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5 Attorneys for the Receiver

6 SUPERIOR COURT OF ARIZONA
7 MARICOPA COUNTY

8 ARIZONA CORPORATION)
COMMISSION,)

9 Plaintiff,)

10 v.)

11 TREND MANAGEMENT GROUP,)
12 INC.; TREND CAPITAL, L.L.C.,)

13 Defendants.)

Cause No. CV 2006-16822

PETITION NO. 10

**PETITION FOR
MODIFICATION OF ORDER,
OR, ALTERNATIVELY,
FOR FINAL JUDGMENT AND
AUTHORITY TO APPEAL**

(Assigned to Judge Ruth H. Hilliard)

14
15 Peter S. Davis, the court-appointed receiver for Trend Management Group, Inc., et al.
16 ("Receiver"), petitions this Court for a modification of the relief granted in the *Minute Entry*,
17 dated May 10, 2007 ("*Minute Entry*"), or, alternatively, for entry of final judgment as to the
18 relief granted in the *Minute Entry* pursuant to Rule 54(b) of the Arizona Rules of Civil
19 Procedure¹ and authority to appeal such judgment.
20
21

¹ Unless otherwise stated, all reference to a "Rule" or the "Rules" is to the Arizona Rules of Civil Procedure.

1 **I. Summary**

2 In order to avoid a preferential and inequitable distribution of Receivership Assets, the
3 Receiver requests the Court modify the *Minute Entry* to affirm the claim asserted against the
4 Receivership Estate by Armando and Giselle Navas (the "Navases"), but to delay payment of
5 Navases' claim until the completion of a formal claims process by which all claims on the
6 Receivership may be heard and determined. The Navases do not have a claim to
7 Receivership Assets that is superior to all other creditors of the Receivership Estate. The
8 Receiver must treat all such creditors equitably. If Receivership Assets prove insufficient to
9 provide a 100% return to all claimants, as the Receiver believes will be the case, delaying
10 distribution of Receivership Assets to the Navases will enable the Receiver to treat all
11 creditors fairly and on a *pro rata* basis. Moreover, delaying distribution to the Navases will
12 enable other creditors to exercise their due rights to notice and be heard on how the
13 Receivership Assets should be distributed.

14 Alternatively, the Receiver petitions the Court to enter final judgment as to the
15 Navases' claim against the Receivership Estate pursuant to Rule 54(b) and further petitions
16 the Court for authority to appeal such judgment.

17 **II. Background Facts**

18 1. About October 19, 2006, in Case No. CV2006-051253, styled *Armando Navas,*
19 *Sr. and Giselle Navas v. Trend Capital, LLC*, in the Superior Court of Arizona, in and for the
20 County of Maricopa (the "Garnishment Case"), the Navases obtained a garnishment judgment
21 against Trend Management Group, Inc. in the amount of \$157,210.84 based on the Navases'

1 loss of their investment of \$126,221.23, in Trend Capital, LLC (the “Garnishment
2 Judgment”). This judgment represents an almost 25% gain in the Navases’ initial investment.
3 *See Motion to Enforce Judgment Against Garnishee Trend Management Group, Inc.*, § I.²

4 2. On November 14, 2006, this Court signed its *Order Appointing Receiver*,
5 placing Trend Management, Inc. and Trend Capital, LLC (the “Receivership Entities”) in
6 receivership, appointing Peter S. Davis receiver for the Receivership Entities, and staying
7 prosecution and collection of claims against the assets of the Receivership Entities.

8 3. Pursuant to the investigation undertaken by the Receiver into the investment
9 scheme operated by the Receivership Entities, to date, the Receiver has identified
10 approximately 350 investors, including the Navases, who invested about \$16.1 million with
11 the Receivership Entities. *See* paragraph 4 of the *Declaration of Nicole Manos*, attached
12 hereto as Exhibit A and cited herein as “*Manos Dec.*, ¶ ___”. Based on current and projected
13 recoveries of Receivership Assets, the Receiver expects to recover assets insufficient to
14 satisfy 100% of the approved claims on the Receivership Estate. *Manos Dec.*, ¶ 5.

15 4. Further, pursuant the Receiver’s investigation, the Receiver has determined that
16 the monies invested by the Navases with the Receivership Entities were not invested in the
17 account subject to the Garnishment Judgment. *Manos Dec.*, ¶ 6.

18 5. The Receiver’s investigation into these matters is ongoing. *Manos Dec.*, ¶ 7.

19 6. About January 24, 2007, the Navases filed their *Motion to Enforce Judgment*
20 *Against Garnishee Trend Management Group, Inc.*, requesting this Court to order the
21

² The Receiver requests the Court to take judicial notice of the pleadings on file herein.

1 Receiver to pay the Navases \$157,210.84 from certain Receivership Assets frozen at U.S.
2 Bank.

3 7. It appears from the record that none of the other creditors of the Receivership
4 Estate received notice of the Navases' claim.

5 8. After briefing and a hearing on the Navases' motion, this Court entered a
6 minute entry dated April 20, 2007, denying the relief sought by the Navases. A true and
7 correct copy of the Court's April 20th minute entry is attached hereto as Exhibit B.

8 9. The Navases subsequently moved this Court to reconsider the Court's April 20,
9 2007 determination through their *Rule 60(c)(1) Motion for Relief from This Court's April 20,*
10 *2007 Order on the Basis of Mistake or Inadvertence*. None of the other creditors of the
11 Receivership Estate received notice of the Navases' motion.

12 10. After briefing and a telephonic hearing on the Navases' subsequent motion, on
13 May 10, 2007, the Court entered the *Minute Entry*, finding the Navases are entitled to have
14 their Garnishment Judgment paid and lifting the stay imposed by the *Order Appointing*
15 *Receiver* for the limited purpose of paying the Navases' Garnishment Judgment. A true and
16 correct copy of the *Minute Entry* is attached hereto as Exhibit C.

17 11. On May 11, 2007, counsel for the Navases demanded payment of the
18 Garnishment Judgment, plus more than \$9,000.00 in interest, which was not awarded in the
19 Garnishment Judgment nor the *Minute Entry*, and threatened contempt proceedings against
20 the Receiver if such payment was not made by May 18, 2007. A true and correct copy of this
21 letter is attached hereto as Exhibit D.

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1 103, 69 P.2d 242, 244 (Ariz. 1937). This means the Receiver must weigh the Navases' rights
2 to Receivership Assets against the rights of other creditors.

3 Further, the Navases argue that their claim should be favored over the claims of other
4 creditors because it has been reduced to a judgment. They argue that their "garnishment
5 judgment, which existed prior to the appointment of the Receiver, and was apparently the first
6 judgment obtained by any Trend Capital investor, ... should be given priority over other
7 claims by investors without any judgment, or those who subsequently obtained judgments."

8 *Motion to Enforce Judgment Against Garnishee Trend Management Group, Inc.*, p. 2, lines
9 17-21 (emphasis added). In support of this argument, the Navases have directed the Court to
10 *Earl v. Commonwealth of Pennsylvania*. In fact, *Earl* holds that a garnishment judgment
11 does not create priority in the distribution of receivership assets. 178 U.S. at 455. In *Earl*,
12 the Supreme Court carefully noted that a garnishment judgment entered prior to the
13 institution of a receivership established the amount of the judgment creditor's claim, but it did
14 not create a right superior to that of other receivership creditors such that the receiver was
15 required to pay the judgment creditor in satisfaction of the claim outside of the general
16 equitable distribution of assets to all creditors. 178 U.S. 454-55. The Supreme Court stated:

17 [T]he right thus acquired by the service of the attachment was not lost by the
18 suspension of the bank and the appointment of the receiver.... We must not,
19 however, be understood as holding that the distribution of the bank's assets in
20 the hands of the receiver could have been in any wise directly controlled by the
21 state court [i.e. through the state court's order directing the receiver as
garnishee to pay the garnished sums] or seized under an attachment or
execution in the hands of any state officer.... On the contrary, the direction in
the statute [providing for *pro rata* distribution to claimants and rendering null
and void any preferential transfer of receivership assets to creditors, etc.]

1 furnished a rule of conduct for him which neither an order of nor any
2 proceedings in the state court could affect, modify, or change.

3 *Id.* at 454. The Supreme Court went on to overrule the state court's order directing the
4 receiver to turnover receivership assets in satisfaction of the garnishment. *Id.* at 455; *see*
5 *Morris v. Jones*, 329 U.S. 545, 454, 67 S.Ct. 451 (1947)(A creditor may conclusively
6 establish a claim by proving his claim in judgment form, but, in so doing, the claimant does
7 not "gain a priority which he would not have had if he had to relitigate his claim in [the
8 receivership court]").

9 "[P]roof and allowance of claims are matters distinct from distribution of assets."

10 *Morris v. Jones*, 329 U.S. at 449. "The establishment of the existence and amount of a claim
11 against the debtor in no way disturbs the possession of the liquidation court, in no way affects
12 title to the property, and does not necessarily involve a determination of what priority the
13 claim should have." *Id.*, at 449. A court may not grant a preference to one receivership
14 creditor over other creditors of the same class absent "an affirmative showing that the effect
15 of [such grant] would be not only to lessen the claim against the [receivership entity], but to
16 insure that the remaining claimants would secure at least as great a percentage on their claims
17 as the [grantee] did upon his." *Sisk*, 69 P.2d at 244; *see Earl*, 178 U.S. at 554-55. "[I]n
18 ordering a distribution of the assets of [a receivership entity], all creditors of the same class
19 must be treated on an equal basis." *Sisk*, 69 P.2d at 244. "When a court of equity does take
20 into its possession the assets of an insolvent corporation, it will administer them on the theory
21 that they in equity belong to the creditors . . . rather than to the corporation itself." *In re*

1 *Mortgageamerica Corp.*, 714 F.2d 1266, 1269 (5th Cir. 1983). Money collected in a
2 receivership action “is distributed pro-rata to all creditors” *Id.* at 1271.

3 Moreover, the other claimants to the Receivership Estate have a due process right to
4 be heard in this matter because their interests are negatively affected by the relief granted
5 through the *Minute Entry*. “A receivership claimant has standing to challenge the validity
6 of a rival claim by raising defenses ordinarily personal to the debtor. . . .” *Academy Life*
7 *Insurance Co. v. Odiorne*, 165 Ariz. 188, 191, 797 P.2d 727, 730 (Ariz.App. 1990). In the
8 *Academy Life Ins. Co.* case the Court quoted with approval, Clark, *Contingent and*
9 *Immature Claims in Receivership Proceedings*, 29 Yale L.J. 481 (1920):

10 When a court of equity . . . takes into its possession property of an insolvent
11 corporation, the court thereby deprives creditors of their ordinary legal
12 remedies of levy, execution, etc. In lieu thereof the court invites them to file
13 their claims and share equitably in the assets which it offers to distribute

14 In addition, the Court in *Academy Life* explained that,

15 Variousy treated as an attachment, sequestration, or equitable execution before
16 judgment . . . a receivership provides for an equitable distribution of the debtor's
17 property to creditors who present viable claims.

18 *Academy Life*, 797 P.2d at 731 (citation omitted).

19 The Receivership Assets that the Navases seek are derived from Trend Management
20 Group, Inc., which are being held by the Receiver for the benefit of all creditors. Due process
21 demands that all creditors be given notice and the opportunity to be heard on the distribution
of Receivership Assets. By ordering the distribution of \$157,210.84³ to the Navases

³ The Navases have demanded of the Receiver \$166,31.26. See Exhibit D.

1 prematurely and without notice and an opportunity to object, the due process rights of the
2 other 349 claimants will be violated.

3 Case law is clear that the Navases have secured a claim against the Receivership
4 Estate, but that they have not obtained a claim superior to that of other estate creditors, and
5 that they must share in the distribution of Receivership Assets with those other creditors.
6 There is no reward for the receivership creditor who wins a race to the courthouse, as the
7 Navases suggest. If such a reward did exist, it would undermine the purposes of
8 receiverships, namely, the orderly and equitable distribution of receivership assets to proper
9 claimants. The *Minute Entry* appears to be based on the idea that the Navases have a right to
10 the funds made subject of the garnishment judgment because they obtained the judgment
11 prior to the establishment of the Receivership or any judgment in favor of another creditor to
12 the Receivership Estate. This is contrary to law and equity, therefore, the *Minute Entry*
13 should be modified.

14 **IV. Alternative Petitions for Final Judgment and Authority to Appeal**

15 If the Court does not modify the *Minute Entry* as requested above, the Receiver
16 requests that the Court enter the Receiver's proposed final judgment incorporating Rule 54(b)
17 language, submitted herewith, and grant him authority to appeal such judgment.

18 The *Order Appointing Receiver* obligates the Receiver to prevent the inequitable
19 distribution of Receivership Assets and to determine, adjust and protect the interests of
20 claimants to such assets. *Order Appointing Receiver*, ¶ 11. This duty carries with it the right
21 and duty to appeal, upon permission of the appointing court, in situations "in which the estate

1 as a whole is interested ...to defend against a claim asserted.” CLARK RALPH EWING, THE
2 LAW AND PRACTICE OF RECEIVERS § 605 (3d ed. 1959).

3 “A judgment which does not dispose of the entire action is not appealable... unless
4 the requirements of Rule 54(b)... have been met.” *Musa v. Adrian*, 130 Ariz. 311, 636 P.2d
5 89, 91 (Ariz. 1981). Rule 54(b) provides that “[w]hen more than one claim for relief is
6 presented in an action,... the court may direct the entry of final judgment as to one or more
7 but fewer than all of the claims or parties.” ARIZ. R. CIV. P. 54(b). “The purpose of this rule
8 is to provide a way for determining whether a judgment, which would not otherwise appear to
9 be final and thus not appealable unless final, is final for appeal purposes.” *Stevens v.*
10 *Mehagian’s Home Furnishings, Inc.*, 90 Ariz. 42, 365 P.2d 208, 209 (Ariz. 1961).

11 “The general rule is that a receiver may not ordinarily appeal without first obtaining
12 authority of the court appointing him... [because] the receiver is a ministerial officer of the
13 court appointing him and may act only subject to its order” *Stowell v. Arizona Savings &*
14 *Loan Assoc.*, 93 Ariz. 310, 380 P.2d 606, 607 (Ariz. 1963)(citation omitted).

15 The Receiver is compelled to appeal the *Minute Entry* to prevent the preferential and
16 inequitable distribution of Receivership Assets to the Navases, who would receive
17 approximately 125% of their original investment in the Trend program as opposed to other
18 investors who are likely to receive a return of significantly less than 100%. Though the
19 *Minute Entry* does not dispose of the entire action and, therefore, is not appealable, the relief
20 it grants fully addresses the claims between the Navases and the Receiver. Accordingly, so
21 that the Receiver might appeal the relief granted through *Minute Entry*, the Receiver requests

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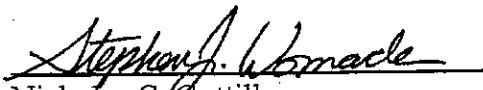
1 the Court to direct the entry of final judgment on such determinations pursuant to Rule 54(b),
2 and to grant the Receiver authority to appeal that judgment.

3 **V. Prayer**

4 WHEREFORE, the Receiver respectfully requests the Court to (1) modify *Minute*
5 *Entry* to establish the Navases' claim on Receivership Estates, but tdelay payment of such
6 claim until a pro rata payment has been made to all approved claimants on the estate; or,
7 alternatively, (2) enter a final judgment based on the *Minute Entry*, and (3) enter an order
8 granting the Receiver authority to appeal such final judgment; and (4) enter an order granting
9 the Receiver such other relief to which he may be entitled.

10 Respectfully submitted May 16, 2007.

11
12 GUTTILLA MURPHY ANDERSON, PC

13 
14 Nicholas C. Guttilla
15 Stephen J. Womack
16 Attorneys for the Receiver
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18
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20
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MASTER SERVICE LIST

Arizona Corporation Commission v. Trend Management Group, Inc.

Maricopa County Superior Court

CV 2006-16822

(Rev. 1/31/07)

Honorable Ruth H. Hilliard
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DECLARATION OF NICOLE MANOS

I, Nicole Manos, make the following declaration:

1. I have personal knowledge of the matters set forth herein, except for those matters stated on information and belief, and as to those matters I believe them to be true and could and would testify thereto under oath if called upon as a witness.

2. I am employed by the receiver of Trend Management Group, Inc. and Trend Capital LLC, Peter S. Davis, and his firm, Simon Consulting, and am authorized to execute this declaration on behalf of the receiver of Trend Management Group, Inc. and Trend Capital LLC.

3. I submit this *Declaration* in support of the *Petition No. 10 for Judgment, Authority to Appeal Judgment, or, Alternatively, Relief from Minute Entry.*

4. Pursuant to the investigation undertaken by the Receiver into the investment scheme operated by the Receivership Entities, to date, the Receiver has identified approximately 350 investors, including the Navases, who invested about \$16.1 million with the Receivership Entities.

5. Based on current and projected recoveries of Receivership Assets, the Receiver expects to recover assets insufficient to satisfy 100% of approved claimants' claims.

6. Further, pursuant the Receiver's investigation, the Receiver has determined that the monies invested by the Navases with the Receivership Entities were not deposited into the account subject to the Garnishment Judgment.

7. The Receiver's investigation into these matters is ongoing.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 14 day of May, 2007

Nicole Manos
Nicole Manos

SUPERIOR COURT OF ARIZONA
MARICOPA COUNTY

CV 2006-016822

04/20/2007

HONORABLE RUTH H. HILLIARD

CLERK OF THE COURT
L. Gilbert
Deputy

ARIZONA STATE CORPORATION
COMMISSION

MICHELLE M ALLEN

v.

TREND MANAGEMENT GROUP INC, et al.

NATHAN D MEYER

ASHLEY D ADAMS-FELDMAN
YVETTE ANSEL
DANIEL E GARRISON

COPY

MINUTE ENTRY

Interested Parties Armando and Giselle Navas' Motion to Enforce Judgment against Garnishee, Trend Management Group, Inc. has been under advisement. Having considered all memoranda submitted and the arguments of counsel the Court finds and orders as follows.

The Interested Parties seek for a lift of the stay issued by this Court pursuant to the Order Appointing Receiver entered on November 20, 2006 in order to garnish assets owned by Trend Management Group, Inc. The Interested Parties obtained a default judgment against Trend Management Group, Inc. on October 24, 2006 and instituted garnishment proceedings against Trend Management Group, Inc.'s assets on December 1, 2006. Although the judgment was obtained prior to the creation of the receivership, the Interested Parties began their garnishment proceedings after the Order Appointing Receiver was entered.

The Court finds that good cause has not been established to lift the stay at this time. Accordingly,

IT IS ORDERED denying Interested Parties Navas' Motion to Enforce Judgment.

SUPERIOR COURT OF ARIZONA
MARICOPA COUNTY

CV 2006-016822

05/10/2007

HONORABLE RUTH H. HILLIARD

CLERK OF THE COURT
L. Gilbert
Deputy

ARIZONA STATE CORPORATION
COMMISSION

MICHELLE M ALLEN

v.

TREND MANAGEMENT GROUP INC, et al.

STEPHEN M DICHTER

ASHLEY D ADAMS-FELDMAN
YVETTE ANSEL
DANIEL E GARRISON
MICHAEL B FISCO
RYAN W ANDERSON

MINUTE ENTRY

9:35 a.m. In chambers: This is the time set for Telephonic Expedited Hearing on Naves' Rule 60(C)(1) Motion for Relief from This Court's April 20, 2007 Order on the Basis of Mistake or Inadvertence. All parties appear telephonically. Trend Management Group, Inc. is represented by counsel, Stephen M. Dichter. Interested Parties Navas are represented by counsel, Yvette D. Ansel and Loren Molevar. Attorneys for Receiver, Stephen John Womack and W. Mark Sendrow, are present.

Court reporter, Lisa Vitoff, is present.

Argument is presented.

IT IS ORDERED taking said Motion under advisement.

SUPERIOR COURT OF ARIZONA
MARICOPA COUNTY

CV 2006-016822

05/10/2007

LATER:

Having considered the arguments and the memoranda submitted, the Court finds that its prior Order was erroneous in light of the mistake that was presented to the Court previously. The Court finds that in this case the garnishment judgment was entered before a request was made for appointment of the Receiver. The Court finds that the Interested Parties Navas are entitled to have their garnishment judgment paid.

IT IS ORDERED the stay that has been entered for the receivership is lifted for the limited purpose of paying the garnishment judgment obtained by the Interested Parties Navas.

May 11, 2007

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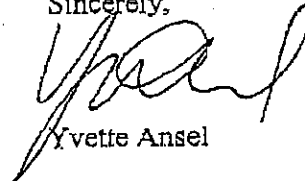
OF COUNSEL

MARILYN MURPHY
ALSO ADMITTED IN KANSAS**VIA FACSIMILE: 623-937-6897**
& U.S. Postal ServiceSteve Womack
Ryan W. Anderson, Esq.
Guttilla & Murphy, P.C.
4150 W. Northern Ave.
Phoenix, Arizona 85051-5787Re: *Navas v. Trend Management, et al.*
Our File No. 14628-00

Dear Steve and Ryan:

Pursuant to the Court's May 20, 2007 ruling, ordering a lift of the receiver's stay so that the Navas garnishment judgment would be paid. Please remit a check or wire funds by Friday, May 18, 2007, in the total amount of \$166,310.26. This amount includes the garnishment amount of \$157,210.84 and post judgment interest of \$9,099.42. Absent payment by this date, we will need to begin execution proceedings as well as contempt proceedings, all at the additional expense of those the receiver has been appointed to protect.

Sincerely,



Yvette Ansel

Y.A:bap

cc: Armonda Navas

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