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IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

SECURITIES AND EXCHANGE COMMISSION,

PLAINTIFF,

v.

VESCOR CAPITAL CORP., a Nevada corporation,
VESCOR CAPITAL, INC., a Nevada corporation,
VESCORP CAPITAL, LLC, a Nevada limited liability
company, VESCORP CAPITAL IV-A, LLC, a Nevada
limited liability company, VESCORP CAPITAL IV-M,
LLC, a Nevada limited liability company, a Nevada limited
liability company, and VAL E. SOUTHWICK,

DEFENDANTS.

**MOTION FOR STAY OF
LITIGATION**

Civil No. 1:08cv00012

Judge Dee Benson

Plaintiff, Securities and Exchange Commission (the “Commission”), by and through its counsel of record, respectfully requests, subject to further order of this Court, that this Court enter an order staying, for a period of 90 days from the date of the execution of the Order Granting the Motion for Stay:

- (i) the commencement or continuation, including the issuance or employment of process, of any judicial, administrative, or other action or proceeding, other than actions of the Commission related to the above-captioned enforcement action, against Vescor Capital Corp., Vescor Capital, Inc.,

Vescorp Capital, LLC, Vescorp Capital IV-A, LLC, Vescorp Capital IV-M, LLC (collectively, the “Entities”)¹ or individual Defendant Val E. Southwick (“Southwick”);

- (ii) the enforcement against the Entities and Southwick or against property now held in the name of or by the Entities and/or Southwick, of any judgment obtained before the filing of the Complaint in this action;
- (iii) any act to obtain possession of property held by the Entities or Southwick or to exercise control over property held by the Entities or Southwick;
- (iv) any act to create, perfect or enforce any lien against property held by the Entities or Southwick;
- (v) any act to collect, assess or recover any claims related to the Entities or Southwick, or against property held by the Entities or Southwick; and,
- (vi) the exercise of any rights of setoff or recoupment.

A stay is necessary in order for the Commission to prepare an accounting, to evaluate Southwick’s assets and to determine whether the appointment of a receiver or other relief is necessary and appropriate. In addition to issuing a stay as requested, the Commission requests the Court to approve the proposed form of “Notice of Stay,” which is attached hereto as Exhibit “B”. The Commission proposes that it file the proposed Notice of Stay in all currently pending actions² and in all actions that may be filed in the future.

¹ In addition to the entities named in the Complaint that the Commission filed on February 6, 2008, other entities owned or controlled, in part or wholly, by Southwick are identified in Exhibit “A” to this Motion and should be subject to any stay order. The Commission reserves the right to supplement Exhibit “A” as necessary.

² A list of all known currently pending cases against the Entities and/or Southwick is attached hereto as Exhibit “C”. The Commission reserves the right to supplement Exhibit “C” as necessary.

The relief requested herein is supported by the “Memorandum of Points and Authorities in Support of Motion to Stay,” which has been filed concurrently herewith. A [Proposed] Order is attached hereto as Exhibit “D”.

Dated this 26th day of February 2008.

Respectfully submitted,

/s/ Thomas M. Melton

Thomas M. Melton
Karen L. Martinez
William B. McKean
Attorneys for Plaintiff
Securities and Exchange Commission

EXHIBIT "A" to Motion for Stay of Litigation

Vescor Entity and Principal List

List of Vescor entities (157) from Vescor spreadsheet and Proposed Settlement Agreement.

Does not include Vali Southwick Family Trust, or similar personal entities.
Settlement Agreement only entities italicized.

Entity	Registered Agent	Manager	Additional Managers
1 <i>360M Investments, LLC</i>	Casey Craig	Casey Craig	
2 7101 Silver Lake, LLC	Oxford First Capital, LLC	J&V, LLC	
3 7101 Silver Lake/40, LLC	Oxford First Capital, LLC	J&V, LLC	
4 7101 Silver Lake/60, LLC	Oxford First Capital, LLC	J&V, LLC	
5 ADL 1, LLC	Apex MM, Inc.	Apex MM, Inc.	
6 Advanced Business Development, LLC	Vicki Winslow	Shawn H. Moore	
7 Annenberg Capital, LLC	Oxford First Capital, LLC	Stonefield Holdings, LLC	
8 Apex 3, LLC	Apex MM, Inc.	Apex MM, Inc.	
9 Apex Capital 1, LLC	Apex MM, Inc.	Apex MM, Inc.	
10 Apex Capital 3, LLC	Apex MM, Inc.	Apex MM, Inc.	
11 Apex Capital CCN 1, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
12 Apex Capital CCN 2, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
13 Apex Capital CCN 23, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
14 Apex Capital CCN 3, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
15 Apex Capital CCN 4, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
16 Apex Capital CCN 5, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
17 Apex Capital CCN 6, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
18 Apex Central Property Owners Association	Apex MM, Inc.	Val E. Southwick	
19 Apex Central, LLC	Apex MM, Inc.	Apex MM, Inc.	
20 Apex Foot Hills, LLC	Apex MM, Inc.	Apex MM, Inc.	
21 Apex Holdings 1, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
22 Apex Holdings 2, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
23 Apex Holdings 23, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
24 Apex Holdings 3, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
25 Apex Holdings 4, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
26 Apex Holdings 5, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
27 Apex Holdings 6, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
28 Apex Industrial Park Owners Association	Apex MM, Inc.	Val E. Southwick	
29 Apex Industrial Properties, LLC	Apex MM, Inc.	Apex MM, Inc.	
30 Apex Land Holdings, LLC	Oxford First Capital, LLC	J&V, LLC	
31 Apex Miners Mesa, LLC	Apex MM, Inc.	Apex MM, Inc.	
32 Apex MM, Inc.	Apex MM, Inc.	Val E. Southwick	
33 Apex Northern Highlands, LLC	Apex MM, Inc.	Apex MM, Inc.	
34 Apex Number One, LLC	Apex MM, Inc.	Apex MM, Inc.	

35	<i>Apex Phase II, LLC</i>	Lionel Sawyer & Collins, LTD	Scott Gragson	Vai Southwick, Adam Trius
36	Apex Solo Mountain, LLC	Apex MM, Inc.	Apex MM, Inc.	
37	Apex Vegas Vista, LLC	Apex MM, Inc.	Apex MM, Inc.	
38	Baron Von Tiltup, LLC	Oxford First Capital, LLC	Oxford First Capital, LLC	
39	<i>Bay View 55, LLC</i>	Lionel Sawyer & Collins, LTD	Bay View MM, Inc.	
40	Bay View Community Center LLC	Oxford First Capital, LLC	Douglas R. Malan	Vai E. Southwick, Shawn H. Moore
41	BDI 2, LLC	Oxford First Capital, LLC	Apex MM, Inc.	
42	<i>Bedrock Equity, LLC</i>	Far West Legal Service, Inc.	Jerry D. Smith	
43	Berkshire Assets, LLC	Oxford First Capital, LLC	VesCor Capital Corp	
44	<i>CCOR Capital, LLC</i>	Oxford First Capital, LLC	Craig L. Page	
45	<i>Cedar Canyon, LLC</i>	Oxford First Capital, LLC	La Varr Webb	
46	<i>CLP Properties, LLC</i>	Oxford First Capital, LLC	Douglas R. Malan	
47	Commercial Center North, LLC	Apex MM, Inc.	Apex MM, Inc.	
48	<i>Concord Enterprises, LLC</i>	Oxford First Capital, LLC	Dale Ray Engberson	
49	Consulting Alternatives, LLC	Oxford First Capital, LLC	Vai E. Southwick	
50	<i>Covenant Bancorp Inc.</i>	Far West Legal Service, Inc.	David T. Lawlor	
51	<i>Craft Equity, LLC</i>	Victoria Winslow	Michael T. Mahler	
52	Cromwell Property Management, LLC	Christopher D. Layton	Christopher D. Layton	
53	Development Advisory Services, LLC	Jeffrey Zucker	Vai E. Southwick	
54	Digital Data Communications, LLC	Apex MM, Inc.	Apex MM, Inc.	
55	DKR Holdings, LLC	Oxford First Capital, LLC	VesCor Capital Corp	
56	Dry Lake Water, LLC	Apex MM, Inc.	Apex MM, Inc.	
57	Edgewood Assets, LLC	Oxford First Capital, LLC	VesCor Capital Corp	
58	EDL 5, LLC	Apex MM, Inc.	Apex MM, Inc.	
59	[REDACTED]	Douglas R. Malan	One Mortgage Ltd Inc	
60	Emerald Crest Holdings, LLC	Oxford First Capital, LLC	J&V, LLC	
61	Five Star Lending, LLC	Oxford First Capital, LLC	Vai E. Southwick	
62	Foothills Owners Association	Apex MM, Inc.	Brad Kendrick	
63	<i>Foursure, LLC</i>	Oxford First Capital, LLC	Oxford First Capital, LLC	
64	GHC EQUITIES, LLC	Oxford First Capital, LLC	Vai E. Southwick	
65	Glenbrook Capital, LLC	John A. Schuetz	Signatory, LLC	
66	<i>Gordian Capital, LLC</i>	Lionel Sawyer & Collins, LTD	Vai E. Southwick	Shawn H. Moore
67	Growth Vision, LLC	Oxford First Capital, LLC	Vai E. Southwick	
68	HB Equities, LLC	Oxford First Capital, LLC	Shawn H. Moore	
69	Horizon Ridge Office Park, LLC	Oxford First Capital, LLC	VesCor Development, LLC	
70	<i>Icarus Holdings, Inc.</i>	Lionel Sawyer & Collins, LTD	Christopher D. Layton	
71	IDL 9, LLC	Apex MM, Inc.	Apex MM, Inc.	
72	Industrial Air, LLC	Apex MM, Inc.	Apex MM, Inc.	
73	Industrial Power Services, LLC	Apex MM, Inc.	Apex MM, Inc.	
74	Industrial Rail Owners Association	Apex MM, Inc.	Vai E. Southwick	

75	Industrial Rail, LLC	Apex MM, Inc.	Apex MM, Inc.	
76	International Transitional Housing, LLC (NM?)	Far West Legal	VesCor Capital Corp	
77	IR Capital 1, LLC			
78	IR Capital 2, LLC			
79	IR Capital 3, LLC			
80	IR Capital I, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
81	IR Capital II, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
82	IR Capital III, LLC	Oxford First Capital, LLC	Apex Land Holdings, LLC	
83	IR Holdings I, LLC	Apex Land Holdings, LLC	Vescor Development, LLC	Ernie Iseminger
84	IR Holdings II, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
85	IR Holdings III, LLC	Oxford First Capital, LLC	Vescor Development, LLC	
86	J & V, LLC	Apex MM, Inc.	Oxford First Capital, LLC	
87	JDL 10, LLC	Apex MM, Inc.	Apex MM, Inc.	
88	Kenton Investments, LLC	Oxford First Capital, LLC	VesCor Capital Corp	
89	Kojo Seaciff MM, Inc.	Lionel Sawyer & Collins, LTD	Christopher D. Layton	
90	Kojo Seaciff, LLC	Lionel Sawyer & Collins, LTD	Kojo Seaciff MM, Inc.	
91	London 1, LLC	Apex MM, Inc.	Sev Administrative Trust	
92	Minerals & Mining, LLC	Apex MM, Inc.	Apex MM, Inc.	
93	Miner's Mesa Owners Association	Lionel Sawyer & Collins, LTD	Val E. Southwick	
94	MMS Capital Investments, LLC	Oxford First Capital, LLC	Signatory, LLC	
95	MMS Holdings, LLC	Oxford First Capital, LLC	Marilyn Southwick	
96	Montana Freeport Holdings, LLC	Paracorp Incorporated	VesCor Capital Corp	
97	Mortary, LLC	Apex MM, Inc.	GSC Storage Holdings 1, LLC	
98	Natural Energy Resources of Nevada, LLC	Vescor Development, LLC	Apex MM, Inc.	
99	Nevada Development Advisory, LLC		Development Advisory Services, LLC	Vescor Development, LLC
100	New Dimensions Capital, LLC	CSC	Bernard Buchanan	Douglas R. Malan
101	North Silver Lake Lodge, LLC	Apex MM, Inc.	Trillium Assets, LLC	
102	Northern Flats Owners Association	Apex MM, Inc.	Val E. Southwick	
103	Northern Highlands Owners Association		Val E. Southwick	
104	Oakland Realty Loan Services, LLC			
105	Odyssey Equity, LLC	Oxford First Capital, LLC	J&V, LLC	
106	[REDACTED]	Vail E. Southwick	Vail E. Southwick	
107	OS, LLC	Far West Legal	Douglas R. Malan	Shawn Moore
108	Oxford First Capital, LLC	Oxford First Capital, LLC	Val E. Southwick	
109	Paladin Development Services, LLC	Lionel Sawyer & Collins, LTD	Berkshire Assets, LLC	
110	R.O.C.S.E.Y. Capital, LLC	Apex MM, Inc.	Vescor Preferred Equity, LLC	
111	Roads & Railroads, LLC		Apex MM, Inc.	
112	San Diego Capital, LLC	Oxford First Capital, LLC	Douglas R. Malan	
113	Santa Clara, LLC	Christopher D. Layton	Berkshire Assets, LLC	
114	Sierra Executive Suites Holdings, LLC		Christopher D. Layton	

115	Sienna Heights II, LLC	Oxford First Capital, LLC	VesCor Capital Corp	
116	Sienna Heights, LLC	Oxford First Capital, LLC	VesCor Capital Corp	
117	Sienna Office Park 1, LLC	Douglas R. Malan	William Plise	Douglas R. Malan
118	Sienna Office Park 4, LLC	J Ferritto	William Plise	Christopher D. Layton
119	Sienna Office Park, LLC	J Ferritto	William Plise	Christopher D. Layton
		Douglas R. Malan (Sienna Office Park) /	Val Southwick (Sienna Office Park) /	
120	Sienna Office Park Owners Association, SOP 871 MM, Inc.	Lionel Sawyer & Collins, LTD (SOP 871 MM, Inc.)	Christopher D. Layton (SOP 871 MM, Inc.)	
121	Sienna Vista, LLC	Douglas R. Malan	William Plise	Christopher D. Layton
122	Signatory, LLC	Lionel Sawyer & Collins, LTD	Val E. Southwick	
123	Silver State Lending, LLC	Oxford First Capital, LLC	Douglas R. Malan	
124	Solo Mountain Owners Association	Apex MM, Inc.	Val E. Southwick	
125	SOP 871, LLC	Lionel Sawyer & Collins, LTD	SOP 871 MM, Inc.	
126	SOP Capital, LLC	Lionel Sawyer & Collins, LTD	SOP MM, Inc.	
127	SOP MM, Inc.	Lionel Sawyer & Collins, LTD	Val E. Southwick	
128	Stonefield Holdings, LLC	Oxford First Capital, LLC	Val E. Southwick	
129	Sunset Curve Holdings, LLC	Oxford First Capital, LLC	J&V, LLC	
130	SV Assets, LLC	Oxford First Capital, LLC	Advanced Business Development, LLC	
131	SV Lending, LLC	Oxford First Capital, LLC	J&V, LLC	
132	Towicks, LLC	Lionel Sawyer & Collins, LTD	John D. Southwick	
133		Far West Legal	Val E. Southwick	
134	Trillium Assets, LLC	CSC Services of Nevada, Inc.	Val E. Southwick	
135	Valle Verde Limited Partnership	Corporation Trust Company of Nevada	Jonathan O. Yantis	
136	VDC Commercial Mortgage, LLC	Douglas R. Malan	Douglas R. Malan	
137	Vegas Vista 6 Holdings, LLC	Apex MM, Inc.	Apex MM, Inc.	
138	Vegas Vista Holdings, LLC			
139	Vegas Vista Owners Association	Apex MM, Inc.	Val E. Southwick	
140	Vegas Vista VI, LLC	Apex MM, Inc.	Apex MM, Inc.	
141		Laughlin Associates	Val E. Southwick	
142		Laughlin International	Val E. Southwick	
143	VesCor Development 2, LLC	Apex MM, Inc.	Apex MM, Inc.	
144	VesCor Development 3, LLC	Apex MM, Inc.	Apex MM, Inc.	
145	VesCor Development, LLC	Oxford First Capital, LLC	Val E. Southwick	
146	VesCor Preferred Equity, LLC	Oxford First Capital, LLC	Val E. Southwick	
147		Larry Dunlavy	Val E. Southwick	
148	VesCorp Capital IV-A, LLC	Advanced Business Development, LLC	Advanced Business Development, LLC	
149	VesCorp Capital IV-HR, LLC	Oxford First Capital, LLC	Stonefield Holdings, LLC	
150	VesCorp Capital IV-LA, LLC	Advanced Business Development, LLC	Advanced Business Development, LLC	
151	VesCorp Capital IV-M, LLC	Advanced Business Development, LLC	Advanced Business Development, LLC	
152	VesCorp Capital IV-ND, LLC	Advanced Business Development, LLC	Advanced Business Development, LLC	
153	VesCorp Capital, LLC	Oxford First Capital, LLC	Shawn H. Moore	Val E. Southwick

154 [REDACTED]
155 *YesCorp, Ltd.*
156 *Victory Assets, LLC*
157 **Wet Utilities, LLC**

Oxford First Capital, LLC
Oxford First Capital, LLC
Apex MM, Inc.

Shawn H. Moore
Donald R. Wilson
Apex MM, Inc.

EXHIBIT “B”to Motion for Stay of Litigation

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[CASE CAPTION]

NOTICE OF STAY

PLEASE TAKE NOTICE THAT on February 6, 2008, the Securities and Exchange Commission (the “Commission”) instituted an enforcement action in the United States District Court for the District of Utah, Central Division, which has been designated as Securities and Exchange Commission v. Vescorp Capital Corp., et al., Civil Action No. 1:08cv00012 (Benson, D.) (the “Enforcement Action”).

PLEASE TAKE FURTHER NOTICE THAT on _____, 2008, the District Court entered an Order Granting the Commission’s Motion for Stay of Litigation (the “Stay Order”), attached hereto as Exhibit “A” (omitted in this Exhibit “A”).

PLEASE TAKE FURTHER NOTICE THAT other than actions of the Commission, the District Court’s Order stays for a period of 90 days from the date of its Stay Order or pending further order of the District Court:

- (i) the commencement or continuation, including the issuance or employment of process, of any judicial, administrative, or other action or proceeding¹, other than actions of the Commission related to the above-captioned enforcement action, against Vescor Capital Corp., Vescor Capital, Inc., Vescorp Capital, LLC, Vescorp Capital IV-A, LLC, Vescorp Capital IV-M, LLC (collectively, the “Entities”)² or Southwick;
- (ii) the enforcement against the Entities and Southwick or against property now held in the name of or by the Entities and/or Southwick, of any judgment obtained before the filing of the Complaint in this action;
- (iii) any act to obtain possession of property held by the Entities or Southwick or to exercise control over property held by the Entities or Southwick;
- (iv) any act to create, perfect or enforce any lien against property held by the Entities or Southwick;
- (v) any act to collect, assess or recover any claims related to the Entities or Southwick, or against property held by the Entities or Southwick; and,
- (vi) the exercise of any rights of setoff or recoupment.

ACCORDINGLY, the above-captioned action, as it relates to the Entities and/or Southwick, may not be prosecuted, and absent further order of the District Court in the

¹ The Commission identified all known currently pending litigation against Southwick and/or any entities known to be owned or controlled, in part or wholly, by Southwick in Exhibit “C” to its Motion for Stay of Litigation. The Commission will supplement Exhibit “C” as necessary.

² In addition to the entities named in the Complaint that the Commission filed on February 6, 2008, the Commission identified other entities owned or controlled, in part or wholly, by Southwick in Exhibit “A” to its Motion for Stay. Entities identified in Exhibit “A” are also subject to this Order. The Commission will supplement Exhibit “A” as necessary.

Commission's Enforcement Action, no valid claim or judgment may be entered or enforced against the Entities and/or Southwick.

Dated this ____ day of _____ 2008.

Thomas M. Melton
Karen L. Martinez
William B. McKean
Attorneys for the Commission

Exhibit “C” to Motion for Stay of Litigation

VESCOR - ETAL, CASE SUMMARY

(S) = Secured; (US) = Unsecured; (O) = Other

NEVADA

- Case 1:** (S) Heritage Capital Management, LLC, et al. v. Val Southwick, et al.; Case No. A525992
- Case 2:** (S) Apex Commercial Center North, LLC v. Val E. Southwick, et al.; Case No. A526609
- Case 3:** (O) Bryan Construction, Inc. v. Apex Industrial Park Owners Association et al.; Case No. A526956
- Case 4:** (US) Valle Verde, L.P. v Vescor Capital, Inc.; Case No. A527012
- Case 5:** (S) ATI Group, LLC v. Val E. Southwick, et al.; Case No. A529536
- Case 6:** (US) Alpine Highlands Living Trust, et al. v. Vescor Capital, Inc., et al.; Case No. A529799
- Case 7:** (US) Lynn L. Monteverde et al. v. Vescorp Capital, LLC, et al.; Case No. A531146
- Case 8:** (S) Industrial Properties Development, Inc. v. Val E. Southwick; Case No. A531245
- Case 9:** (S) Steven Shapiro v. SV Lending LLC; Case No. A531477
- Case 10:** (O) Adam Titus v. Val E. Southwick, et al.; Case No. A532787
- Case 11:** (S) Michael Mather et al. v. Val Southwick, et al.; Case No. A536665
- Case 12:** (S) Shawn King, et al. v. Val E. Southwick, et al.; Case No. A536707
- Case 13:** (US) Siobhan Incorporated v. Vescor Capital, Inc., et al.; Case No. A537121
- Case 14:** (S) D&J Properties, LLC v. Siena Office Park 2, LLC, et al.; Case No. A537781
- Case 15:** (US) Linda J. Citro v. VesCorp Capital IV-M, LLC, et al.; Case No. A538347
- Case 16:** (S) Berkovitz v. Advanced Business Development LLC, Case No. A540162
- Case 17:** (US) Monteverde v. SOP 871 et al., Case No. A539892
- Case 18:** (S) David Blum v. VesCor Capital, Inc., et al., Case No. A543927
- Case 19:** (O) JMA Architecture, Inc. v. Odyssey Equity, LLC, et al., Case No. A538449
- Case 20:** (O) Carducci v. NNN Siena Office Park I, LLC and Siena Office Park 2, LLC, Case No. A545659

- Case 21: (O) G.C Garcia, Inc. v. Odyssey Equity, LLC, et. al., Case No. 07CH1489, filed 8/22/07
(Justice Court)
- Case 22: (US) Oldfield Rev Living Trust v. Craig Hansen, Case No. A544724 filed July 17, 2007
- Case 23: (US) Robert Morgan v. Richard Dergance, Case No. A546269 filed August 13, 2007
- Case 24: (S) Ivan Cannon v. Val Southwick, Case No. A551871

NEVADA BANKRUPTCY

- Case NBK1: (S) In re Vescor Development, LLC, Case No. 07-15210, filed 8/20/2007, Judge Mike K. Nakagawa, Chapter 11

UTAH

- Case U1. (US) Oak Valley Investments v. Val Southwick , Case No. 2:06-cv-00737-DB-DN
- Case U2: (US) Gerry D'Elia v. Val E. Southwick, et al., Case No. 070500228
- Case U3: (US) Dar First Family LP & Daniel & Manon Rodriguez v. Val E. Southwick, et al., Case No. 070910733
- Case U4: (O) Orrock v. Southwick Case No. 040919317
- Case U5: (S) VesCor Capital Corp, v. Valle Verde LP etal (OML Interpleader), Case No. 2:07cv00363, US District Court District of Utah, Central Division

UTAH BANKRUPTCY

- Case U6: (S) Vescor Capital Inc., Case No. 07-22435, filed May 30, 2007, Chapter 11, Judge Glen E. Clark
- Case U7: (O) North Silver Lake Lodge, Case No. 07-21859, filed April 26, 2007 (not our case – just tracking)
- Case U8 (O) Southwick v. Vescor Capital etal, Case No. 2:07-cv-00667-DS, filed September 6, 2007, [Appeal from Bankruptcy Court on Order Denying Motion to Strike and Seal Transcript of VES Testimony], Judge David Sam

CALIFORNIA

- Case C1: (US) Linda C. Lesker v. Val E. Southwick, etal, Case No. 37-2007-00067629-CU-SL-CTL
- Case C2: (S) Michael Mather, etal. v. Val E. Southwick, Case No. 37-2007-00068001-CU-BC-CTL, filed 6/06/07
- Case C3: (S) Heritage Capital Management, LLC v. Bay View Transitional Housing, Case No. 37-2007-00073286-CU-BC-CTL, filed 8/17/2007

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IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

SECURITIES AND EXCHANGE COMMISSION,

PLAINTIFF,

v.

VESCOR CAPITAL CORP., a Nevada corporation,
VESCOR CAPITAL, INC., a Nevada corporation,
VESCORP CAPITAL, LLC, a Nevada limited liability
company, VESCORP CAPITAL IV-A, LLC, a Nevada
limited liability company, VESCORP CAPITAL IV-M,
LLC, a Nevada limited liability company, a Nevada limited
liability company, and VAL E. SOUTHWICK,

DEFENDANTS.

**[PROPOSED] ORDER
GRANTING SECURITIES
AND EXCHANGE
COMMISSION'S MOTION
FOR STAY OF
LITIGATION**

Civil No. 1:08cv00012

Judge Dee Benson

Plaintiff, Securities and Exchange Commission (the "Commission"), by and through its counsel of record, filed a Motion for Stay of Litigation and exhibits thereto together with a supporting Memorandum of Points and Authorities on February 26, 2008.

IT IS HEREBY ORDERED that:

1. The Motion for Stay of Litigation is GRANTED.

2. The following acts are stayed for a period of 90 days from the date of this Order or pending further order of this Court:

- (i) the commencement or continuation, including the issuance or employment of process, of any judicial, administrative, or other action or proceeding¹, other than actions of the Commission related to the above-captioned enforcement action, against Vescor Capital Corp., Vescor Capital, Inc., Vescorp Capital, LLC, Vescorp Capital IV-A, LLC, Vescorp Capital IV-M, LLC (collectively, the “Entities”)² or Southwick;
- (ii) the enforcement against the Entities and Southwick or against property now held in the name of or by the Entities and/or Southwick, of any judgment obtained before the filing of the Complaint in this action;
- (iii) any act to obtain possession of property held by the Entities or Southwick or to exercise control over property held by the Entities or Southwick;
- (iv) any act to create, perfect or enforce any lien against property held by the Entities or Southwick;
- (v) any act to collect, assess or recover any claims related to the Entities or Southwick, or against property held by the Entities or Southwick; and,
- (vi) the exercise of any rights of setoff or recoupment.

3. The Notice of Stay attached to the Commission’s Motion for Stay of Litigation at Exhibit “B” is APPROVED.

¹ The Commission identified all known currently pending litigation against Southwick and/or any entities known to be owned or controlled, in part or wholly, by Southwick in Exhibit “C” to its Motion for Stay of Litigation. The Commission will supplement Exhibit “C” as necessary.

² In addition to the entities named in the Complaint that the Commission filed on February 6, 2008, the Commission identified other entities owned or controlled, in part or wholly, by Southwick in Exhibit “A” to its Motion for Stay. Entities identified in Exhibit “A” are also subject to this Order. The Commission will supplement Exhibit “A” as necessary.

Dated this ____ day of _____ 2008.

Honorable Dee Benson
United States District Judge
District of Utah