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California Corporations Commissioner
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Deputy Commissioner
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8 Attorneys for the People of the State of California

9 SUPERIOR COURT OF THE STATE OF CALIFORNIA
10 FOR THE CITY AND COUNTY OF SAN FRANCISCO

11 THE PEOPLE OF THE STATE OF
12 CALIFORNIA, by and through the
13 COMMISSIONER OF CORPORATIONS,

14 Plaintiff,

15 vs.

16 MICHAEL P. GAMBOA; individually and
17 doing business as GAMBOA & COMPANY;
MPG, LLC; MARK H. POORE; RMB
18 OPERATIONS, LLC; PALETTE SIENNA
INTERNATIONAL FUND, LLC;
19 PALETTE GROUP, LLC; PALETTE II
GROUP, LLC; PALETTE III GROUP, LLC;
20 PALETTE IV GROUP, LLC; PALETTE
AQUA INVESTMENT FUND, LLC;
21 PALETTE COBALT INVESTMENT
FUND, LLC; THE CRIMSON FUND, LLC;
22 EPLAY, LLC; EPLAY INVESTMENTS
LLC; EPLAY INVESTMENTS 2 LLC;
23 POGA MANAGEMENT PARTNERS, LLC;
24 401K RETIREMENT SOLUTIONS, LLC;
25 MXM INVESTMENTS, LLC and DOES 1-
26 100

27 Defendants.
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Case No.: CGC-09-492027

~~PROPOSED~~ ORDER TO SHOW CAUSE
WHYA PRELIMINARY INJUNCTION AND
ORDER CONFIRMING THE APPOINTMENT
OF A RECEIVER AND FREEZING
DEFENDANTS' ASSETS SHOULD NOT BE
ISSUED

Date:
Time:
Dept:

1 The Ex Parte Application for Temporary Restraining Order, asset freeze and appointment of
2 a receiver came on the Ex Parte writs and receivers calendar on September 3, 2009 at 11:00 a.m. in
3 Department 301, before the Honorable Judge Peter J. Busch presiding. Kirk Wallace, Corporations
4 Counsel, appeared for Plaintiff, the People of the State of California, by and through the California
5 Corporations Commissioner. _____ appeared on behalf of
6 Defendants. More that 25 hours prior notice was provided to all defendants in this action of the Ex
7 Parte application and hearing as established by the Declaration of Kirk Wallace filed in this action.
8 After consideration of Plaintiff's Complaint, Ex Parte Application and Memorandum of Points and
9 Authorities in support thereof, and Declarations and exhibits filed in support thereof by Plaintiff in
10 this action, and FOR GOOD CAUSE APPEARING FOR THE ISSUANCE OF THIS ORDER EX
11 PARTE:

12 IT IS HEREBY ORDERED THAT:

13 Each Defendant appear before the above-entitled court in Department 301 of the San
14 Francisco County Superior Court, 400 McAllister Street, San Francisco, California on Sep. 22, 2009
15 at 9:30 a.m. to show cause, if any they have, why the appointment of a receiver should not be
16 confirmed pursuant hereto, and why a preliminary injunction and asset freeze of Defendants in the
17 same form as the requested temporary restraining order should not be issued and in effect during the
18 pendency of this action.

19 IT IS FURTHER ORDERED that any declarations, affidavits, points and authorities or other
20 opposition which said Defendants may have to the issuance of such an Order shall be filed with the
21 Court and delivered to Kirk Wallace or Doug Gooding counsel for Plaintiff, THE COMMISSIONER
22 OF CORPORATIONS, at the San Francisco Office of the California Department of Corporations, 71
23 Stevenson Street, Suite 2100, San Francisco, CA 94105 no later than 12:00 a.m./p.m. on
24 Sep. 17. Reply brief if any shall be filed and served by 9/18 by noon.

25 ~~IT IS FURTHER ORDERED that a copy of the Application and Memorandum of Points and~~
26 ~~Authorities, supporting declarations and exhibits, the Temporary Restraining Order Appointing A~~
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~~Receiver and Freezing Defendants' Assets, the Complaint, together with a copy of this Order to Show Cause shall be served on all Defendants no later than _____ a.m./p.m. on _____.~~

IT IS SO ORDERED.

DATED: September 3, 2009

PETER J. BUSCH
JUDGE OF THE SUPERIOR COURT