

Document Number Only

B93000000098

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
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First Wall Street SBIC L-800002282237-6
-09/02/97-01053-013
*****35.00 *****35.00

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
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J. TAX
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R. AGENT FEE
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TOTAL 35.00
V. H. 8/28/97
TALLAHASSEE

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes,
the undersigned limited partnership organized under the laws of the state of
FIRST WALL STREET SBIC, L.P., submits the following statement
in order to change its registered office or registered agent, or both, in the state of
Florida.

1. The name of the limited partnership is:

FIRST WALL STREET SBIC, L.P.

2. The date of filing/registration in Florida:

3-4-93

3. Document number assigned:

B93000000098

4. The name and address of the present registered agent and office:

Louis J Pleeter, 2255 Glades Road, Suite 236-W, Boca Raton, FL 33431

5. The name and address of the successor registered agent and office.:
(P.O. Box not Acceptable)

CT CORPORATION SYSTEM

c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida 33324

Such change was authorized by the general partners.

SIGNATURE: *Charles P. Fulford*

Charles P. Fulford, Principal Agent for the
Receiver

Date: *July 21, 1997*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIG-
NATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

SIGNATURE: *Kevin J. Gallagher*

(Officer)

Kevin J. Gallagher, Asst. VP

(Type Name and Title of Officer)

Date: *8-4-97*

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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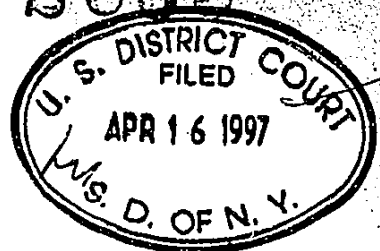
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JUDGE RAKOFF

97 CIV. : 2654

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK



UNITED STATES OF AMERICA

Plaintiff,

v.

FIRST WALL STREET
SBIC, L.P.

Defendant.

Civil Action No.

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ORDER APPOINTING SMALL BUSINESS ADMINISTRATION
PERMANENT RECEIVER OF FIRST WALL STREET SBIC, L.P.
CORPORATION AND GRANTING PERMANENT INJUNCTION

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to the provisions of 15 U.S.C. § 687c, this Court shall take exclusive jurisdiction of First Wall Street SBIC, L.P. ("First Wall"), and all of its assets, wherever located, and the United States Small Business Administration ("SBA") is hereby appointed Receiver of First Wall (the "Receiver") to serve without bond until further Order of this Court. The Receiver is appointed for the purpose of marshaling, inventorying, and protecting all First Wall's assets. In addition, unless the Receiver, in considering the best interests of all creditors and equity holders of First Wall determines otherwise, the Receiver is appointed for the purpose of liquidating all of First Wall's assets and satisfying the claims of creditors therefrom in the order of priority as determined by

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this Court.

2. The Receiver shall have all powers, authorities, rights and privileges heretofore possessed by the officers and directors of First Wall State under applicable state and federal law and the documents establishing the corporation, in addition to all powers and authority conferred upon the Receiver by the provisions of 15 U.S.C. § 687c and 29 U.S.C. § 754. Alan Farkas and First Wall Street Management Company, the general partner of First Wall are hereby dismissed and such persons shall have no authority with respect to First Wall's operations or assets. The officers and directors, employees and agents of First Wall shall have no authority with respect to First Wall's operations or assets, except as may hereafter be expressly granted by the Receiver. Paul Pollock and Latchmi Haridan shall be retained by the Receiver for a period of two weeks at an appropriate rate of compensation to be determined by the Receiver. The Receiver shall assume and control the operation of First Wall and shall pursue and preserve all of its claims.

3. The past and/or present officers, directors, agents, accountants, management company, attorneys and employees of First Wall as well as all those acting in their place, and employees, are hereby ordered and directed to turn over to the Receiver forthwith all books, records, documents, accounts and all other instruments and papers of said corporation and all other assets and property of the corporation, whether real or personal. First Wall shall furnish a written statement within five (5) days after

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the entry of this Order, listing the identity, location and estimated value of all assets of First Wall as well as the names, addresses and amounts of claims of all known creditors of First Wall. All persons having control, custody or possession of any assets or property of First Wall are hereby directed to turn such property over to the Receiver.

4. The Receiver shall promptly give notice of its appointment to all known officers, directors, agents, employees, shareholders, partners, limited partners, creditors, debtors and agents of First Wall. All persons and entities owing any obligations or debts to First Wall shall, until further ordered by this Court, pay all such obligations in accordance with the terms thereof to the Receiver and its receipt for such payments shall have the same force and effect as if First Wall had received such payments.

5. The Receiver is hereby authorized to open such Receiver's bank accounts, at banking or other financial institutions, to extend credit on behalf of First Wall, to utilize SBA personnel, and to employ such other personnel as necessary to effectuate the operation of the receivership including, but not limited to, attorneys and accountants, and is further authorized to expend receivership funds to compensate such personnel in such amounts and upon such terms as the Receiver shall deem reasonable in light of the usual fees and billing practices and procedures of such personnel. In addition, the Receiver is authorized to reimburse the SBA for travel

expenses incurred by SBA personnel in the establishment and administration of the receivership. The Receiver is not required to obtain Court approval prior to the disbursement of receivership funds for payments to personnel employed by the Receiver or payments for expenses incidental to administration of the Receivership. The Receiver may, without further order of this Court, transfer, compromise, or otherwise dispose of any claim or asset, other than real estate, which would result in net proceeds to the Receiver, or may, without further order of this Court, transfer, compromise, or otherwise dispose of any claim or asset, other than real estate.

6. First Wall's past and/or present officers, directors, agents, shareholders, partners, limited partners, management company, employees, and other appropriate persons (including without limitation, the defendant's portfolio of small business concerns and banks or other financial institutions doing business with defendant and/or defendant's portfolio of small business concerns) shall answer under oath to the Receiver all questions which it may put to them and produce any documents requested regarding the business of First Wall or any other matter relevant to the operation or administration of the receivership or the collection of funds due to First Wall. In the event that the Receiver deems it necessary to require the appearance of the aforementioned persons, the production of documents, information, or any other form of discovery concerning the assets, property or business assets or activities of First Wall or any other matter

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relevant to the operation or administration of the Receivership or the collection of funds due to First Wall, the Receiver shall direct notice by first class mail, and said persons shall appear and give answer to the receiver, produce documents or submit to any other form of discovery within ten (10) days of service of said notice at the time and place designated therein.

7. The parties to any and all civil legal proceedings, excluding the instant proceeding, wherever located, including, but not limited to arbitration proceedings, bankruptcy or foreclosure actions, default proceedings, or any other proceedings involving First Wall, including subsidiaries and partnership or any of its assets, or any action of any nature taken by or involving First Wall or its present or past officers or directors, partners or limited partners, agents or employees, or the Receiver, sued for, or in connection with, any action taken by First Wall's officers or directors, partners or limited partners, agents or employees, while acting in such capacity whether as plaintiff, defendant, third-party plaintiff, third-party defendant, or otherwise, or with respect to any assets of First Wall, are enjoined from taking any action, including discovery, and from commencing or continuing any legal proceeding of any nature in connection therewith. All civil legal proceedings, wherever located, including, but not limited to, arbitration proceedings, bankruptcy actions, foreclosure actions or default proceedings, but excluding the instant proceeding, involving First Wall or any of its assets, including subsidiaries

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and partnership, or any action of any nature taken by or involving First Wall's present or past officers or directors, partners or limited partners, agents or employees, sued for, in connection with, any action taken by them while acting in their official capacity whether as plaintiff, defendant, third-party plaintiff, third-party defendant, or otherwise, are stayed in their entirety, and all Courts having any jurisdiction thereof are enjoined from taking or permitting any action until further Order of this Court. Further, as to a cause of action accruing in favor of First Wall, any applicable statute of limitation is tolled during the period in which the injunction against the commencement of legal proceedings is in effect as to that cause of action.

8. First Wall and its past and/or present officers, directors, partners, limited partners, employees and agents, or other persons acting in concert or participation with them are enjoined from either directly or indirectly taking any actions or causing any such action to be taken which would dissipate the assets and property of First Wall to the detriment of the Receiver appointed in this cause, including but not limited to destruction of corporate records, or acts which would violate the Small Business Investment Act of 1958, as amended, (the "Act"), 15 U.S.C. § 661 et seq., or the regulations promulgated thereunder, (the "Regulations"), 13 C.F.R. § 107.1 et seq. (1990).

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9. The Receiver is authorized to borrow on behalf of First Wall, from the SBA, up to \$200,000 and is authorized to cause First Wall to issue Receiver's Certificates of Indebtedness (the proceeds of which shall be used for the payment of ordinary and necessary administrative expenses) in the principal amounts of the sums borrowed, which certificates will bear interest at or about 10 percent per annum and will have a maturity date no later than 18 months after the date of issue. Said Receiver's Certificates of Indebtedness shall have priority over all over all other debts and obligations of First Wall, excluding administrative expenses of the Receivership, whether presently existing or hereinafter incurred, including without limitation any claims of equity holders of First Wall.

10. This Court determines and adjudicates that First Wall has violated the Act and the regulations, as alleged in the Complaint filed against First Wall in the instant action. After the foregoing activities are completed, the Receiver may submit a report to this Court recommending that First Wall's license be revoked.

11. The United States Small Business Administration is further entitled to judgment in the amount of \$9,233,646.85, which is the principal balance and accrued interest due as of March 24, 1997; the United States is further entitled to daily interest which has accrued at a rate of \$2067.67 from March 24, 1997, to the entry of judgment, with post judgment interest thereafter as allowable by law.

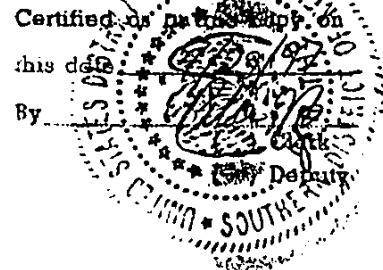
Wherefore, this Court renders judgment against All State in the sum of \$9,233,646.85 plus accrued interest at a rate of \$2,067.67 from March 24, 1997 to the date of this judgment. is further ordered that post judgment interest, at a rate provided by law, will accrue from the date of entry of judgment pursuant to 28 U.S.C. § 1961.

DATED: This 15th day of April, 1997.


Judge JED S. RAKOFF
United States District Court

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