

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

**JAMES G. TEMME, and
STEWARDSHIP FUND, LP,**

Defendants,

Civil Action No. 4:11cv655

**ORDER APPOINTING RECEIVER OVER
JAMES G. TEMME**

This matter came on before me, this 3rd day of November, 2011, on the application of Plaintiff Securities and Exchange Commission (“Commission”) for the appointment of a Receiver for Defendant James G. Temme (“Temme”).

On October 14, 2011, the Court entered a temporary restraining order that, among other things, froze assets of Temme and entities under his control and set a hearing to occur on October 27, 2011 at 2:00 p.m. to consider Plaintiff’s motion for preliminary injunction and the appointment of a Receiver. By agreement of the defendants in this matter, the temporary restraining order was extended until 5:00 p.m. on November 3, 2011, with a hearing to be conducted on the Commission’s motion for preliminary injunctions to be heard at 10:00 a.m. on November 3, 2011.

On October 27, 2011, Plaintiff and Temme filed an agreed motion for the appointment of a receiver over any entity Temme owns or controls, directly or indirectly, including without limitation Stewardship Advisors, LLC, dba Stewardship Advisors, LP and Stewardship Asset Management Genpar I, LLC (referred to, collectively as “Temme-controlled entities.”).

On October 28, 2011, the Court entered an order appointing Keith Aurzada as Receiver over the Temme-controlled entities. On the same day, the Court entered an order appointing Keith Aurzada as Receiver over Stewardship Fund and related entities, including Stewardship Group LLC, Destiny Fund LP, Stewardship Management LP, and any entity those entities directly or indirectly control (referred to collectively as the Stewardship Fund Entities”).

On November 2, 2011 Plaintiff and Temme submitted an agreed motion for entry of an order appointing Keith Aurzada as Receiver over Temme.

In contemplation of the eventual return of assets of investors who may have been harmed by the misconduct alleged in the Complaint, it appears that this Order is both necessary and appropriate in order to prevent waste and dissipation of Temme’s assets to the detriment of investors, and where necessary, operate Temme’s assets and any legitimate business of Temme, and otherwise work to protect the interests of affected investors and others, pending further order of the Court.

IT IS THEREFORE ORDERED that:

1. This Court assumes exclusive jurisdiction and takes possession of the assets, monies, securities, properties, real and personal, tangible and intangible, of whatever kind and description, wherever located, and the legally recognized privileges (with regard to the entities), of Temme and the Temme-controlled entities as defined in this Order (“Receivership Assets”), and the books and records, client lists, account statements, financial and accounting documents, computers, computer hard drives, computer disks, internet exchange servers telephones, personal digital devices and other informational resources of or in possession of Temme or any of the Temme-controlled entities, or issued by Temme or any of the Temme-controlled entities and in possession of any agent or employee of Temme or any of the Temme-controlled entities.

(“Receivership Records”). The receiver shall not waive any privilege for any privileged communication or information (including attorney work product) that was shared between Jay Temme or any attorney for him, and any Temme-controlled entity or any attorney for it, pursuant to a joint defense agreement, or that constitutes work product of an attorney representing both Mr. Temme and a Temme-controlled entity, without first providing notice to all affected parties and an opportunity to be heard, and obtaining a ruling from the court permitting it. Nothing herein shall be construed to constitute an agreement or ruling that the receiver is able to waive any privilege that may be held individually or jointly (pursuant to a joint defense agreement) by Mr. Temme.

2. Keith Miles Aurzada, Bryan Cave LLP, JP Morgan Chase Tower, 2200 Ross Avenue, Suite 3300, Dallas, Texas 75201; (214) 721-8000; (214) 721-8100 (facsimile) is hereby appointed Receiver for the Receivership Assets and Receivership Records (collectively, “Receivership Estate”), with the full power of an equity receiver under common law as well as such powers as are enumerated herein as of the date of this Order. The Receiver shall not be required to post a bond unless directed by the Court but is hereby ordered to well and faithfully perform the duties of his office, to timely account for all monies, securities, and other properties which may come into his hands, and to abide by and perform all duties set forth in this Order. Except for an act of willful malfeasance or gross negligence, the Receiver shall not be liable for any loss or damage incurred by the Receivership Estate, or Temme or any Temme-controlled entity and their clients, associates, subsidiaries, affiliates, officers, directors, agents, or employees, or by any of their creditors or equity holders because of any act performed or not performed by him or his agents or assigns in connection with the discharge of his duties and responsibilities hereunder.

3. The duties of the Receiver shall be specifically limited to matters relating to the Receivership Estate and unsettled claims thereof remaining in the possession of the Receiver as of the date of this Order. Nothing in this Order shall be construed to require further investigation of Receivership Estate assets heretofore liquidated and/or distributed or claims of the Receivership Estate settled prior to issuance of this Order. However, this paragraph shall not be construed to limit the powers of the Receiver in any regard with respect to transactions that may have occurred prior to the date of this Order.

4. Until the expiration date of this Order or further Order of this Court, the Receiver is authorized to immediately take and have complete and exclusive control, possession, and custody of the Receivership Estate and to any assets traceable to assets owned by the Receivership Estate. The Receiver will not dispose of any personal asset of Temme without prior approval of the Court, after the parties are provided an opportunity to be heard in writing or, at the Court's discretion, a hearing on such schedule as is set by the Court.

5. As of the entry of this Order, the Receiver is specifically directed and authorized to perform the following duties:

(a) Maintain full control of the Receivership Estate with the power to retain or remove, as the Receiver deems necessary or advisable, any officer, member, director, independent contractor, employee, or agent of the Receivership Estate;

(b) Collect, marshal, and take custody, control, and possession of all the funds, accounts, mail, and other assets of, or in the possession or under the control of, the Receivership Estate, or assets traceable to assets owned or controlled by the Receivership Estate, wherever situated, the income and profit therefrom and all sums of money now or hereafter due or owing to the Receivership Estate with full power to collect, receive, and take possession of, without

limitation, all goods, chattel, rights, credits, monies, effects, lands, leases, books and records, work papers, records of account, including computer maintained information, contracts, financial records, monies on hand in banks and other financial institutions, and other papers and documents of other individuals, partnerships, or corporations whose interests are now held by or under the direction, possession, custody, or control of the Receivership Estate;

(c) Institute such actions or proceedings to impose a constructive trust, obtain possession, and/or recover judgment with respect to persons or entities who received assets or records traceable to the Receivership Estate. All such actions shall be filed in this Court;

(d) Obtain, by presentation of this Order, documents, books, records, accounts, deposits, testimony, or other information within the custody or control of any person or entity sufficient to identify accounts, properties, liabilities, causes of action, or employees of the Receivership Estate. The attendance of a person or entity for examination and/or production of documents may be compelled in a manner provided in Rule 45, Fed. R. Civ. P., or as provided under the laws of any foreign country where such documents, books, records, accounts, deposits, or testimony may be located;

(e) Without breaching the peace and, if necessary, with the assistance of local peace officers or United States marshals to enter and secure any premises, wherever located or situated, in order to take possession, custody, or control of, or to identify the location or existence of, Receivership Estate assets or records;

(f) Make such ordinary and necessary payments, distributions, and disbursements from the Receivership Estate as the Receiver deems advisable or proper for the marshaling, maintenance, or preservation of the Receivership Estate. Receiver is further authorized to contract and negotiate with any claimants against the Receivership Estate (including, without

limitation, creditors) for the purpose of compromising or settling any claim. To this purpose, in those instances in which Receivership Estate assets serve as collateral to secured creditors, the Receiver has the authority to surrender such assets to secured creditors, conditional upon the waiver of any deficiency of collateral;

(g) Perform all acts necessary to conserve, hold, manage, and preserve the value of the Receivership Estate, in order to prevent any irreparable loss, damage, and injury to the Estate;

(h) Enter into such agreements in connection with the administration of the Receivership Estate, including, but not limited to, the employment of such managers, agents, custodians, consultants, investigators, attorneys, and accountants as Receiver judges necessary to perform the duties set forth in this Order and to compensate them from the Receivership Assets;

(i) Institute, prosecute, compromise, adjust, intervene in, or become party to such actions or proceedings in state, federal, or foreign courts that the Receiver deems necessary and advisable to preserve the value of the Receivership Estate, or that the Receiver deems necessary and advisable to carry out the Receiver's mandate under this Order and likewise to defend, compromise, or adjust or otherwise dispose of any or all actions or proceedings instituted against the Receivership Estate that the Receiver deems necessary and advisable to carry out the Receiver's mandate under this Order. Neither this subparagraph nor subparagraph (f) above, gives the Receiver the right to take over Mr. Temme's defense of lawsuits or proceedings against him or to settle any such lawsuits or proceedings without Mr. Temme's approval, but Mr. Temme also cannot settle any such lawsuits or proceedings without the Receiver's approval;

(j) Preserve the Receivership Estate and minimize expenses in furtherance of maximum and timely disbursement thereof to claimants;

(k) Promptly provide the United States Securities and Exchange Commission and other governmental agencies with all information and documentation they may seek in connection with their regulatory, investigatory or prosecutorial activities;

(l) Prepare and submit periodic reports to this Court and to the parties as directed by this Court; and

(m) File with this Court requests for approval of reasonable fees to be paid to the Receiver and any person or entity retained by him and interim and final accountings for any reasonable expenses incurred and paid pursuant to order of this Court. Such fees and expenses shall be paid, if approved by the Court, from the Receivership Estate or the Receivership Estate of the Temme-controlled entities or of the Stewardship Fund Entities.

5.5 Defendant James G. Temme is permitted to open one bank account for the limited purpose of managing his reasonable and ordinary living expenses, including reasonable attorneys fees. Temme (or other third parties on his behalf) is permitted to deposit into the new account funds derived from employment that does not violate this Order and from sources not subject to the Court's previously-issued orders freezing certain assets and placing certain entities under the control of a Receiver, including his wife's salary and future income, if any. In addition, notwithstanding any provision of this Order, Temme shall be entitled to deposit cash or cash equivalents of up to \$5,000.00 per month for a period of six months from his personal assets as of the date of this Order. As part of this provision, Temme's account at Bank of America, account number *****0510 is unfrozen for purposes of allowing the balance of \$1,200 to be transferred to the account referenced above. For purposes of obtaining the \$5,000 per month maximum funds for reasonable expenses, Mr. Temme is authorized to access funds from his non-Stewardship related retirement account. This money is to be used for reasonable living expenses

and attorneys fees. Mr. Temme's ability to retain and deposit this money is conditioned on his cooperation with the Receiver in the discharge of the Receiver's duties. If the Receiver believes Mr. Temme has not provided such cooperation he shall notify the Court. If Temme acquires assets (net of reasonable living expenses) in excess of \$10,000, such as by gift, inheritance, bonus or other windfall – then Temme shall immediately notify the Receiver. Pursuant to this paragraph, Mr. Temme is permitted to use two existing Bank of America credit cards (account numbers ending with 3179 and 0297) and an existing Exxon gas card up to the limit of those cards. His debt in relation to such use remains his personal liability, not that of the Receivership Estate. Temme shall e-mail a copy of the monthly statements of the bank account used for the purposes of this provision and the monthly account statements of the credit cards referenced herein (or provide such other access to those statements as is agreed to by the Receiver).

Mr. Temme's son's high school account (Bank of America, account number *****1589) and Mr. Temme's mother's bank account at Bank of America (account number *****6777) shall be unfrozen. Mr. Temme's mother's account shall not be subject to the temporary or preliminary injunction entered in this matter or the receivership unless the Court orders otherwise. Mr. Temme's son's high school account may be used by his son for high school purposes, but shall be part of the Receivership Estate.

6. Upon the request of the Receiver, the United States Marshal's Office is hereby ordered to assist the Receiver in carrying out his duties to take possession, custody, or control of, or identify the location of, any Receivership Estate assets or records.

7. Any and all civil actions or other proceedings against Temme are hereby stayed. Any person or entity wishing to continue to pursue or initiate a civil action or other proceeding against Temme may do so only after obtaining permission from this Court to do so. Any claim

or suit that seeks recovery from Receivership Assets, or that is hereinafter filed against Temme shall be filed in this Court. This provision shall not apply to any criminal proceedings.

8. Creditors and all other persons are hereby restrained and enjoined from the following actions, except in this Court, unless this Court, consistent with general equitable principals and in accordance with its ancillary equitable jurisdiction in this matter, orders that such actions may be conducted in another forum or jurisdiction:

(a) The commencement or continuation, including the issuance or employment of process, of any judicial, administrative, or other proceeding against the Receiver, any of the defendants, the Receivership Estate, or any agent, officer, or employee related to the Receivership Estate, arising from the subject matter of this civil action; or

(b) The enforcement, against the Receiver, or Temme, of any judgment that would attach to or encumber the Receivership Estate that was obtained before the commencement of this proceeding.

9. Creditors and all other persons are hereby restrained and enjoined, without prior approval of the Court, from:

(a) Any act to obtain possession of the Receivership Estate assets;

(b) Any act to create, perfect, or enforce any lien against the property of the Receiver, or the Receivership Estate;

(c) Any act to collect, assess, or recover a claim against the Receiver or that would attach to or encumber the Receivership Estate; or

(d) The set off of any debt owed by the Receivership Estate or secured by the Receivership Estate assets based on any claim against the Receiver or the Receivership Estate.

10. Temme, his respective officers, agents, and employees and all persons in active concert or participation with them who receive notice of this Order by personal service or otherwise, including, but not limited to, any financial institution, broker-dealer, investment adviser, private equity fund or investment banking firm, and each of them, are hereby ordered, restrained, and enjoined from, directly or indirectly, making any payment or expenditure of any Receivership Estate assets that are owned by Temme or in the actual or constructive possession of any entity directly or indirectly owned or controlled or under common control with the Receivership Estate, or effecting any sale, gift, hypothecation, assignment, transfer, conveyance, encumbrance, disbursement, dissipation, or concealment of such assets. A copy of this Order may be served on any bank, savings and loan, broker-dealer, or any other financial or depository institution to restrain and enjoin any such institution from disbursing any of the Receivership Estate assets. Upon presentment of this Order, all persons, including financial institutions, shall provide account-balance information, transaction histories, all account records and any other Receivership Records to the Receiver or his agents and to Commission counsel, in the same manner as they would be provided were the Receiver the signatory on the account.

11. The Receiver is hereby directed to file with this Court and serve upon the parties, within 60 days after entry of this Order, a preliminary report setting out, to the extent known, the identity, location, and value of the Receivership Assets, and any liabilities pertaining thereto. Further, at the time the Receiver makes such report, he shall recommend to the Court whether, in his opinion, based on his initial investigation, how the receivership estate may best be maximized, including, without limitation, whether, and, if so, to what extent, the receivership should continue or whether creditor claims against Temme should be adjudged in the Bankruptcy Court. After providing the parties an opportunity to be heard, this Court will determine whether

to accept the Receiver's recommendation and, if appropriate, issue an order authorizing the Receiver to commence a bankruptcy proceeding or take other appropriate action. Pending the issuance of any such further order, the terms of this Order remain in effect.

12. Temme, and his agents, officers, and employees and all persons in active concert or participation with them are hereby enjoined from doing any act or thing whatsoever to interfere with the Receiver's taking control, possession, or management of the Receivership Estate or to in any way interfere with the Receiver or to harass or interfere with the duties of the Receiver or to interfere in any manner with the exclusive jurisdiction of this Court over the Receivership Estate, including the filing or prosecuting any actions or proceedings which involve the Receiver or which affect the Receivership Assets or Receivership Records, specifically including any proceeding initiated pursuant to the United States Bankruptcy Code, except with the permission of this Court. Any actions so authorized to determine disputes relating to Receivership Assets and Receivership Records shall be filed in this Court.

13. Temme, his respective officers, agents, and employees and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including any financial institution, broker-dealer, investment adviser, private equity fund or investment banking firm, and each of them shall:

(a) To the extent they have possession, custody, or control of same, provide immediate access to and control and possession of the Receivership Estate assets and records, including securities, monies, and property of any kind, real and personal, including all keys, passwords, entry codes, and all monies deposited in any bank deposited to the credit of Temme, wherever situated, and the original of all books, records, documents, accounts, computer printouts, disks, and the like of Temme and any of the Temme-controlled entities to Receiver or his duly authorized agents;

(b) Cooperate with the Receiver and his duly authorized agents by promptly and honestly responding to all requests for information regarding Receivership Assets and Records and by promptly acknowledging to third parties the Receiver's authority to act on behalf of the Receivership Estate and by providing such authorizations, signatures, releases, attestations, and access as the Receiver or his duly authorized agents may reasonably request;

(c) Provide the Receiver and the Commission with a prompt, full accounting of all Receivership Estate assets and documents outside the territory of the United States which are held either: (1) by them, (2) for their benefit, or (3) under their control;

(d) Transfer to the territory of the United States all Receivership Estate assets and records in foreign countries held either: (1) by them, (2) for their benefit, or (3) under their control; and

(e) Hold and retain all such repatriated Receivership Estate assets and documents and prevent any transfer, disposition, or dissipation whatsoever of any such assets or documents, until such time as they may be transferred into the possession of the Receiver.

14. Any financial institution, broker-dealer, investment adviser, private equity fund or investment banking firm or person that holds, controls, or maintains accounts or assets of or on behalf of Temme or any of the Temme-controlled entities, or has held, controlled, or maintained any account or asset of or on behalf of Temme since January 1, 2007, shall:

(a) Hold and retain within its control and prohibit the withdrawal, removal, assignment, transfer, pledge, hypothecation, encumbrance, disbursement, dissipation, conversion, sale, gift, or other disposal of any of the assets, funds, or other property held by or on behalf of Temme in any account maintained in the name of or for the benefit of Temme in whole or in part except:

- (i) as directed by further order of this Court, or
- (ii) as directed in writing by the Receiver or his agents;

(b) Deny access to any safe deposit boxes that are subject to access by Temme; and

(c) The Receiver may obtain, by presentation of this Order, documents, books, records, accounts, deposits, or other information within the custody or control of any person or entity sufficient to identify accounts, properties, liabilities, causes of action, or employees of the Receivership Estate. The attendance of a person or entity for examination and/or production of documents may be compelled by the Receiver in a manner provided in Rule 45, Fed. R. Civ. P., or as provided under the laws of any foreign country where such documents, books, records, accounts, deposits, or testimony may be located;

15. Temme, his officers, agents, and employees and all persons in active concert or participation with them and other persons who have notice of this Order by personal service or

otherwise, are hereby restrained and enjoined from destroying, mutilating, concealing, altering, transferring, or otherwise disposing of, in any manner, directly or indirectly, any contracts, accounting data, correspondence, advertisements, computer tapes, disks or other computerized records, books, written or printed records, handwritten notes, telephone logs, telephone scripts, receipt books, ledgers, personal and business canceled checks and check registers, bank statements, appointment books, copies of federal, state, or local business or personal income or property tax returns, and other documents or records of any kind that relate in any way to the Receivership Estate or are relevant to this action.

16. The Receiver is hereby authorized to make appropriate notification to the United States Postal Service to forward delivery of any mail addressed to Temme, or any company or entity under the direction and control of the Defendants, to himself. Further, the Receiver is hereby authorized to open and inspect all such mail to determine the location or identity of assets or the existence and amount of claims. This provision is without prejudice to Mr. Temme's right to petition the Court for relief from any action taken pursuant to this provision.

17. Nothing in this Order shall prohibit any federal or state law enforcement or regulatory authority from commencing or prosecuting an action against Temme, his agents, officers, or employees.

SIGNED this 3rd day of November, 2011.


AMOS L. MAZZANT
UNITED STATES MAGISTRATE JUDGE