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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

SMALL BUSINESS CAPITAL CORP.;  
MARK FEATHERS; INVESTORS  
PRIME FUND, LLC; AND SBC  
PORTFOLIO FUND, LLC,

Defendants.

Case No. CV12-03237

[PROPOSED] ORDER GRANTING  
RECEIVER'S EX PARTE  
APPLICATION FOR CLARIFICATION  
AND ORDER AUTHORIZING  
ADMINISTRATIVE PAYMENTS [Dkt.  
Nos. 1238, 1165, 1166]

Ctrm: 4 - 5th Floor  
Judge: Hon. Edward J. Davila

1 Thomas A. Seaman ("Receiver"), Court-appointed permanent receiver for  
2 Small Business Capital Corp., Investors Prime Fund, LLC, SBC Portfolio  
3 Fund, LLC, and their subsidiaries and affiliates' Ex Parte Application for  
4 Clarification and Order Authorizing Administrative Payments [Dkt. Nos. 1238,  
5 1165, 1166] (collectively, "Ex Parte Application") came before the Court.

6 The Court having received and read the Ex Parte Application and all papers in  
7 support thereof or opposition thereto, and being so advised in the matter and finding  
8 good cause orders as follows:

9 **IT IS HEREBY ORDERED** as follows:

- 10 1. The Ex Parte Application is granted.
- 11 2. The Receiver's and Allen Matkins' Interim and Final Fee Applications  
12 [Dkt. Nos. 1165, 1166] are approved.
- 13 3. The Receiver is authorized to pay himself, Thomas A. Seaman,  
14 \$763,703.20.
- 15 4. The Receiver is authorized to pay Allen Matkins, \$621,234.86.
- 16 5. The Receiver is authorized to pay a final distribution to investors of  
17 \$10,486,770.00

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20 Dated: \_\_\_\_\_

\_\_\_\_\_  
Hon. Edward J. Davila  
Judge, United States District Court

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