

1. On December 11, 2007, the Florida Office of Financial Regulation filed a complaint (the "Complaint") seeking an injunction against BMC, MAMC, Dana J. Berman (collectively, the "Defendants") and other related entities (the "Relief Defendants") and requesting appointment of a receiver.

2. The Complaint alleged that BMC and MAMC sold unregistered securities in the form of fractionalized interests in mortgages, operated as an unregistered securities dealer, made misrepresentations to investors, and misapplied investors' monies in connection with the funding of commercial mortgage loans.

3. The Complaint also alleged that BMC and MAMC obtained at least \$192,000,000 from more than 700 individual investors (the "Lenders"). The Lenders' monies were used to fund the acquisition and construction of commercial real estate projects, many of which are incomplete or in default. A LIST OF THE LENDERS – EACH OF WHOM WILL BE BOUND BY THE BAR ORDER PROPOSED TO BE ENTERED IN CONNECTION WITH THIS SETTLEMENT – IS ATTACHED AS EXHIBIT A. A LIST OF THE RECEIVERSHIP CREDITORS - EACH OF WHOM WILL BE SIMILARLY BOUND BY THE BAR ORDER PROPOSED TO BE ENTERED IN CONNECTION WITH THIS SETTLEMENT - IS ATTACHED AS EXHIBIT B. THESE LENDERS AND RECEIVERSHIP CREDITORS ARE COLLECTIVELY REFERRED TO AS "ENJOINED PARTIES" IN THE PROPOSED BAR ORDER.

4. This motion does not seek to bar any governmental agency from prosecuting any claims, whether civil or criminal, it may have against MAMC's former auditor.

5. By Order dated December 11, 2007 (the "Receivership Order"), Michael I. Goldberg was appointed as Receiver over the assets of BMC, MAMC, and the Relief Defendants (hereinafter, the "Receivership Defendants").

6. By Order dated April 16, 2008 (the "Hanzman Order"), Hanzman Gilbert, LLP predecessor to Michael A. Hanzman, P.A., Of Counsel to Ackerman, Link & Sartory was appointed Special Litigation Counsel to investigate and pursue the Lawsuit (as defined below).

7. By Order dated June 23, 2008 (the "Steering Order"), a Steering Committee was appointed to investigate and pursue the Lawsuit (as defined below).

8. The Receiver is authorized to receive and collect all sums of money due and owing to the Receivership Defendants (Receivership Order at ¶ 20). Moreover, the Receiver has standing to institute, defend or compromise court proceedings as may in his judgment be necessary or proper for the collection, preservation and maintenance of Receivership assets and/or on behalf of the Receivership Defendants (Receivership Order at ¶ 21).

9. The Receiver along with David Eastis and Gail Korenblum, on behalf of themselves and all others similarly situated ("the Class Members") filed a lawsuit against MAMC's former Auditors for (i) professional negligence; (ii) aiding and abetting breach of fiduciary duty; (iii) aiding and abetting fraud and (iv) negligence (the "Lawsuit"). MAMC's former Auditor denies any liability or wrongdoing in connection with the Lawsuit and has raised certain defenses thereto.

10. By Order dated March 24, 2009 (the "Transfer Order"), the Administrative Judge transferred the Lawsuit to the Receivership Division and assigned Case No. 09-14678 CA 09.

11. The Receiver, Class Members, MAMC's former Auditors, the Auditors Insurer and their respective counsel have been engaged in protracted settlement discussions over the course of several months in an effort to settle their claims in the Lawsuit. This includes obtaining an order barring claims of individual investors and Receivership Creditors against MAMC's former Auditor and its Insurer arising from transactions connected with MAMC and BMC.

12. The Receiver believes that it is in the best interest of all parties to avoid the cost, expense and uncertainty of litigation by settling the claims on the terms and conditions set forth in the Settlement Agreement executed by the parties. A copy of the Settlement Agreement shall be provided to the Court upon request.

13. ALTHOUGH THE MATERIAL TERMS OF THE SETTLEMENT AGREEMENT ARE SUMMARIZED HEREIN, THE LENDERS AND RECEIVERSHIP CREDITORS AND ALL OTHER INTERESTED PARTIES ENTITLED TO NOTICE IN THIS CASE ARE URGED TO READ THE SETTLEMENT AGREEMENT IN ITS ENTIRETY.

14. In exchange for a settlement payment of Thirteen Million and 00/100 Dollars (\$13,000,000.00), the Receiver and the prospective class members shall provide MAMC's former Auditor and its Insurer with a general release of claims they have against MAMC's former Auditor and its Insurer and are obligated to seek and obtain a Bar Order permanently barring the claims of all Lenders identified on the attached Exhibit A and are obligated to seek a Bar Order permanently barring the claims of all Receivership Creditors identified on the attached Exhibit B against MAMC's former Auditor and its Insurer, except as expressly limited by the terms of the release (the "Bar Order").

15. The Settlement Agreement is expressly conditioned upon the Receiver obtaining Court approval of all of the terms of the Settlement Agreement including, but not limited to, the entry of an order barring the Lenders and Receivership Creditors from bringing claims against MAMC's former Auditor and its Insurer. If the Receiver is unable to obtain the Bar Order, the Settlement Agreement shall be null and void and the parties shall be restored to the status quo.

16. The Receiver believes the Settlement Agreement is in the best interest of all Lenders, Receivership Creditors and the Receivership Defendants. The Executive Committee, comprised of eleven Lenders, has voted to authorize and direct the Receiver to enter into this Settlement. The Receiver also believes that the settlement terms are fair and reasonable in light of its terms and conditions.

17. By constitution and statute, the circuit courts of Florida are vested with exclusive equity jurisdiction. Art. V, § 5(b), Fla. Const.; Fla. Stat. § 26.012(2)(c).; *Terex Trailer Corp. v. McIlwain*, 579 So.2d 237, 241 (Fla. 1 Dist. 1991); *English v. McCray*, 348 So.2d 293, 298 (Fla. 1977), citing *State ex rel. B.F. Goodrich Co., et al. v. Trammell, et al.*, 140 Fla. 500, 192 So. 175 (1939). As a court of equity, this court is vested with jurisdiction to enter the Bar Order.

18. The avoidance of a multiplicity of lawsuits is a basis to invoke equitable jurisdiction. See *Realty Bond & Share Co. v. Englar*, 142 So. 152, 154, 104 Fla. 329 (Fla. 1932) (The prevention of a multiplicity of actions at law is one of the special grounds of equity jurisdiction and for that purpose the remedy by injunction is freely used.) See also *Dotolo v. Schouten*, 426 So.2d 1013, 1015 (Fla. 2d DCA 1983); *NEC Electronics, Inc. v. VG Sales Co.*, 655 So.2d 1146, 1147 (Fla. 4th DCA 1995).

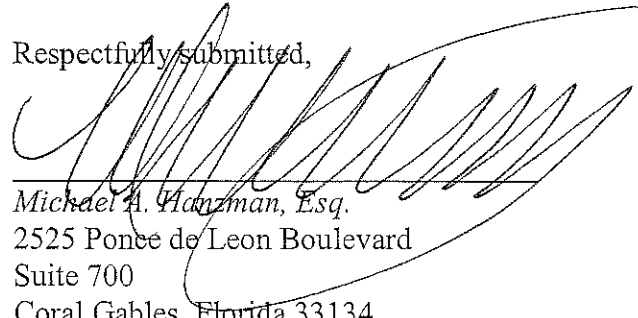
19. The Receiver seeks the entry of a Bar Order in order to prevent a multiplicity of suits against MAMC's former Auditor. The Settlement Agreement represents a fair and equitable resolution of the costs, delay, and uncertainty that would occur if the Receiver and multiple other parties proceeded with competing litigation against MAMC's former Auditor. Furthermore, if the Court allows the Lenders and Receivership Creditors to prosecute independent lawsuits on their individual claims, it risks the results of unequal recovery and depletion of funds available to all of the Lenders and Receivership Creditors. Accordingly, the entry of a Bar Order is a proper exercise of this Court's jurisdiction and in the best interest of the Receivership Entities, MAMC's former Auditor, the Lenders and Receivership Creditors.

20. A copy of this motion is being sent to (i) all persons who have filed a Notice of Appearance in this case; (ii) MAMC's former Auditor; (iii) all of the Lenders; (iv) all Receivership Creditors; and (v) any other persons who will be bound by the Bar Order upon its entry (collectively the "Noticed Parties").

21. The Noticed Parties are hereby informed of their right to attend, and be heard at, the hearing on approval of the motion for approval of this Agreement

WHEREFORE, the Receiver, Michael I. Goldberg, requests this Honorable Court to: (i) enter an Order Approving the Settlement Agreement in the form attached hereto as Exhibit C; (ii) enjoin the Lenders and Receivership Creditors from prosecuting claims not otherwise excluded by the terms of the release against MAMC's former Auditor; (iii) reserve jurisdiction to enforce the terms of the Settlement Agreement; and (iv) grant such other relief as is just and proper.

Respectfully submitted,

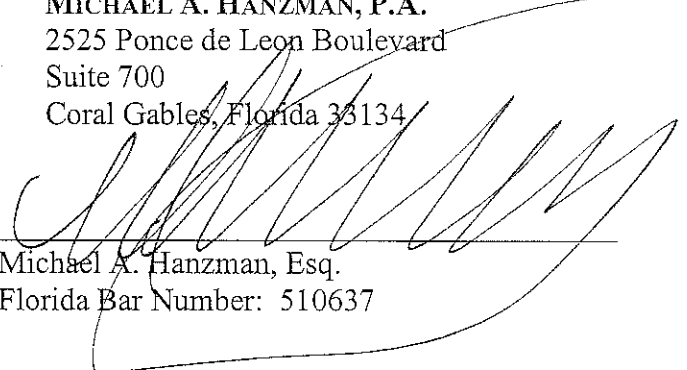


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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing motion was filed with the Court on this 1st day of March, 2010. Upon receipt of a hearing date, the motion will be sent by U.S. mail to all parties on the attached Service List and a Certificate of Service will be filed with the court.

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By: 

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**Additional Service List For
Receiver's Motion For Approval Of Settlement Agreement And Entry Of Bar Order
Conditionally Enjoining Lenders and Receivership Creditors From Prosecuting Claims
Against MAMC's former Auditor**

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PO Box 1019
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13255 Biscayne Bay Terrace
Miami, FL 33181

Deborah Freyer
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DELL
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Biloxi, MS 39530

DBDS Melbourne
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Giles Construction
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Grove Networks
2103 Coral Way
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KLN Financial
5150 Graves Avenue, Suite 8A
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West Palm Beach, FL 33401

James J. Horin IRA
668 Hale Court
Diamond Head, MS 39525

Scott diamond
2665 S. Bayshore Drive PH-2B
Coconut Grove, FL 33133

Gail Lane Corenblum Rollover IRA
12785 Maple Road
Miami, FL 33181

David W. Eastis R/O IRA
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Key Largo, FL 33037

Albert J. Kaplan Irrev. Trust
Leah Kaplan, Trustee
P.O. Box 800845
Aventura, FL 33180

Marvin Kaplan
P.O. Box 800845
Aventura, FL 33180

Catherine Ellson
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Aventura, FL 33180

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Woodland Hills, CA 91365

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Hollywood, FL 33312

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1536 Shaw Drive
Key Largo, FL 33037

Jay Rothlein
DBA Investments LLC
800 West Ave Ste C1
Miami Beach, FL 33139

John & Maureen Myers
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Islamorada, FL 33036

Mallah Furman & Company P.A.
Brickell Bay Office Tower
1001 Brickell Bay Drive, Suite 1400
Miami, Florida 33131-4938

New Urban Places
501 Continental Plaza
Miami, FL 33131

Professional Staffing
Burbank Office
2550 N. Hollywood Way, Suite 410
Burbank, CA 91505

Richard Zipes
112 Nurmi Drive
Fort Lauderdale, FL 33301

Sligo Villa Apartments LLC
c/o Richard Hoffmann, Esq.
9155 South Dadeland Blvd. # 1012
Miami, FL 33156

Skilled Services
2409 Biscayne Blvd
Miami, FL 33137

SkipJack Premium Finance
10150 York Road, 5th Floor
Hunt Valley, MD 21030

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State of Florida Dept. Of Finance
c/o Cristina Saenz, Esq.
Assistant General Counsel
Office of Financial Regulation
401 N.W. 2nd Avenue, Ste. N-708
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SunTrust Bank
Recoverable Dept.
P.O. Box 85041
Richmond, VA 23285-5041

Sunbelt Rentals
11565 NE 27th Street
Miami FL, 33137

TA Continental Plaza
3250 Mary St
Miami, FL 33133-5232

Re: Bravo v. Byscayne Park Terr
c/o David E. Sacks
One Biscayne Tower, Suite 2400
Miami, FL 33121-1803

Total Bank
17701 Biscayne Blvd.
Aventura, FL

Transcapital Bank
2100 East Hallandale Beach Blvd.,
Suite 103
Hallandale Beach, Florida 33009

Lenny Zedeck
c/o Transcapital Bank
2100 East Hallandale Beach Blvd.,
Suite 103
Hallandale Beach, Florida 33009

Washington Mutual
1301 Second Avenue
Seattle, WA 98101

Wells Fargo
420 Montgomery Street
San Francisco, CA 94104

DB Carrol Street, LLC
501 Contential Plaza
3250 Mary Street
Coconut Grove

Redland Ranch Holdings, LLC
3250 Mary Street # 307
Coconot Grove, FL 33133

Waterside Acquisition, LLC
3250 Mary St. Ste. 402
Miami, FL 33133

Oceanside Acquisitions, LLC
3250 Mary St. Ste. 402
Miami, FL 33133

Normandy Holdings, LLC
208 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

Litigation Funding, LLC
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DB Atlanta Manager Incorporated
3250 Mary St. Ste. 402
Coconut Grove, FL 33133

DB Atlanta Investment Incorporated
3250 Mary St. Ste. 402
Coconut Grove, FL 33133

DBDS Biscayne Park Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBDS North Miami Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBDS Vero Beach Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBDS Melbourne Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DB Biloxi II Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DB Biloxi III Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBKL Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBDS Emerald Park Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DB Biloxi II Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grtove, FL 33133

DB Islamorada Investment, Inc
3250 Mary St.
Coconut Grove, FL 33133

Normandy Holdings II Investment, Inc
3250 Mary St. Ste. 402
Miami, FL 33133

Bayshore Oaks Condominium Association, Inc
5411 Bayshore Blvd
Tampa, FL 33611

Marbella Condominium Association
at 8th Avenue, Inc
12890 NE 8th Avenue
Miami, FL 33161

770 Condominium Association, Inc
770 NE 128th
North Miami, FL 33139

The Pines of Vero Condominium Association, Inc
4141 16th Street
Vero Beach, FL 32960

DJB Vero Beach , LLC
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBA Investment, LLC
3250 Mary St,
Coconut Grove, FL 33133

DB Durham, LLC
3250 Mary St. Ste. 402
Coconut Grove, FL 33133

DB Simpsonville, LLC
3250 Mary St.
Coconut Grove, FL 33133

DB Biloxi Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBT Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBI Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

Normandy III Manager Incorporated
501 Continental Plaza
3250 Mary St.
Coconut Grove, FL 33133

DBKN Gulf Incorporated
3250 Mary St.
Ste. 402
Coconut Grove, FL 33133

Oceanside Manager Incorporated
3250 Mary St.
Ste. 501
Coconut Grove, FL 33133

Normandy II Manager Incorporated
3250 Mary St.
Ste. 402
Coconut Grove, FL 33133

Sentry Property Management Corporation
501 Continental Plaza
3250 Mary St.
Miami, FL 33133

Normandy Holdings Manager Incorporated
308 Continental Plaza
3250 Mary St
Coconut Grove, FL 33133

Normandy Holdings, Inc.
308 Continental Plaza
3250 Mary St.
Miami, FL 33133

1360 Sharazad Holdings, LLC.
501 Continental Plaza
3250 Mary St.
Miami, FL 33133

Condo Association of Coral Gables
Gardens Melbourne
2847 Regency Drive
Melbourne, FL 32935

DOC #291732

EXHIBIT C

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT,
IN AND FOR MIAMI-DADE
COUNTY, FLORIDA

STATE OF FLORIDA, OFFICE OF
FINANCIAL REGULATION,

Plaintiff,

CASE NO. 07-43672 CA 09

vs.

BERMAN MORTGAGE CORPORATION,
a Florida corporation, M.A.M.C.
INCORPORATED, a Florida corporation,
and DANA J. BERMAN, as Owner and
Managing Member,

Defendants,

and

DB ATLANTA, LLC, a Florida Limited
Liability Company, *et al.*

Relief Defendants.

**ORDER GRANTING RECEIVER'S MOTION FOR APPROVAL
OF SETTLEMENT AGREEMENT AND ENTRY
OF BAR ORDER ENJOINING LENDERS AND RECEIVORSHIP CREDITORS
FROM PROSECUTING CLAIMS AGAINST MAMC's FORMER AUDITOR
AND ITS INSURER**

This matter came before the Court on March 12, 2010, upon the hearing on the Motion for Approval of Settlement Agreement and Entry of Bar Order Enjoining Lenders and Receivership Creditors From Prosecuting Claims Against Mallah Furman & Company, P.A., ("MAMC's former Auditor") and Lexington Insurance Company, ("Insurer") (the "Motion"), filed by Michael I. Goldberg, as State Court Appointed Receiver over Defendants Berman Mortgage Corporation ("BMC") and M.A.M.C.

Incorporated ("MAMC") and Relief Defendants DB Atlanta, LLC, *et al.*¹ The Court, having reviewed the Motion and the Settlement Agreement, heard argument of counsel, finding good cause exists for the entry of this Order, and being otherwise fully advised in the premises, the Court makes the following:

FINDINGS OF FACT AND CONCLUSIONS OF LAW:

A. By Order dated December 11, 2007 (the "Receivership Order"), Michael I. Goldberg was appointed as Receiver over the assets of BMC, MAMC and the Relief Defendants (hereinafter, the "Receivership Defendants")

B. By Order dated April 16, 2008 (the "Hanzman Order"), Hanzman Gilbert, LLP predecessor to Michael A. Hanzman, P.A. Of Counsel to Ackerman, Link & Sartory was appointed Special Litigation Counsel to investigate and pursue the Lawsuit (as defined below).

C. By Order dated June 23, 2008 (the "Steering Order"), a Steering Committee was appointed to investigate and pursue the Lawsuit (as defined below).

D. The Receiver along with David Eastis and Gail Corenblum, on behalf of themselves and all others similarly situated ("the Class Members") filed a lawsuit against MAMC's former Auditor for (i) professional negligence; (ii) aiding and abetting breach of fiduciary duty; (iii) aiding and abetting fraud and (iv) negligence (the "Lawsuit"). MAMC's former Auditor denies any liability or wrongdoing in connection with the Lawsuit and has raised certain defenses thereto.

¹ The Relief Defendants are DB Atlanta, LLC, DB Durham, LLC, Normandy Holdings II, LLC, Normandy Holdings III, LLC, Acquisitions, LLC, DBKN Gulf Incorporated, Oceanside Acquisitions, LLC, DB Biloxi, LLC, DB Biloxi II, LLC, DB Biloxi III, LLC, DBDS Vero Beach, LLC, DB Tampa, LLC, DB Simpsonville, LLC, DBDS North Miami, LLC, Redlands Ranch Holdings, LLC, DBDS Biscayne Park, LLC and DB Carroll Street, LLC.

E. By Order dated March 24, 2009 (the "Transfer Order"), the Administrative Judge transferred the Lawsuit to the Receivership Division and assigned Case No. 09-14678 CA 09.

F. There are approximately 700 individual investors (the "Lenders") who allege that their monies were used by the Receivership Defendants to fund the acquisition and construction of commercial real estate projects.

G. The Court finds that the Receiver has the authority to enter into the Settlement Agreement with MAMC's former Auditor.

H. The Court finds that the Settlement Agreement is in the best interest of the Receivership Defendants.

I. The Court finds that notice of the Motion, Settlement Agreement and the proposed entry of the Order Permanently Enjoining Prosecution of Claims Against MAMC's former Auditor (the "Bar Order") have been provided to all parties who have filed a Notice of Appearance in this case, MAMC's former Auditor, the Lenders, the Receivership Creditors, and all other parties who would be enjoined pursuant to the Bar Order (collectively, the "Noticed Parties").

J. The Court finds that prior to approval of the Motion and entry of this Order, the Noticed Parties had an opportunity to review the Motion and the relief requested therein, discuss the matters addressed in the Motion with their attorney, attend the Court hearing on approval of the Motion and provide the Court with their comments and/or objections.

K. The Court finds that this Order is necessary and appropriate in order to achieve the finality and repose that is contemplated and an essential term of the Settlement Agreement and that good cause therefore exists for the entry of this Order.

L. Accordingly, the terms of the Settlement Agreement and this Order are binding on the Receiver, MAMC's former Auditor, the Lenders and Receivership Creditors, and inure to the benefit of the employees, agents, registered representatives, associated persons, predecessors in interest, successors in interest, heirs and assigns of the Receiver, MAMC's former Auditor, the Lenders and Receivership Creditors, and it is

ORDERED and ADJUDGED that:

1. The Motion is GRANTED. The Settlement Agreement is approved, ratified and its terms are incorporated herein.

2. The Receiver is further authorized to execute any documents and take any actions reasonably necessary to consummate the transactions contemplated therein.

3. All parties identified on the attached Exhibits A and B, including their successors, assigns, affiliates, and privies (the "Enjoined Parties"), shall unless otherwise expressly excluded from the terms of the Release, be *permanently* barred and enjoined from filing, commencing, prosecuting, conducting, or continuing in any manner, directly, indirectly, derivatively, or in any other capacity, any suit, action, or other proceeding (including, without limitation, any proceeding in a judicial, arbitral, administrative, or other forum) against MAMC's former Auditor and its Insurer, for or as a result of any and all liabilities, judgments, rights, claims, cross-claims, counterclaims, demands, suits, matters, obligations, damages, debts, losses, costs, actions and causes of action, of every kind and description arising under common law, rule, regulation or statute, whether

arising under state or federal laws, whether presently known or unknown that the Enjoined Parties now have, ever had or may claim to have in the future arising out of, related to, or which was or could have been asserted against MAMC's former Auditor, based upon, relating to, or arising out of services rendered to the Receivership Defendants, and are barred from commencing, prosecuting, continuing or otherwise asserting any claims against MAMC's former Auditor.

4. In the event of any discrepancies or inconsistencies between the terms of the Settlement Agreement and the terms of this Order, the terms of the Settlement Agreement shall govern unless such term(s) was specifically amended herein.

5. The Court reserves jurisdiction to enforce and interpret the Settlement Agreement and enter any other related Orders.

DONE AND ORDERED in Chambers on this ____ day of _____,
2010.

Circuit Court Judge

Copies to all parties on attached list