

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF KANSAS**

**SECURITIES EXCHANGE COMMISSION )**

**Plaintiff,** )

**vs.** )

**DAVID TANNER, et al.,** )

**Defendants,** )

**and** )

**MARGARET F. SPENCER, et al.,** )

**Relief Defendants.** )

**Civil Action No.: 05-4057-SAC**

**STIPULATED ORDER GRANTING, IN PART, RECEIVER’S MOTION FOR TURNOVER OF  
PROPERTY and Records OF THE RECEIVERSHIP  
ESTATE TRANSFERRED TO Mark D. Zarubi, Diversified  
Partners Limited f/k/a Cedax limited, Seaforth Meridian,  
Limited, and Law offices of J.B. “Benton” Moore**

COMES NOW the Receiver *Pendente Lite* Larry E. Cook (the “Receiver”), Mark D. Zarubi, Diversified Partners Limited f/k/a Cedax Limited, Seaforth Meridian, Limited, and Law Office of JB “Benton” Moore, by and through their respective undersigned counsel, and for their Stipulated Order Granting, In Part, Receiver’s Motion for Turnover of Property and Records of the Receivership Estate Transferred to Mark D. Zarubi, Diversified Partners Limited f/k/a Cedax Limited, Seaforth Meridian Limited, and Law Offices of J.B. “Benton” Moore (the “Turnover Motion”) (Docket Entry # 69), respectfully state as follows:

1. On July 21, 2005, the Receiver filed the Turnover Motion pursuant to which the Receiver requested the Court’s Order directing Mark D. Zarubi (“Zarubi”), Diversified Partners Limited f/k/a Cedax Limited (“Cedax”), Seaforth Meridian, Limited (“Seaforth”), and J. B. “Benton” Moore, III (“Moore”) to return property of the receivership estate transferred to Zarubi, Cedax, Seaforth, and Moore (collectively, the “Transferees”). The Receiver submitted that the Transferees received investor funds from an account at VEF Banka in Riga, Latvia wherein funds from the defrauded investors were pooled. The Receiver further submitted that the Transferees did not return reasonable equivalent value for the investor funds they received, nor had they returned the funds as demanded by the Receiver.

2. The Transferees deny any wrongdoing on their part, make no factual admissions with this Stipulated Order, and reserve all rights and privileges under the U.S. Constitution. Notwithstanding the previous sentence, solely in order to resolve the Turnover Motion, the Transferees and the Receiver have agreed to resolve the Turnover Motion on the following terms:

- (i) Zarubi and Cedax have agreed to request the return to the Receiver, funds in VEF Bank in Riga, Latvia, in an amount not less than \$3,015,703. Said request is satisfied by entry of the Stipulated Order.
- (ii) Zarubi and Cedax authorize, and Seaforth has agreed to return to the Receiver funds held by Seaforth Meridian, Limited in an amount not less than US\$8,998,513 in several installments, with the first installment to occur on or before August 15, 2005, and the final installment to occur on or before October 15, 2005;
- (iii) Zarubi, Cedax, and Moore have agreed to return to the Receiver \$150,000 of the \$514,516.18 transferred from Seaforth to Moore upon the later of August 26, 2005, or five business days of entry of this Stipulated Order.
- (iv) Zarubi and Cedax, have further consented to release to the Receiver any bank account records from the following banks and accounts as provided in the consent form attached as Exhibit A:
  - A. IOMS a/k/a Integrated Online Management Services Account Number 104-000-902-602 at Loyal Bank Limited, Kingstown, St. Vincent, West Indies;
  - B. Diversified Partners Limited Account Number LV05 VEFB NP30 0100 8197 0 at VEF Bank, Riga, Latvia;
  - C. X-Changers a/k/a X-Changer Reciprocal Services, LLC Account Number 2650 0026 4512 at Paritate Bank in Riga, Latvia;
  - D. Isabel Properties Corporation Account Number 097-468-1013 at Parex Bank, in Riga, Latvia.

This Stipulated Order resolves all matters raised in the Turnover Motion only.

Based upon the parties' presentation of this Stipulated Order to the Court, and for good cause shown, the Court finds this Stipulated Order should be entered.

**IT IS THEREFORE ORDERED**, that Mark D. Zarubi and/or Diversified Partners Limited f/k/a Cedax Limited immediately request the return to the Receiver investor funds at Diversified Partners Limited f/k/a Cedax Limited's accounts at VEF Bank in an amount not less than \$3,015,703.

**IT IS FURTHER ORDERED**, that Mark D. Zarubi, Diversified Partners Limited f/k/a Cedax Limited authorize, and that Seaforth Meridian Limited return to the Receiver investor funds at Seaforth Meridian Limited in an amount not less than US\$8,998,513 pursuant to a payment schedule agreed to by Seaforth and the Receiver wherein the initial installment payment will be made on or

before August 15, 2005 and the final installment payment will be made on or before October 15, 2005.

**IT IS FURTHER ORDERED**, that Mark D. Zarubi, Diversified Partners Limited f/k/a Cedax Limited, and JB "Benton Moore" upon the later of August 26, 2005, or five business days of entry of this Stipulated Order, return to the Receiver investor funds at Moore's trust account in the amount of \$150,000.

**IT IS FURTHER ORDERED**, that Mark D. Zarubi and/or Diversified Partners Limited f/k/a Cedax Limited consent to release to the Receiver any bank account records as listed in this Stipulated Order by execution of the consent form attached as Exhibit A.

**IT IS FURTHER ORDERED**, that all relief requested in the Turnover Motion that is not granted is hereby denied. The hearing scheduled for August 16, 2005, regarding this motion, is cancelled.

**IT IS SO ORDERED.**

Dated this 11th day of August, 2005 at Topeka, Kansas.

s/ Sam A. Crow  
Honorable Sam A. Crow  
UNITED STATES DISTRICT SENIOR JUDGE

Submitted and approved by:

Lathrop & Gage L.C.

By: /s/ Brian M. Holland  
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/s J.B. Moore, III

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J.B. Moore, III, Esq.  
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**Exhibit A**

**CONSENT DIRECTIVE**

I, Mark D. Zarubi, do hereby make this consent directive both individually and on behalf Diversified Partners Limited f/k/a Cedax Limited, IOMS a/k/a Integrated Online Management Systems, Isabel Properties Corporation, and X-Changers a/k/a X-Changer Reciprocal Services, LLC., and do hereby voluntarily direct the following banks, limited to the following accounts:

A. IOMS a/k/a Integrated Online Management Services Account Number 104-000-902-602 at Loyal Bank Limited, Kingstown, St. Vincent, West Indies;

B. Diversified Partners Limited Account Number LV05 VEFB NP30 0100 8197 0 at VEF Bank, Riga, Latvia;

C. X-Changers a/k/a X-Changer Reciprocal Services, LLC Account Number 2650 0026 4512 at Paritate Bank in Riga, Latvia; and

D. Isabel Properties Corporation Account Number 097-468-1013 at Parex Bank, in Riga, Latvia

to disclose all information and deliver copies of all documents of every nature in its possession or control which reflect or relate in any manner to the banking activities of the above-referenced accounts to Larry E. Cook, court-appointed receiver in Civil Case No. 05-4057-SAC in the United States District Court for the District of Kansas, and this consent directive shall be irrevocable authority for so doing.

This consent directive is intended to apply to the laws of the United States and all foreign jurisdictions, without limitation.

Dated: August \_\_\_\_, 2005

\_\_\_\_\_  
Mark D. Zarubi

The following, Mark D. Zarubi, being known to me appeared before me this \_\_\_\_ day of August, 2005, and executed the foregoing and duly acknowledged that he executed the same.

\_\_\_\_\_  
Notary Public