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7 SUPERIOR COURT OF ARIZONA

8 MARICOPA COUNTY

9 ARIZONA CORPORATION
10 COMMISSION,

11 Plaintiff,

12 v.

13 AMERICAN NATIONAL MORTGAGE
14 PARTNERS, L.L.C., et al.

15 Defendants.

Case No: CV2003-005724

**MOTION TO ALLOW RECEIVER TO
PROCEED AGAINST FINANCIAL
INSTITUTIONS**

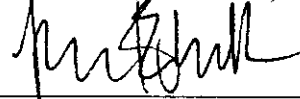
(Assigned to the Honorable J. Richard
Gama)

16 James C. Sell, the Court appointed Receiver in the above-referenced matter,
17 through counsel of record undersigned, hereby requests that this Court authorize the
18 Receiver be allowed to commence actions against certain financial institutions on behalf
19 of the Receivership Entities, their Creditors and Shareholders.

20 The motion is based upon the following Memorandum of Points and Authorities
21 and the entire record before this Court in this Action.

22 DATED this 19 day of January, 2005.

23
24 **JABURG & WILK, P.C.**

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27 Lawrence E. Wilk
28 Attorneys for James C. Sell

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MEMORANDUM OF POINTS AND AUTHORITIES

I. Introduction

1. Based upon his review of the records of the Receivership Entities, his investigation of the Receivership Entities' business practices and transactions, and his continued administration of the Receivership Estate, the Receiver has determined that the Receivership Estate, and its Creditors and Investors potentially have claims against certain financial institutions.

2. Further, the Receiver has concluded that the most expeditious way for these actions to be commenced would be in an action or actions brought by the Receiver on behalf of the Receivership Estates, their Creditors and Investors.

3. Moreover, the Receiver has also concluded that such unified actions would result in a more equitable distribution of any recovery than multiple actions brought by individual Creditors or Investors.

4. As such, the Receiver has brought this Motion seeking authority to commence such actions.

II. Relevant Procedural and Factual Background

5. On or about March 24, 2003, the Arizona Corporation Commission caused to be filed, in the Superior Court in and for the State of Arizona, a Complaint in the above-captioned matter against numerous individual defendants and entities, seeking the appointment of a Receiver over the named Defendants (the "Arizona Corporation Commission Proceeding").

6. After notice and hearing, the Court, on April 2, 2003, issued its Order Appointing Receiver, appointing James C. Sell as Receiver for the approximately 100 entities named in the Receivership Complaint.

7. American National Mortgage Partners, LLC and ANMP 74th ST., LLC were specifically excluded from the Order due to the filing of Chapter 11 bankruptcy

1 proceedings initiated in the United States Bankruptcy Court for the District of Arizona, on
2 behalf of each entity, Cause Nos. 03-03803 PHX RJH and 03-03799 PHX RJH
3 respectively.

4 8. On or about May 15, 2003, after having obtained Orders Lifting the
5 Automatic Stay of 11 U.S.C. § 362 in the Bankruptcy Proceedings, this Court issued its
6 First Amended Order Appointing Receiver (the "Receivership Order") for the sole
7 purpose of including American National Partners, LLC and ANMP 74TH ST., LLC as
8 additional parties subject to the Receivership Order.

9 9. James C. Sell was appointed under the First Amended Order as Receiver for
10 these two entities, and was to serve as the responsible party for these entities in the
11 pending bankruptcy proceedings.

12 10. On or about August 22, 2003, the Court entered the Second Order
13 Appointing Receiver, which was entered for the specific purpose of naming additional
14 parties.

15 11. Paragraph 17 of the Receivership Order provides as follows:

16 The Receiver is hereby authorized and directed to receive and
17 collect any and all sums of money due or owing to the
18 Receivership Defendants, whether the same are now due or
19 shall hereafter become due and payable, and is authorized to
20 incur such reasonable expenses and make such disbursements
21 as are necessary and proper for the collection, preservation,
22 maintenance and operation of the Receivership Assets.

23 12. Further, to collect such sums, Paragraph 18 of the Receivership Order
24 provides, in relevant part that:

25 The Receiver is hereby authorized to institute, defend,
26 compromise or adjust such actions in state or federal courts
27 now pending and hereafter instituted . . . as may in his
28 judgment be necessary or proper for the collection,
preservation and maintenance of the Receivership Assets.

13. Presently, the Receivership Estate has an interest in claims against certain
Financial Institutions, described in detail on Exhibit "A" annexed hereto (the "Financial
Institutions").

1 14. The gravamen of the Receiver's claims against the Financial Institutions,
2 lies *inter alia*, in the fact that the Financial Institutions conspired with former employees
3 of the Receivership Entities to defraud the Receivership Entities, and their Creditors and
4 Investors by artificially creating "investments" which had little or no real value (the
5 "Phantom Investment Vehicles"), and inducing the Investors and Creditors to advance
6 funds to the Receivership Entities in reliance on these Phantom Investment Vehicles.

7 15. Based upon the inherent difficulties and inequities which may result from
8 hundreds of different actions commenced by the various Creditors and Investors, the
9 Receiver seeks authority to commence actions on their behalf, through the Receivership
10 Estate, to insure an equitable and just distribution of any proceeds of these actions to the
11 Investors and Creditors.

12 **III. The Receiver's Ability to Commence Such Actions Against the Financial**
13 **Institutions is Supported by Statute and the Receivership Order**

14 16. Rule 66 of the Arizona Rules of Civil Procedure ("A.R.C.P.") governs a
15 receiver's powers and duties.

16 17. Specifically, Rule 66(c), provides in relevant part, that:
17 The receiver may, subject to control of the Court, commence
18 and defend actions. The receiver shall take and keep
19 possession of the property, receive rents, collect debts and
20 perform such other duties respecting the property as
21 authorized by the court.

22 18. As such, by legislative mandate, the Receiver has the inherent power to
23 bring an action on behalf of the Receivership Estate.

24 19. Further, the plain language of the Receivership Order grants the Receiver
25 the authority to commence actions to collect Receivership Assets. *See*, Receivership
26 Order at Paragraph 18, *supra*.

27 20. There is no basis to distinguish a potential recovery under a right of action
28 from any other Receivership Asset.

21. Further, the Receiver clearly has the right to bring an action on behalf of a
claim held by the Creditors of the Receivership. *See, Pioneer Annuity Life Insurance v.*

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1 *Rich*, 179 Ariz. 462, 466-468 (App. 1994) (holding that a Receiver could bring an action
2 on behalf of a receivership entity's creditors against the entity's former shareholder).

3 22. Central to the *Pioneer* Court's holding was the fact that "the receiver,
4 however, 'stands not only in the shoes of the corporation but also the shoes of bona fide
5 creditors of the corporation'." *Id.* at 686 (quoting, *Gaylord v. Rutherford*, 62 Wash.2d 59
6 (1963)).

7 23. Moreover, "the receiver as the person appointed to protect the creditors'
8 rights in the insolvency proceedings, therefore may enforce their constitutional rights on
9 their behalf." *Id.* (citing, *Pioneer Annuity Life Ins. Co., v. National Equity Life Ins. Co.*,
10 159 Ariz. 148 (App. 1988)).

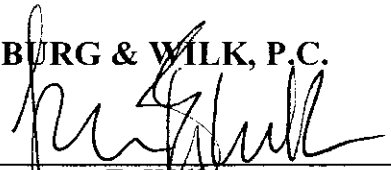
11 24. Based upon this rationale, the Receiver has the authority maintain an action
12 against the Financial Institutions for the benefit of the Receivership Estates' Creditors and
13 Investors.

14 25. Further, the Receiver believes that his bringing the actions against the
15 Financial Institutions will be the most expeditious use of judicial resources, and result in a
16 more equitable result, than if multiple creditors were to bring similar actions.

17 **IV. Conclusion**

18 26. Accordingly, the Receiver hereby requests that this Court authorize the
19 Receiver to be allowed to commence actions against certain financial institutions on
20 behalf of the Receivership Entities, their Shareholders and Creditors.

21
22 DATED this 19 day of January, 2005.

23 **JABURG & WILK, P.C.**
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1 **ORIGINAL** filed and **COPY**
2 of the foregoing hand-delivered
3 this 17 day of January, 2005 to:

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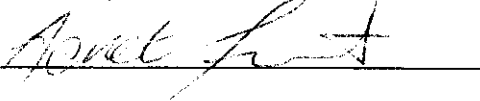
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EXHIBIT A

Financial Institutions:

International Bank of North Dakota and its affiliates

National Bank of Arizona and its affiliates

Zions National Bank and its affiliates

Western Security Bank and its affiliates

Individuals:

Larry Dunning and spouse

Frank Caspare and spouse

Paul Meka and spouse

Phil Vigarino and spouse

Eric Strasser and spouse

Daryl Coulter and spouse

Mark Kessler and spouse

Gregg Harrington and spouse

Marshall Boyce and spouse

Helen Hartze and spouse

Professionals:

Randy Kiesal, CPA

Titus, Bruekner & Berry

David B. Stocker, Esq.

EXHIBIT B

Potential Causes of Action against Financial Institutions:

Common Law Fraud

Breach of Fiduciary Duty

Negligent Misrepresentation

Securities Fraud

Civil Racketeering

Deepening Insolvency

Negligent Supervision

Potential Causes of Action Against Individuals:

Common Law Fraud

Breach of Fiduciary Duty

Negligent Misrepresentation

Securities Fraud

Civil Racketeering

Deepening Insolvency

Unjust Enrichment

Conversion

Potential Causes of Action Against Professionals:

Malpractice

Common Law Fraud

Breach of Fiduciary Duty

Negligent Misrepresentation

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