

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

SECURITIES AND EXCHANGE COMMISSION
Plaintiff,

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v.

Civil Action No. 4:11-cv-655

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

**MOTION FOR AUTHORITY TO SELL PROPERTIES TO
LAKESIDE PORTFOLIO MANAGEMENT, LLC**

COMES NOW, Keith M. Aurzada, as receiver in the above-captioned matter (the “Receiver”) for James G. Temme (“Temme”), Stewardship Fund, LP, and all other entities directly or indirectly controlled by Temme or Stewardship Fund, LP, including, but not limited to Stewardship Advisors, LLC, d/b/a Stewardship Advisors, LP, Stewardship Asset Management Genpar I, LLC, Stewardship Group, LLC, Destiny Fund, LP, and Stewardship Management, LP (collectively, the “Receivership Entities”), and submits this Motion for Authority Sell Properties to Lakeside Portfolio Management, LLC. In support of the Motion, the Receiver would respectfully show the Court as follows:

I.
BACKGROUND

1. By this Motion, the Receiver seeks a Court Order authorizing the sale of certain assets pursuant to the sales procedures described herein.

2. On October 14, 2011, the Securities and Exchange Commission instituted the above-captioned action, and the Receiver was appointed as receiver for the Receivership Entities through the Court’s entry of the Agreed Order Appointing Receiver Over Entities Under Control

of James G. Temme [Dkt. No. 24]; Agreed Order Appointing Receiver Over Stewardship Fund, LP, and Related Entities [Dkt. No. 25]; and Order Appointing Receiver Over James Temme [Dkt. No. 30] (together, the “Receiver Orders”). Pursuant to the Receiver Orders, the Receiver is 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.” Agreed Order Appointing Receiver Over Entities Under Control of James G. Temme ¶ 4 [Dkt. No. 24].

3. After his appointment as Receiver, and pursuant to the responsibilities with which he is charged, the Receiver obtained (as part of previous settlement agreements approved by the Court) certain real properties owned by the Receivership Entities, which are deemed as Receivership Assets within the meaning of the Court’s Receiver Orders (the “Subject Assets”).

4. On July 20, 2012, Lakeside Portfolio Management, LLC (“Lakeside”) submitted a Letter of Intent to the Receiver to buy 127 of the Subject Assets for \$195,437.30 (the “Marketed Assets”).¹ The Marketed Assets have an outstanding principal balance of approximately \$5,685,198.53. The sale price represents approximately 3.4 cents on the dollar of the outstanding principal balance. In the Receiver’s business judgment the sale price represents the approximate fair market value of the Marketed Assets.

5. The Chief Executive Officer of the Halo Companies, Cade Thompson, marketed and continues to market the Subject Assets on behalf of the Receiver. Indeed, Mr. Thompson solicited Lakeside’s bid for the Subject Assets. Therefore, as payment for marketing services, upon closing Halo will receive a 5% commission of the Lakeside purchase price or any other purchase in which Halo identifies the purchaser.

¹ Lakeside is purchasing a first lien mortgage on the Market Assets or, in some cases, is purchasing the Marketed Assets REO. A list of the Marketed Assets is attached hereto as Exhibit 1.

6. The Receiver believes that the offer represents the fair market value of the Marketed Assets and that this offer represents the best possible outcome for the Receivership Estate. To ensure the best possible price, however, the Receiver will hold the assets open to public bids (to be provided to the Receiver) for twenty-one (21) days after Court approval of this motion for sale on terms superior (in the Receiver's sole determination) to Lakeside's bid for the assets. The Receiver will not place any restrictions on who may bid on assets, except having sufficient financing to close the transaction. Thus, investors may bid and purchase assets; however, the investors must bid in cash and will not be allowed to credit bid. Moreover, all sales will be conducted "AS IS – WHERE IS", and no warranties of any kind will be provided.

7. Assuming no better offer is received by the end of the 21-day period, Receiver intends to sell all 127 Subject Assets to Lakeside under the terms set forth above, so long as such sale is approved by the Court.

II. **ARGUMENT**

8. By this Motion, the Receiver requests that the Court authorize the Receiver to enter into an asset management agreement with Halo to service certain property of the Receivership Estate and to authorize the sale of the Subject Asset pursuant to the sales procedures described herein.

9. The Receiver also requests, by this Motion, that the Court waive the provisions of 28 U.S.C. §§ 2001(a) and 2002, which provide for the sale of the assets pursuant to a foreclosure-type or public auction process. Waiver or modification of such provisions is authorized by 28 U.S.C. § 2004. Further, the Receiver seeks waiver of the provisions of 28 U.S.C. § 2001(b) applying to private sales, including requiring certain appraisals, newspaper publications for the private sale, and confirmation of the private sale.

10. In accordance with the Receiver's business judgment, the waivers of Sections 2001(a) and 2002 are appropriate. The most likely way for the Receiver to realize the highest price for the assets is through sale to Lakeside or by accepting the bid with the best terms received in the 21-day open offer period. Furthermore, the Receiver believes that these sales procedures will maximize the value recovered by the Receivership Estate without having to incur the additional expenses in complying with Section 2001(b).

11. The Receiver also requests that he be allowed to sell the assets to Lakeside or to accept the highest bid received in the 21-day period without further approval of this Court so long as the Receiver files a notice of sale. The notice of sale shall identify at minimum: (i) properties to be sold (redacted if necessary); (ii) terms of sale; (iii) price to be paid; and (iv) the name of the buyer. If no objection is filed to the notice of sale within three (3) business days, the sale will be deemed approved, and the Receiver shall be entitled to close the transaction. This will allow the Receiver to minimize the cost of disposing of Receivership Estate assets.

III.
RELIEF REQUESTED

WHEREFORE, the Receiver prays that, upon final consideration of this Motion, the Court authorize the sale of the 127 Marketed Assets to Lakeside unless a superior bid is received within 21 days after entry of the Court's order. Furthermore, the Receiver prays that the Court approve the procedure to sell the properties to a buyer without further Court approval so long as the Receiver files a notice of sale.

Dated: August 6, 2012

BRYAN CAVE LLP

By: //s// Bradley J. Purcell
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CERTIFICATE OF CONFERENCE

I have discussed the relief requested herein with David Reece of the Securities and Exchange Commission. The relief requested herein is not opposed by the Securities and Exchange Commission.

//s// Bradley J. Purcell
Bradley J. Purcell

CERTIFICATE OF SERVICE

I certify that on August 6, 2012, I served a true and correct copy of the foregoing pleading by United States First Class Mail, postage prepaid, to the following in accordance with the Federal Rules of Civil Procedure:

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ALL INVESTORS THAT HAVE FILED A PROOF OF CLAIM IN THIS
MATTER, WHICH ARE PROVIDED IN THE ATTACHED LIST.

Moreover, the foregoing will be uploaded to www.stewardshipfundreceivership.com

//s// Bradley J. Purcell

Bradley J. Purcell

AMX ID	LLN ID	Address 1	City	State	Zip
1884	204747	585 Jenkins Street	Macon	GA	31201
2270	200344	14933 Littlefield Street	Detroit	MI	48227
2426	204859	428 Olive Street	McKeesport	PA	15132
2328	204838	26-28 Lexington Place	Pontiac	MI	48342
1917	204753	19181 Fenelon	Detroit	MI	48234
2070	204782	859 Hutchins	Cincinnati	OH	45229
1924	204757	13434 Camden	Detroit	MI	48213
2294	204832	8214 Pierson	Detroit	MI	48219
2001	204768	416 East Green Street	Butler	IN	46721
2191	204806	2346 Sherman Street	Gary	IN	46406
2250	204820	33 Kentucky Drive	Newport	KY	41071
2092	204787	625 East 45th Place N	Tulsa	OK	74106
2230	204815	480 South West Street	Spencer	IN	47460
2296	200350	9290-9294 Genessee Street	Detroit	MI	48206
2108	201615	2249 20th Street SW	Birmingham	AL	35211
1541	200121	1509 WEST 24TH STREET	JACKSONVILLE	FL	32209

16

AMX ID	LLN ID	Address 1	City	State	Zip
1317	211567	6020 NE County Rd 612	Kalkaska (Excelsior TWP)	MI	46946
6013	200780	2817 ADA AVE	TYLER	TX	75702
1735	200185	110 EAST DEPEW	ODIN	IL	62870
5957	200762	3622 E PROSPECT ST	INDIANAPOLIS	IN	46203
1922	200227	15865 Stout Street	Detroit	MI	48223
2428	200407	78 Bluff Street (was 76 Bluff Street)	New Castle (Union Township)	PA	16101
2276	200347	19189 Berden Street	Detroit	MI	48236
2029	200266	19375 Huntington	Detroit	MI	48219
2133	200291	2874 NW 55th Ave	Fort Lauderdale	FL	33313
1960	200242	1204 Cedar Avenue	Cincinnati	OH	45224
2392	200394	106 Wood Street	Lima	OH	45804
1993	200256	1301 Cumberland Street	Gadsden	AL	35903
2302	200352	69131 Maple Street	Edwardsburg	MI	49112
1906	208458	1633 Bank Street	Louisville	KY	40203
2049	200270	2205 Hartwick Hwy	Lincoln Park	MI	48146
1939	200234	1178 White Avenue	Lincoln Park	MI	48146
2034	201579	2268 Highland	Detroit	MI	48206
2011	201566	2406 East 16th Street	Muncie	IN	47302
2127	201622	1023 Frazier Street	Jacksonville	FL	32209
1909	201522	17 Groveland Street	Battle Creek	MI	49017
2008	201564	4810 West Naomi St	Indianapolis	IN	46241
2054	201587	52 South Merrimac Street	Pontiac	MI	48340
1896	201516	1915 North Dearborn Street	Indianapolis	IN	46218
1950	201534	8619 Smart Avenue	Kansas City	MO	64125
1953	201536	533 Eastview Street	Jackson	MS	39209
2087	201603	40 Matta Avenue	Youngstown	OH	44509
2081	201601	162 Wildon Avenue	Steubenville	OH	43952

2268	201662	12923 Greenview	Detroit	MI	48223
1940	200235	3310 Elliott Avenue	Lincoln Park	MI	48146
2076	201598	124 S Monmouth St	Dayton	OH	45403
1904	201520	211 Walnut	Dearing	KS	67340
2067	201592	133 Wende Street	Buffalo	NY	14211
2199	200318	2005 Mansfield Street	Indianapolis	IN	46202
1956	201539	10380 Hwy 18 South	Sparta	NC	28675
1991	201554	4408 41st Way North	Birmingham	AL	35217
2004	201561	3202 Abbott St	Ft. Wayne	IN	46806
2013	201567	436 Chicago Street	South Bend	IN	46619
2010	201565	704 South Western Ave	Marion	IN	46953
1941	200236	308 Elm Street	Mancelona	MI	49659
2032	201577	5295 Montclair	Detroit	MI	48213
2097	201610	3205 Valencia Drive	Killeen	TX	76542
2026	201573	17359 Hamburg	Detroit	MI	48205
2041	201583	956 Vosburg	Flint	MI	48503
1932	201530	1118 Lincoln Avenue	Flint	MI	48507
1882	201508	393 Jasper Hill Road	New Hope	AL	35760
2007	201563	943-945 West 33rd Street	Indianapolis	IN	46208
2061	201589	619 Bennington	Kansas City	MO	64125
2096	201609	9614 North U.S. Hwy 287	Amarillo	TX	79108
1883	201509	830 Madison Drive	Pensacola	FL	32505
1954	201537	406 Front Street	Sidon	MS	38954
2110	201616	528 81st Street South	Birmingham	AL	35206
1890	201512	209 East Missouri Street	Evansville	IN	47711
2418	201711	1015 19th Avenue	Altoona	PA	16601
2223	201651	1226 College Street	South Bend	IN	46615
2152	201631	1211 South Seminary Street	Galesburg	IL	61401
2044	201585	1019 Bates SE	Grand Rapids	MI	49507
2094	201607	5732 Crittenden St	Philadelphia	PA	19138
2006	201562	628-630 Eastern Avenue	Indianapolis	IN	46204
2424	201712	1835 Park Street	Harrisburg	PA	17103
1899	201518	1601 West 15th Street	Muncie	IN	47302
1955	201538	1854 Sweetie Road	Fayetteville	NC	28301
1892	201513	2801 New Haven Avenue	Fort Wayne	IN	46806
1886	201510	452 North Cottage Avenue	Kankakee	IL	60901
1897	201517	3754 Creston Drive	Indianapolis	IN	46222
1986	201550	704 North Wood Street	Gladewater	TX	75647
1996	201558	2007 South 15th Avenue	Broadview	IL	60155
2254	201657	112 W Walnut Street	Albion	MI	49224
2093	201606	522-524 Logan Blvd.	Burnham (Burnham Boro)	PA	17009
1878	201507	702 Sally Ann Circle	Birmingham	AL	35215
1894	201514	1641 East Comer Avenue	Indianapolis	IN	46203
1910	201523	975 Monroe	Benton Harbor	MI	49022
2074	201596	2262 Cardston Drive	Columbus	OH	43232
2039	201582	8061 Patton Street	Detroit	MI	48228
1928	201528	9642 Meyers	Detroit	MI	48227

2183	201639	2240 East Paulding Road	Fort Wayne	IN	46816
2014	201568	416 North 13th Street	Kansas City	KS	66102
1908	201521	514 Oak Street	Adrian	MI	49221
2348	201687	7576 Wood	Warren	MI	48091
1936	201531	26669 Penn Street	Inkster	MI	48141
2435	201716	6400 Lower Richland Blvd	Hopkins	SC	29061
2091	201605	1808 SW 17th Street	Oklahoma City	OK	73108
2043	201584	350 Brown Street SW	Grand Rapids	MI	49507
2290	201671	5912 Tarnow	Detroit	MI	48210
1927	201527	7415 Piedmont	Detroit	MI	48228
1926	201526	5800 Lenox Street	Detroit	MI	48213
2216	201647	16 North C.R. 300 E	New Castle	IN	47362
2101	201611	4913 Crooks Rd Unit G4	Royal Oak	MI	48073
1944	201533	824 Scottwood Street	Pontiac	MI	48340
2084	201602	2429 West Alexis Road	Toledo	OH	43613
2077	201599	1114 Shuler Avenue	Hamilton	OH	45011
2000	201559	801 East 9th Street	Auburn	IN	46706
2189	201641	723 Nuttman Avenue	Fort Wayne	IN	46807
2334	201684	78 East Cornell	Pontiac	MI	48340
2145	201628	10603 South Lafayette Avenue	Chicago	IL	60628
1929	201529	16762-64 Woodingham Drive	Detroit	MI	48221
2246	201654	4217 Sunset	Louisville	KY	40211
2300	201677	14643 Lydia Avenue	Eastpointe	MI	48021
2265	201661	11648 Wayburn Street	Detroit	MI	48224
2353	201690	3017 Fremont Avenue North	Minneapolis	MN	55411
2123	201619	4875 SW 176th Avenue	Dunnellon	FL	34432
1952	201535	509 Wheeler Street	Itta Bena	MS	38941
2017	201569	4135 Forest Oak Dr	Shreveport	LA	71109
1988	201552	HC 70, Box 18B Aarons Fork	Elkview	WV	25071
22664	201297	3125 PACIFIC	MEMPHIS	TN	38122
6365	200815	905 W 21ST STREET	BRYAN	TX	77803
5988	200770	2960 HANCHETT STREET	SAGINAW	MI	48604
1802	200197	7609 EAST 112TH STREET	KANSAS CITY	MO	64134
6002	200775	1685 MANCHESTER ROAD	AKRON	OH	44314
5968	200764	2544 FALMOUTH AVENUE	DAYTON	OH	45406
1820	200202	293 HIGHLAND AVENUE	HENRIETTA	NC	28076
5953	200760	815 N 13TH AVENUE	LAUREL	MS	39440

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

SECURITIES AND EXCHANGE COMMISSION
Plaintiff,

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Civil Action No. 4:11-cv-655

v.

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

**ORDER GRANTING RECEIVER’S MOTION FOR AUTHORITY TO SELL
PROPERTY AND TO APPROVE SALES PROCEDURES**

Came for consideration the Receiver’s Motion for Authority to Sell Property and to Approve Sales Procedures (the “Motion”) filed by Keith M. Aurzada as receiver (the “Receiver”) for James G. Temme, Stewardship Fund, LP, and all other entities directly or indirectly controlled by James G. Temme or Stewardship Fund, LP, including, but not limited to, Stewardship Advisors, LLC, d/b/a Stewardship Advisors, LP, Stewardship Asset Management Genpar I, LLC, Stewardship Group, LLC, Destiny Fund, LP, and Stewardship Management, LP (collectively, the “Defendants”). Based upon a review of the Motion, and the pleadings on file, the Court finds and concludes that (a) the relief requested in the Motion is in the best interests of the Receiver and his receivership estates; (b) proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and (c) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion. Therefore, it is hereby **ORDERED** that:

1. The Motion is **GRANTED**;

2. The Receiver is authorized to sell the 127 Marketed Assets identified in Exhibit 1 to the Motion subject to the following conditions;

3. The Receiver will hold the assets open to public bids (to be provided to the Receiver) for twenty-one (21) days after the entry of this Order;

4. The Receiver will not place any restrictions on who may bid on assets, except having sufficient financing to close the transaction (investors may bid and purchase assets; however, the investors must bid in cash and will not be allowed to credit bid).

5. Moreover, all sales will be conducted "AS IS – WHERE IS", and no warranties of any kind will be provided;

6. The Court accepts the bid of Lakeside Portfolio Management, LLC ("Lakeside") to purchase the 127 Marketed Assets for \$195,437.30;

7. Assuming no better offer is received by the Receiver before the end of the 21-day period, the Receiver is authorized to sell all 127 Marketed Assets to Lakeside under the terms set forth above;

8. The Receiver is authorized to sell the Marketed Assets without further approval of this Court so long as the Receiver files a notice of sale that identifies, at minimum: (i) properties to be sold (redacted if necessary); (ii) terms of sale; (iii) price to be paid; and (iv) the name of the buyer;

9. The Halo Companies is entitled to a 5% commission on the sale of the Marketed Assets;

10. The Court waives the provisions of 28 U.S.C. §§ 2001(a) and 2002 and 28 U.S.C. § 2001(b); and

11. Within a reasonable time after this Order is entered, the Receiver shall post this Order on www.stewardshipfundreceivership.com.

IT IS SO ORDERED this ____ day of _____, 2012.

UNITED STATES MAGISTRATE JUDGE

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