIT, IN AND FOR MIAMI-
DADE COUNTY, FLORIDA

STATE OF FLORIDA, OFFICE OF
FINANCIAL REGULATION,

Plaintiff,

CASE NO. 07-43672 CA 09

vs.

BERMAN MORTGAGE CORPORATION,
a Florida corporation, M.A.M.C.
INCORPORATED, a Florida corporation,
and DANA J. BERMAN, as Owner and
Managing Member,

Defendants,

and

DB ATLANTA, LLC, a Florida Limited
Liability Company, *et al.*

Relief Defendants.

**RECEIVER'S AMENDED¹ MOTION FOR APPROVAL OF SETTLEMENT
AGREEMENT AND ENTRY OF BAR ORDER ENJOINING
LENDERS AND RECEIVERSHIP CREDITORS FROM PROSECUTING
CLAIMS AGAINST DANA BERMAN, MITCHELL MORGAN
AND BERMAN MORTGAGE'S E&O INSURANCE CARRIER**

Michael I. Goldberg ("Receiver" or "Goldberg"), as State Court Appointed Receiver over Defendants Berman Mortgage Corporation ("BMC") and M.A.M.C. Incorporated ("MAMC") and Relief Defendants DB Atlanta, LLC, *et al.*, by and through undersigned counsel, files this Motion for Approval of Settlement Agreement and Entry of Bar Order Enjoining Lenders and Receivership Creditors From Prosecuting Claims Against Dana Berman, Mitchell Morgan and BMC's E&O Insurance Carrier. In support, of this motion, the Receiver states as follows:

¹ This Motion is amended for the sole purpose of including (i) a revised Exhibit A to reflect updated mailing addresses for certain of the Lenders and (ii) a revised Exhibit B to remove the single purpose corporate entities affiliated with the Defendants, that have been administratively dissolved and receive notice through the Receiver.

1. On December 11, 2007, the Florida Office of Financial Regulation filed a complaint (the "Complaint") seeking an injunction against BMC, MAMC, Dana J. Berman ("Berman") (collectively, the "Defendants") and other related entities (the "Relief Defendants") and requesting appointment of a receiver in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Case No. 07-43672 CA 09, styled *State of Florida, Office of Financial Regulation v. Berman Mortgage Corporation, et al.* (the "Receivership Action") .

2. The Complaint alleged that BMC and MAMC sold unregistered securities in the form of fractionalized interests in mortgages, operated as an unregistered securities dealer, made misrepresentations to investors, and misapplied investors' monies in connection with the funding of commercial mortgage loans.

3. The Complaint also alleged that BMC and MAMC obtained at least \$192,000,000 from more than 700 individual investors (the "Lenders"). The Lenders' monies were used to fund the acquisition and construction of commercial real estate projects, many of which are incomplete or in default. **A LIST OF THE LENDERS — EACH OF WHOM WILL BE BOUND BY THE BAR ORDER PROPOSED TO BE ENTERED IN CONNECTION WITH THIS SETTLEMENT — IS ATTACHED AS EXHIBIT A. A LIST OF THE RECEIVERSHIP CREDITORS - EACH OF WHOM WILL BE SIMILARLY BOUND BY THE BAR ORDER PROPOSED TO BE ENTERED IN CONNECTION WITH THIS SETTLEMENT - IS ATTACHED AS EXHIBIT B. THESE LENDERS AND RECEIVERSHIP CREDITORS ARE COLLECTIVELY REFERRED TO AS "ENJOINED PARTIES" IN THE PROPOSED BAR ORDER.**

4. This motion does not seek to bar any governmental agency from prosecuting any claims, whether civil or criminal, it may have against Berman, Mitchell Morgan ("Morgan") or the Insurance Company.²

5. By Order dated December 11, 2007 (the "Receivership Order"), Michael I. Goldberg was appointed as Receiver over the assets of BMC, MAMC, and the Relief Defendants (hereinafter, the "Receivership Defendants").

6. The Receiver is authorized to receive and collect all sums of money due and owing to the Receivership Defendants (Receivership Order at ¶¶ 20). Moreover, the Receiver has standing to institute, defend or compromise court proceedings as may in his judgment be necessary or proper for the collection, preservation and maintenance of Receivership assets and/or on behalf of the Receivership Defendants (Receivership Order at ¶¶ 21).

7. The Insurance Company issued a claims-made Specialty Errors and Omissions Liability Insurance Policy to BMC with effective dates between May 10, 2006 and May 10, 2007 (the "2006 Policy").

8. The Insurance Company issued a claims-made Miscellaneous Professional Liability Insurance Policy to BMC with initial effective dates between May 10, 2007 and May 10, 2008 (the "2007 Policy").

9. In October 2007, when the 2007 Policy was still in effect, Robert Revitz, as Trustee of the Robert Revitz Trust, sued BMC, MAMC and Berman seeking declaratory relief and money damages in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Case No. 07-35689-CA-40, styled *Robert Revitz, as Trustee of the Robert Revitz Trust v. Berman Mortgage Corporation, et al.* (the "Revitz Action").

² The identity of the Insurance Company is not being disclosed in this Motion, however, it is being fully disclosed in the settlement agreement being provided to all Enjoined Parties (as hereafter defined) and to the Court on an *in camera* basis.

10. On May 29, 2009, a putative class action was filed by Goldberg, in his capacity as "Court Appointed Receiver for the Benefit of Investors in Projects Mortgaged Through Berman Mortgage Corporation and Mortgage Asset Management Corporation" and on behalf of Gidney, individually and in her capacity as "Trustee, and/or Through Power-of-Attorney, and on behalf of all other Lenders similarly situated," against Berman and Morgan, in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Case No. 09-41833-CA-23, alleging that the actions of Berman and Morgan had resulted in the loss of millions of dollars in loans (the "Class Action"). The Class Action has not been certified as a class action by any court.

11. The Insurance Company is defending Berman and Morgan in the Class Action pursuant to a reservation of rights. The Insurance Company, in doubt as to its rights and obligations pursuant to the contents of the 2006 Policy and the 2007 Policy and in light of the allegations in the Class Action, initiated a declaratory judgment action in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Case No. 10-11393-CA-09 (the "Declaratory Judgment Action").

12. Thereafter, on or around October 16, 2009, Berman petitioned for relief under Chapter 7 of the United States Bankruptcy Code, Case No. 09-32393-RAM, United States Bankruptcy Court for the Southern District of Florida ("Berman's Bankruptcy"), and listed as an asset of the bankruptcy estate potential claims against the Insurance Company. Marcia T. Dunn ("Dunn") was appointed as the bankruptcy trustee for Berman's estate.

13. Following two mediations and protracted settlement discussions, the parties to the Revitz Action, the Class Action, the Declaratory Judgment Action and Dunn have analyzed and evaluated the risks and uncertainties attendant to their various claims and have decided to settle the Revitz Action, the Class Action, the Declaratory Judgment Action and Berman's claims

on the terms and conditions more fully set forth and memorialized in the Settlement Agreement provided to the Court, *in camera*, and mailed to each of the Enjoined Parties.

14. In summary, the Insurance Company will pay the Receiver \$9 million in full and complete settlement of all claims made in the Class Action and the Revitz Action, conditioned upon the Court entering a bar order (the "Bar Order") enjoining the Lenders and the Receivership Creditors from commencing or continuing claims against Berman, Morgan or the Insurance Company arising from transactions connected with MAMC and BMC (as is more fully set forth in the Settlement Agreement). This sum is nine times the policy limits of the 2006 Policy and 2007 Policy. If the Receiver is unable to obtain the Bar Order, the Settlement Agreement shall be null and void and the parties shall be restored to the status quo. From these settlement proceeds, the Receiver shall pay Dunn \$200,000 in satisfaction of any claims she or Berman's bankruptcy estate have against the Insurance Company or the Receivership.

15. The Receiver believes that it is in the best interest of all parties to avoid the cost, expense and uncertainty of litigation by settling the claims on the terms and conditions set forth in the Settlement Agreement executed by the parties.

16. ALTHOUGH THE MATERIAL TERMS OF THE SETTLEMENT AGREEMENT ARE SUMMARIZED HEREIN, THE LENDERS AND RECEIVERSHIP CREDITORS AND ALL OTHER INTERESTED PARTIES ENTITLED TO NOTICE IN THIS CASE ARE URGED TO READ THE SETTLEMENT AGREEMENT IN ITS ENTIRETY.

17. The Receiver believes the Settlement Agreement is in the best interest of all Lenders, Receivership Creditors and other parties in interest. The Receiver also believes that the settlement terms are fair and reasonable in light of its terms and conditions and the risks involved.

18. By constitution and statute, the circuit courts of Florida are vested with exclusive equity jurisdiction. Art. V, § 5(b), Fla. Const.; Fla. Stat. § 26.012(2)(c).; *Terex Trailer Corp. v. McIlwain*, 579 So.2d 237, 241 (Fla. 1 Dist. 1991); *English v. McCray*, 348 So.2d 293, 298 (Fla. 1977), citing *State ex rel. B.F. Goodrich Co., et al. v. Trammell, et al.*, 140 Fla. 500, 192 So. 175 (1939). As a court of equity, this court is vested with jurisdiction to enter the Bar Order,

19. The avoidance of a multiplicity of lawsuits is a basis to invoke equitable jurisdiction. See *Realty Bond & Share Co. v. Englar*, 142 So. 152, 154, 104 Fla. 329 (Fla. 1932) (The prevention of a multiplicity of actions at law is one of the special grounds of equity jurisdiction and for that purpose the remedy by injunction is freely used.) See also *Dotolo v. Schouten*, 426 So.2d 1013, 1015 (Fla. 2d DCA 1983); *NEC Electronics, Inc. v. VG Sales Co.*, 655 So.2d 1146, 1147 (Fla. 4th DCA 1995). The Receiver seeks the entry of a Bar Order in order to prevent a multiplicity of suits against Berman, Morgan and the Insurance Company. The Settlement Agreement represents a fair and equitable resolution of the costs, delay, and uncertainty that would occur if the Receiver and multiple other parties proceeded with competing litigation against Berman, Morgan and the Insurance Company. Furthermore, if the Court allows the Lenders and Receivership Creditors to prosecute independent lawsuits on their individual claims, it risks the results of unequal recovery and depletion of funds available to all of the Lenders and Receivership Creditors. Accordingly, the entry of a Bar Order is a proper exercise of this Court's jurisdiction and in the best interest of the Receivership Entities, the Insurance Company, the Lenders and Receivership Creditors.

20. Importantly, the Court has already barred the Lenders from pursuing claims against Berman. Therefore, with respect to Berman and the Lenders, the Court would simply be granting relief it has already entered. The Court has also already entered the identical bar order as the one being sought herein enjoining Lenders and Receivership Creditors from pursuing

claim against BMC's and MAMC's former auditors under similar circumstances. Thus, the relief requested by this Motion is consistent with prior orders of the Court. Finally, it bears noting that only Revitz and the Receiver timely presented claims against Berman and Morgan which underlies the claims against the Insurance Company. Therefore, if the Court were to deny this Motion, it is doubtful that any Lender or Receivership Creditor would have the ability to bring claims against Berman, Morgan and/or the Insurance Company.³ Accordingly, approval of the Settlement Agreement and entry of the Bar Order is in the best interest of the Receivership Estate and the Lenders. A copy of this motion is being sent to (i) all persons who have filed a Notice of Appearance in this case; (ii) MAMC's former Auditor; (iii) all of the Lenders; (iv) all Receivership Creditors; and (v) any other persons who will be bound by the Bar Order upon its entry (collectively the "Noticed Parties").

21. The Noticed Parties are hereby informed of their right to attend, and be heard at, the hearing on approval of the motion for approval of this Agreement

WHEREFORE, the Receiver, Michael I. Goldberg, requests this Honorable Court to:

- (i) enter an Order Approving the Settlement Agreement in the form attached hereto as Exhibit C;
- (ii) enjoin the Lenders listed in Exhibit "A" and Receivership Creditors listed in Exhibit "B" from prosecuting claims not otherwise excluded by the terms of the release against Berman, Morgan and the Insurance Company; (iii) reserve jurisdiction to enforce the terms of the

³ Moreover, Berman has received a discharge in bankruptcy so the Lenders cannot bring any claims against him. Upon information and belief, Morgan lacks sufficient assets to satisfy any potential judgment that Lenders may obtain against him. Finally, the applicable insurance policies are being exhausted by this settlement. Thus, it is highly doubtful any of the Enjoined Parties could achieve any further recovery in the event the Court does not approve the settlement and enters the Bar Order.

Settlement Agreement; and (iv) grant such other relief as is just and proper.

Respectfully submitted,

/s/ Michael I. Goldberg

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing motion was filed with the Court on this 8th day of January, 2015 and served by U.S. mail to all parties listed on Exhibit A and Exhibit B and on the attached Service List.

/s/ Michael I. Goldberg

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Danielle Fence Mfg. Co., Inc. PO Box 1019 Mulberry, FL 33860
Darren and Caryn Schwartz 13255 Biscayne Bay Terrace Miami, FL 33181
Deborah Freyer 9401 S.W. 134 th St. Miami, FL 33176
DELL Acct. 0038502005-002 P.O. Box 81009 Austin, TX 78708-16009
Mike Boudreaux GCID 838 Vieux Marche Biloxi, MS 39530
DBDS Melbourne c/o Mark Roher, Esq. 101 N.E. 3 rd Ave. #1800 Fort Lauderdale, FL 33301
Giles Construction 921 S. Prudence Road Tucson, AZ 85710

Name and Address
Grove Networks 2103 Coral Way Miami, FL 33145
Hill, Ward & Henderson, P.A. P.O. BOX 2231 TAMPA, FLORIDA 33601
KLN Financial 5150 Graves Avenue, Suite 8A San Jose, CA 95129
Charles R. Gremler IRA 610 Clematis Street Apt. 726 West Palm Beach, FL 33401
James J. Horin IRA 668 Hale Court Diamond Head, MS 39525
Scott Diamond 2665 S. Bayshore Drive PH-2B Coconut Grove, FL 33133
Gail Lane Corenblum Rollover IRA 12785 Maple Road Miami, FL 33181
David W. Eastis R/O IRA 95704 Overseas Highway Key Largo, FL 33037
Albert J. Kaplan Irrev. Trust Leah Kaplan, Trustee P.O. Box 800845 Aventura, FL 33180
Marvin Kaplan P.O. Box 800845 Aventura, FL 33180
Catherine Ellison P.O. Box 800845 Aventura, FL 33180
Harold J. Brooks Defined Benefit Pension Plan P.O. Box 4011 Woodland Hills, CA 91365
Albert and Beth Friedman 5358 SW 54 th Terrace Hollywood, FL 33312
John Alderman 1536 Shaw Drive Key Largo, FL 33037
Jay Rothlein DBA Investments LLC 800 West Ave Ste C1 Miami Beach, FI 33139
John & Maureen Myers 269 Sunset Drive Islamorada, FL 33036

Name and Address
Mallah Furman & Company P.A. Brickell Bay Office Tower 1001 Brickell Bay Drive, Suite 1400 Miami, Florida 33131-4938
New Urban Places 501 Continental Plaza Miami, FL 33131
Professional Staffing Burbank Office 2550 N. Hollywood Way, Suite 410 Burbank, CA 91505
Richard Zipes 112 Nurmi Drive Fort Lauderdale, FL 33301
Sligo Villa Apartments LLC c/o Richard Hoffmann, Esq. 9155 South Dadeland Blvd. # 1012 Miami, FL 33156
Skilled Services 2409 Biscayne Blvd Miami, FL 33137
SkipJack Premium Finance 10150 York Road, 5 th Floor Hunt Valley, MD 21030
Sonia Fardales 1717 N Bayshore Drive Unit PH 4038 Miami, FL 33132
State of Florida Dept. Of Finance c/o Cristina Saenz, Esq. Assistant General Counsel Office of Financial Regulation 401 N.W. 2 nd Avenue, Ste. N-708 Miami, FL 33128
SunTrust Bank Recoverable Dept. P.O. Box 85041 Richmond, VA 23285-5041
Sunbelt Rentals 11565 NE 27th Street Miami FL, 33137
TA Continental Plaza 3250 Mary St Miami, FL 33133-5232
Re: Bravo v. Byscayne Park Terr c/o David E. Sacks One Biscayne Tower, Suite 2400 Miami, FL 33121-1803
Total Bank 17701 Biscayne Blvd. Aventura, FL

Name and Address
Transcapital Bank 2100 East Hallandale Beach Blvd., Suite 103 Hallandale Beach, Florida 33009
Lenny Zedeck c/o Transcapital Bank 2100 East Hallandale Beach Blvd., Suite 103 Hallandale Beach, Florida 33009
Washington Mutual 1301 Second Avenue Seattle, WA 98101
Wells Fargo 420 Montgomery Street San Francisco, CA 94104
DB Carrol Street, LLC 501 Contential Plaza 3250 Mary Street Coconut Grove
Redland Ranch Holdings, LLC 3250 Mary Street # 307 Coconot Grove, FL 33133
Bayshore Oaks Condominium Association, Inc 5411 Bayshore Blvd Tampa, FL 33611
Marbella Condominium Association at 8 th Avenue, Inc 12890 NE 8 th Avenue Miami, FL 33161
770 Condominium Association, Inc 770 NE 128 th North Miami, FL 33139
The Pines of Vero Condominium Association, Inc 4141 16 th Street Vero Beach, FL 32960
Condo Association of Coral Gables Gardens Melbourne 2847 Regency Drive Melbourne, FL 32935

EXHBIT C

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT, IN
AND FOR MIAMI-DADE COUNTY,
FLORIDA

STATE OF FLORIDA, OFFICE OF
FINANCIAL REGULATION,

Plaintiff,

CASE NO. 07-43672 CA 09

vs.

BERMAN MORTGAGE CORPORATION,
a Florida corporation, M.A.M.C.
INCORPORATED, a Florida corporation,
and DANA J. BERMAN, as Owner and
Managing Member,

Defendants,

and

DB ATLANTA, LLC, a Florida Limited
Liability Company, *et al.*

Relief Defendants.

**ORDER GRANTING RECEIVER'S MOTION FOR APPROVAL
OF SETTLEMENT AGREEMENT AND ENTRY
OF BAR ORDER ENJOINING LENDERS AND RECEIVERSHIP CREDITORS
FROM PROSECUTING CLAIMS AGAINST DANA BERMAN, MITCHELL MORGAN
AND BERMAN MORTGAGE CORPORATION'S INSURANCE COMPANY**

This matter came before the Court on _____, 201__, upon the hearing on the Motion for Approval of Settlement Agreement and Entry of Bar Order Enjoining Lenders and Receivership Creditors From Prosecuting Claims Against Dana Berman, Mitchell Morgan and Berman Mortgage Corporation's Insurance Company (the "Insurance Company") (the "Motion"), filed by Michael I. Goldberg, as State Court Appointed Receiver over Defendants Berman Mortgage Corporation ("BMC") and M.A.M.C. Incorporated ("MAMC") and Relief Defendants

DB Atlanta, LLC, *et al.*¹ The Court, having reviewed the Motion and the Settlement Agreement, heard argument of counsel, finding good cause exists for the entry of this Order, and being otherwise fully advised in the premises, the Court makes the following:

FINDINGS OF FACT AND CONCLUSIONS OF LAW:

A. On December 11, 2007, the Florida Office of Financial Regulation filed a complaint (the "Complaint") seeking an injunction against BMC, MAMC, Dana J. Berman ("Berman") (collectively, the "Defendants") and other related entities (the "Relief Defendants") and requesting appointment of a receiver (the "Receivership Action").

B. The Complaint alleged that BMC and MAMC sold unregistered securities in the form of fractionalized interests in mortgages, operated as an unregistered securities dealer, made misrepresentations to investors, and misapplied investors' monies in connection with the funding of commercial mortgage loans.

C. The Complaint also alleged that BMC and MAMC obtained at least \$192,000,000 from more than 700 individual investors (the "Lenders"). The Lenders' monies were used to fund the acquisition and construction of commercial real estate projects, many of which are incomplete or in default.

D. By Order dated December 11, 2007 (the "Receivership Order"), Michael I. Goldberg was appointed as Receiver over the assets of BMC, MAMC, and the Relief Defendants (hereinafter, the "Receivership Defendants").

E. The Receiver is authorized to receive and collect all sums of money due and owing to the Receivership Defendants. Moreover, the Receiver has standing to institute, defend

¹ The Relief Defendants are DB Atlanta, LLC, DB Durham, LLC, Normandy Holdings II, LLC, Normandy Holdings III, LLC, Acquisitions, LLC, DBKN Gulf Incorporated, Oceanside Acquisitions, LLC, DB Biloxi, LLC, DB Biloxi II, LLC, DB Biloxi III, LLC, DBDS Vero Beach, LLC, DB Tampa, LLC, DB Simpsonville, LLC, DBDS North Miami, LLC, Redlands Ranch Holdings, LLC, DBDS Biscayne Park, LLC and DB Carroll Street, LLC.

or compromise court proceedings as may in his judgment be necessary or proper for the collection, preservation and maintenance of Receivership assets and/or on behalf of the Receivership Defendants.

F. The Insurance Company issued a claims-made Miscellaneous Professional Liability Insurance Policy to BMC with initial effective dates between May 10, 2007 and May 10, 2008 (the "2007 Policy"). Over the years, other policies were issued to BMC by the Insurance Company.

1. In October 2007, when the 2007 Policy was still in effect, Robert Revitz, as Trustee of the Robert Revitz Trust, sued BMC, MAMC and Berman seeking declaratory relief and money damages (the "Revitz Action"). The Revitz Action was enjoined from proceeding by the Receivership Order, and remains stayed.

G. On May 29, 2009, a putative class action was filed by Goldberg, in his capacity as *"Court Appointed Receiver for the Benefit of Investors in Projects Mortgaged Through Berman Mortgage Corporation and Mortgage Asset Management Corporation"* and on behalf of Jerilynn Gidney, individually and in her capacity as *"Trustee, and/or Through Power-of-Attorney, and on behalf of all other Lenders similarly situated"* ("Gidney"), against Berman and Morgan, alleging that the actions of Berman and Morgan had resulted in the loss of millions of dollars in loans (the "Class Action"). The Class Action, which recently was amended, has not been certified as a class action by any court.

H. The Insurance Company is defending Berman and Morgan in the Class Action pursuant to a reservation of rights. The Insurance Company, in doubt as to its rights and obligations pursuant to the contents of the policy(ies) it issued in light of the allegations in the Class Action, initiated a declaratory judgment action. (the "Declaratory Judgment Action").

I. Thereafter, on or around October 16, 2009, Berman petitioned for relief under Chapter 7 of the United States Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of Florida, and listed as an asset of the bankruptcy estate potential claims against the Insurance Company. Marcia T. Dunn ("Dunn") was appointed as the bankruptcy trustee for Berman's estate.

J. Following two mediations and protracted settlement discussions, the parties to the Class Action, the Declaratory Judgment Action and Dunn have analyzed and evaluated the risks and uncertainties attendant to their various claims and have decided to settle the Class Action, the Declaratory Judgment Action and the pending claims in Berman's bankruptcy on the terms and conditions more fully set forth and memorialized in the Settlement Agreement provided to the Court, *in camera*, and mailed to each of the Lenders listed on the attached Exhibit "A" and the Receivership Creditors listed on the attached Exhibit "B".

K. The Court finds that the Receiver has the authority to enter into the Settlement Agreement with Berman, Morgan, Gidney, Dunn and the Insurance Company.

L. The Court finds that as a result of the Settlement Agreement, the policy(ies) issued by the Insurance Company are fully exhausted.

M. The Court finds that the Settlement Agreement is in the best interest of the Receivership Defendants.

N. The Court finds that notice of the Motion, Settlement Agreement and the proposed entry of the Order Permanently Enjoining Prosecution of Claims Against Berman, Morgan and the Insurance Company (the "Bar Order"), have been provided to all parties who have filed a Notice of Appearance in this case, the Insurance Company, the Lenders, the

Receivership Creditors, Dunn, and all other parties who would be enjoined pursuant to the Bar Order (collectively, the "Noticed Parties").

O. The Court finds that prior to approval of the Motion and entry of this Order, the Noticed Parties had an opportunity to review the Motion and the relief requested therein, discuss the matters addressed in the Motion with their attorney, attend the Court hearing on approval of the Motion and provide the Court with their comments and/or objections.

P. The Court finds that this Order is necessary and appropriate in order to achieve the finality and repose that is contemplated and an essential term of the Settlement Agreement and that good cause therefore exists for the entry of this Order.

Q. Accordingly, the terms of the Settlement Agreement and this Order are binding on the Receiver, Gidney, BMC, MAMC, the Insurance Company, Berman, Morgan, Dunn, the Lenders and Receivership Creditors, and inure to the benefit of the employees, agents, registered representatives, associated persons, predecessors in interest, successors in interest, heirs and assigns of the Receiver, Gidney, BMC, MAMC, the Insurance Company, Berman, Morgan, Dunn, the Lenders and Receivership Creditors, and it is

ORDERED and ADJUDGED that:

1. The Motion is GRANTED. The Settlement Agreement is approved, ratified and its terms are incorporated herein.

2. The Receiver is further authorized to execute any documents and take any actions reasonably necessary to consummate the transactions contemplated therein.

3. All parties identified on the attached Exhibits A and B, including their successors, heirs, assigns, affiliates, and privies (the "Enjoined Parties"), shall unless otherwise expressly excluded from the terms of the Release or as set forth below, be *permanently* barred and enjoined

from filing, commencing, prosecuting, conducting, or continuing in any manner, directly, indirectly, derivatively, or in any other capacity, any suit, action, or other proceeding (including, without limitation, any proceeding in a judicial, arbitral, administrative, or other forum) against Berman, Morgan and the Insurance Company, for or as a result of any and all liabilities, judgments, rights, claims, cross-claims, counterclaims, demands, suits, matters, obligations, damages, debts, losses, costs, actions and causes of action, of every kind and description arising under common law, rule, regulation or statute, whether arising under state or federal laws, whether presently known or unknown that the Enjoined Parties now have, ever had or may claim to have in the future arising out of, related to, or which was or could have been asserted against Berman, Morgan and the Insurance Company, arising out of, related to, or resulting from policy(ies) issued by the Insurance Company to BMC, the Class Action, the Revitz Action, the Declaratory Judgment Action, any bad-faith action, or arising out of Berman's and Morgan's employment with BMC and MAMC, or arising out of Berman's and Morgan's conduct with BMC and MAMC, and are barred from commencing, prosecuting, continuing or otherwise asserting any such claims against Berman, Morgan and the Insurance Company.

4. In the event of any discrepancies or inconsistencies between the terms of the Settlement Agreement and the terms of this Order, the terms of the Settlement Agreement shall govern unless such term(s) was specifically amended herein.

5. The Court reserves jurisdiction to enforce and interpret the Settlement Agreement and enter any other related Orders.

DONE AND ORDERED in Chambers on this ____ day of _____, 201__.

Circuit Court Judge

Copies to all parties on attached list