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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.

**STIPULATED
ATTORNEYS' PLANNING
MEETING REPORT**

Civil No. 1:08cv00012

Judge Dee Benson

1. PRELIMINARY MATTERS:

- a. The nature of the claims and affirmative defenses is: violations of the federal securities laws.
- b. This case is not referred to a magistrate judge.
- c. Pursuant to Fed. R. Civ. P. 26(f), a meeting was held on February 25, 2008.

The following were in attendance,

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

Max D. Wheeler, Esq.
Counsel for Defendants

- d. The parties do not request an initial pretrial scheduling conference with the court prior to entry of the scheduling order.
- e. Given the settlement entered into by the parties, the respective parties will not exchange the initial disclosures required by Rule 26(a)(1).

2. ELECTRONIC SERVICE:

Pursuant to Fed. R. Civ. P. 5(b)(2)(D), the parties agree to receive all items required to be served under Fed. R. Civ. P. 5(a) by either (i) notice of electronic filing or (ii) e-mail transmission. Such electronic service will constitute service and notice of entry as required by those rules. Any right to service by USPS mail is waived.

3. DISCOVERY PLAN: The parties jointly propose to the Court the following discovery plan:

- a. Discovery is necessary on the following subjects: location of assets, potential claims and other equitable relief, including disgorgement.
- b. Discovery Phases. N/A
- c. Designate the discovery methods to be used and the limitations to be imposed.

(1) *For oral exam depositions*
Oral Exam Depositions
Plaintiff: 25
Defendant(s): 25

Maximum no. hrs. per deposition: 7 (unless extended by agreement of parties)

- (2) Interrogatories: 25
Admissions: 25
Requests for production of documents: 25
- (3) Other discovery methods: None

4. AMENDMENT OF PLEADINGS AND ADDITION OF PARTIES:

- a. The cutoff dates for filing a motion to amend pleadings are:
Plaintiff(s) 04/30/2008 Defendant(s) 04/30/2008
- b. The cutoff dates for filing a motion to join additional parties are:
Plaintiff(s) 07/31/2008 Defendant(s) 07/31/2008

5. EXPERT REPORTS:

Reports from experts under Rule 26(a)(2) will be submitted on,
Plaintiff(s) 6/1/2009
Defendant(s) 06/30/2009
Counter reports 07/30/2009

6. OTHER DEADLINES:

- a. Discovery cutoff: Fact:05/29/09 Expert: 07/31/2009
- b. Deadline for filing dispositive or potentially dispositive motions and Daubert motions is 11/30/2009

7. ADR/SETTLEMENT:

- a. The potential for resolution before trial is: X good ___ fair _____
poor

8. TRIAL AND PREPARATION FOR TRIAL:

- a. The parties should have _____ days after service of final lists of witnesses and exhibits to list objections under Rule 26(a)(3) (if different than 14 days provided by Rule).
- b. This case should be ready for trial by: December 2009
Bench
- c. The estimated length of the trial is: 10

/s/ Thomas M. Melton
Thomas M. Melton
Attorney for Plaintiff
Securities and Exchange Commission

Date: April 8, 2008

/s/ Max D. Wheeler
Max D. Wheeler
Attorney for Defendants

Date: April 8, 2008

CERTIFICATE OF SERVICE

I hereby certify that on the 8th day of April 2008, I caused to be sent by either Electronic Mail or through the Court's CM ECF System, as indicated below, a true and correct copy of the foregoing **STIPULATED ATTORNEYS' PLANNING MEETING REPORT** to:

CM/ECF

Max D. Wheeler, Esq.
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11th Floor
Salt Lake City, UT 84111

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SCHEDULING ORDER

Civil No. 1:08cv00012

Judge Dee Benson

Pursuant to Fed. R. Civ. P. 16(b), the Judge received the Attorneys' Planning Report filed by counsel. The following matters are scheduled. The times and deadlines set forth herein may not be modified without the approval of the Court and on a showing of good cause.

****ALL TIMES 4:30 PM UNLESS INDICATED****

- | 1. | PRELIMINARY MATTERS | DATE |
|-----------|---|-------------|
| | Nature of claims and any affirmative defenses: violations of the Federal Securities laws and unjust enrichment. | |

a.	Was Rule 26(f)(1) Conference held?	02/12/2008
b.	Has Attorney Planning Meeting Form been submitted?	<u>Yes</u>
c.	Was 26(a)(1) initial disclosure completed?	03/10/2008
2.	DISCOVERY LIMITATIONS	NUMBER
a.	Maximum Number of Depositions by Plaintiff(s)	25
b.	Maximum Number of Depositions by Defendant(s)	25
c.		7
d.	Maximum Number of Hours for Each Deposition (unless extended by agreement of parties)	25
e.	Maximum Interrogatories by any Party to any Party	25
f.	Maximum requests for admissions by any Party to any Party	25
f.	Maximum requests for production by any Party to any Party	25
3.	AMENDMENT OF PLEADINGS/ADDING PARTIESⁱ	DATE
a.	Last Day to File Motion to Amend Pleadings	04/16/2008
b.	Last Day to File Motion to Add Parties	04/16/2008
4.	RULE 26(a)(2) REPORTS FROM EXPERTSⁱⁱ	DATE
a.	Plaintiff	02/27/2009
b.	Defendant	03/31/2009
c.	Counter reports	04/30/2009

5.	OTHER DEADLINES	DATE
a.	Discovery to be completed by:	
	Fact discovery	02/10/2009
	Expert discovery	05/29/2009
b.	Deadline for filing dispositive or potentially dispositive motions	07/31/2009

6.	SETTLEMENT/ALTERNATIVE DISPUTE RESOLUTION	DATE
a.	Referral to Court-Annexed Mediation:	No
b.	Referral to Court-Annexed Arbitration	No
c.	Evaluate case for Settlement/ADR on	<u>00/00/00</u>
d.	Settlement probability:	Fair

7.	TRIAL AND PREPARATION FOR TRIAL	TIME	DATE
a.	Rule 26(a)(3) Pretrial Disclosures ⁱⁱⁱ		
	Plaintiff		<u>/00/00</u>
	Defendant		<u>00/00/00</u>
b.	Objections to Rule 26(a)(3) Disclosures (if different than 14 days provided in Rule)		<u>00/0000/00</u>
c.	Special Attorney Conference ^{iv} on or before		<u>00/00/00</u>
d.	Settlement Conference ^v on or before		<u>00/00/00</u>
e.	Final Pretrial Conference	___:___ .m.	<u>00/00/00</u>
f.	Trial	<u>Length</u>	
	i. Bench Trial	10	<u>00/00/00</u>
	ii. Jury Trial	<u># days</u>	<u>00/00/00</u>

8. OTHER MATTERS

Counsel should contact chambers staff of the District Judge regarding Daubert and Markman motions to determine the desired process for filing and hearing of such motions. All such motions, including Motions in Limine should be filed well in advance of the Final Pre Trial. Unless otherwise directed by the court, any challenge to the qualifications of an expert or the reliability of expert testimony under Daubert must be raised by written motion before the final pre-trial conference.

Dated this _____ day of _____ 2008.

BY THE COURT:

Dee Benson
United States District Judge

ⁱ Counsel must still comply with the requirements of Fed. R. Civ. P. 15(a).

ⁱⁱ A party shall disclose the identity of each testifying expert and the subject of each such expert's testimony at least 60 days before the deadline for expert reports from that party. This disclosure shall be made even if the testifying expert is an employee from whom a report is not required.

ⁱⁱⁱ Any demonstrative exhibits or animations must be disclosed and exchanged with the 26(a)(3) disclosures.

^{iv} The Special Attorneys Conference does not involve the Court. Counsel will agree on voir dire questions, jury instructions, a pre-trial order and discuss the presentation of the case. Witnesses will be scheduled to avoid gaps and disruptions. Exhibits will be marked in a way that does not result in duplication of documents. Any special equipment or courtroom arrangement requirements will be included in the pre-trial order.

^v The Settlement Conference does not involve the Court unless a separate order is entered. Counsel must ensure that a person or representative with full settlement authority or otherwise authorized to make decisions regarding settlement is available in person or by telephone during the Settlement Conference.