

J. Johnson and Brief in Support on May 2, 2012 (docket no. 500) (the “Show Cause Motion”). The Show Cause Motion is not presently set for hearing.

The Receiver believes that the Settlement Agreement is in the best interests of the Receivership Estate. Briefly, the Settlement Agreement will result in Johnson paying the Settlement Sum (as defined in the Settlement Agreement) into the Receivership Estate. As part of the settlement, the Receiver agreed to dismiss the Show Cause Motion without prejudice.

By virtue of the Court’s December 7, 2005, Agreed Order Appointing Receiver, Freezing Assets, Requiring Accounting, and Granting Other Preliminary Injunctive Relief (the “Receivership Order”), the Receiver, with this Court’s approval, has the authority to compromise the claims against the Property. Accordingly, the Receiver recommends that the Court enter an order in substantially the attached form.

Respectfully submitted,

Quilling, Selander, Lownds, Winslett &
Moser, P.C.

By: /s/ Clark B. Will

Clark B. Will, P.C.

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ATTORNEY FOR RECEIVER,
S. GREGORY HAYS

CERTIFICATE OF CONFERENCE

On or about June 6, 2012, counsel for the Receiver conferred with Counsel for the SEC. The SEC has no objection to the relief sought herein, and accordingly this motion is UNOPPOSED.

/s/ Clark B. Will _____
Clark B. Will

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 17th day of August, 2012, I electronically filed this Motion to Approve Settlement with the Clerk of the Court by using the CM/ECF system. I further certify that I mailed the foregoing document and notice of electronic filing by first-class mail to the parties that are non-CM/ECF participant(s).

/s/ Clark B. Will _____
Clark B. Will

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Having reviewed the Settlement Agreement, the Court finds that the Settlement Agreement is in the best interest of the Receivership Estate.

Accordingly, it is now **ORDERED** that the Receiver's Motion for an Order Approving Settlement is **GRANTED** and the Show Cause Motion is hereby **DISMISSED WITHOUT PREJUDICE**.