

FILED
(RECORDED)
FEB 23 2020
CLERK OF THE COURT
Superior Court of CA County of Santa Clara
BY _____ DEPUTY

SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SANTA CLARA

) CASE NO. 18CV328574

) Unlimited Civil

1) ~~[PROPOSED]~~ ORDER APPOINTING
2) RECEIVER IN AID OF EXECUTION AND
3) ORDER TO SHOW CAUSE

ORDER TO SHOW CAUSE

1

) Complaint filed: May 22, 2018
) Judgment entered: January 31, 2020

1 The Court, having considered the motion of judgment creditor BitClave PTE. LTD for
2 appointment of a receiver in aid of execution, and good cause appearing,

3 1. IT IS ORDERED THAT Greg K. Webster (the "Receiver") be, and hereby is,
4 appointed receiver of all real and personal property (hereinafter "Property") owned, controlled, or
5 possessed by judgment debtors Vasily Trofimchuk and Astra, Inc. (together, "Debtors"), including
6 but not limited to the types and categories of property listed in Exhibit A attached hereto and
7 incorporated herein by this reference except for property of Vasily Trofimchuk which is exempt
8 without making a claim of exemption.

9 2. IT IS FURTHER ORDERED THAT, upon the Receiver's filing of an undertaking
10 in the amount of \$20,000.00 under CCP § 567, and taking his oath, the Receiver shall have the
11 following powers and responsibilities:

12 (a) That after so qualifying, said Receiver shall take possession of the Property
13 and collect all receivables and proceeds arising from or constituting the Property, whether
14 presently due or to become due in the future. Without limiting the generality of the foregoing, the
15 Receiver is authorized to enter into any residence or place of business with or without the
16 permission of the Debtors and/or their agents to take possession and control of the Property and
17 take possession of any motor vehicles of Debtors. The Receiver may notify account debtors of
18 the Debtors that they should make payments to him and may take reasonable steps to collect such
19 receivables.

20 (b) That the Receiver shall care for, preserve and maintain the Property and
21 incur the expenses necessary in such care, preservation and maintenance and monies coming into
22 the possession of the said Receiver pursuant hereto and not expended for any of the purposes
23 herein authorized shall be held by said Receiver, subject to such orders as this Court may
24 hereinafter issue as to its disposition.

25 (c) That the Receiver is hereby authorized to employ servants, agents,
26 employees, clerks and accountants; to purchase materials, supplies, and services and to pay
27 therefor at ordinary and usual rates and prices out of funds that shall come into his possession as
28 such Receiver; to bring suit in his own name without further leave of court as the Receiver deems

1 necessary to protect, preserve, and maintain the rights, privileges and property of the receivership
2 estate; to compromise debts and to do all things and to incur the risks and obligations ordinarily
3 incurred by owners, managers, and operators of similar properties and enterprises and that no such
4 risk or obligation so incurred shall be the personal risk or obligation of said Receiver but shall be a
5 risk or obligation of the receivership estate. Without limiting the generality of the foregoing, the
6 Receiver shall have the exclusive right to exercise all powers, privileges, and rights of the Debtors
7 with respect to any stocks, bonds, partnership and limited liability company interests, licenses,
8 permits, authorizations, and the like constituting or comprising the Property, including voting and
9 proxy rights, if any.

10 (d) That the Receiver shall take possession and control of all of the records,
11 correspondence, computers, general ledgers, cash receipts journals, books, safe deposit boxes and
12 their contents, and all deposit accounts of the Debtors which relate or refer to or that discuss the
13 Debtors' business and the operation thereof, and the maintenance and proceeds of the Property,
14 whether in the possession and control of the Debtors or in the possession and control of agents,
15 servants or employees of the Debtors. Without limiting the generality of the foregoing, the
16 receiver is authorized to take possession of computers, smart phones, and other electronic data
17 storage devices and to scan all records contained therein.

18 (e) The Receiver is authorized to borrow funds on the basis of receivership
19 certificates to be issued by the Receiver. If necessary or appropriate, the Receiver may pledge,
20 mortgage and hypothecate assets of the receivership estate to secure the repayment of such
21 borrowing.

22 3. IT IS FURTHER ORDERED THAT, the Debtors, as well as all persons claiming
23 possession or other rights by, through, or under the Debtors must, on request and exhibition of a
24 conformed copy of this order, immediately deliver possession of any properties described herein to
25 the Receiver, along with all accounting, maintenance, rent, deposit accounts, safe deposit box
26 contents, checks, drafts, any other negotiable instruments or deposits, and related records
27 concerning the Property. The Debtors shall provide to the Receiver all user names and passwords
28 to access electronically stored data and shall surrender to the Receiver all computers, iPads, cell

1 phones, and other electronic devices where any electronic data of or belonging to either of the
2 Debtors may be located. Without limiting the generality of the foregoing, Debtors shall
3 immediately provide to the Receiver all user names and passwords, passcodes, and other
4 information necessary and/or helpful to accessing cryptocurrencies held by or controlled by
5 Debtors presently and/or within the past four (4) years.

6 4. IT IS FURTHER ORDERED THAT, all persons or entities owing any money to
7 the Debtors shall pay the same directly to the Receiver, and shall attorn to the Receiver. Without
8 limiting the generality of the foregoing, upon presentation of a conformed copy of this order, any
9 financial institution holding deposit accounts, funds or property of or in the control of the Debtors
10 or the Debtors' agent and/or over which the Debtors has signature authority shall immediately turn
11 all such deposit accounts, funds and property over to the Receiver.

12 5. IT IS FURTHER ORDERED THAT the Receiver may sell any property coming
13 into his possession in any commercially reasonable manner upon notice to Debtors and The Bank,
14 provided that any sale of item(s) of the receivership estate for more than \$50,000.00 (fifty
15 thousand dollars) shall not be final until approved by this Court upon separate motion/application
16 by the Receiver.

17 6. IT IS FURTHER ORDERED THAT, upon presentation of a conformed copy of
18 this order to any third party owing performance of any obligation or duty to the Debtors with
19 respect to the Property, such third parties shall render any performance or duties with respect to the
20 Property directly to the Receiver.

21 7. IT IS FURTHER ORDERED THAT, the Receiver shall be authorized to prepare
22 periodic interim statements reflecting the Receiver's fees and administrative costs and expenses
23 incurred for said period in the operation and administration of the receivership estate herein.
24 Upon completion of an interim statement, and mailing said statement to the parties' respective
25 attorneys of record or any other designated person or agent, the Receiver may pay from
26 receivership estate funds, if any, the amount of said statement. Despite the periodic payment of
27 Receiver's fees and administrative expenses, said fees and expenses shall be submitted to the
28 Court, for its approval and confirmation, in the form of either a noticed interim request for fees,

1 stipulation among the parties, or Receiver's final account and report.

2 8. IT IS FURTHER ORDERED THAT, the Receiver shall, within thirty (30) days of
3 his qualification hereunder, file in this action an inventory of all property of which he shall have
4 taken possession pursuant hereto.

5 9. IT IS FURTHER ORDERED THAT, the Receiver is authorized and directed to
6 collect and open all mail of the Debtors relating to the Debtors' business and/or the Property, and
7 that the Receiver shall hold all monies coming into his possession in an interest-bearing account to
8 be expended for the following purposes and in the following priorities:

- 9 (a) for the expenses of administering the receivership;
10 (b) for all expenses incurred by the Receiver in managing the Property;
11 (c) for interim Receiver's fees to be paid monthly and to be paid by the
12 Receiver from such funds as are in his possession, at the Receiver's normal and customary rate;
13 (d) payment to The Bank of all amounts due under the judgment in this case;
14 and
15 (e) the balance, if any, shall be held by the Receiver pending further order of
16 this Court.

17 10. IT IS FURTHER ORDERED THAT, in addition to all of the powers hereinabove
18 set forth, the Receiver is hereby vested with all of the general powers of receivers in cases of this
19 kind, subject to the direction of this Court, and said Receiver shall, from time to time, or when
20 directed by the Court, render to the Court reports of the proceedings and accountings with respect
21 to all of the acts and things done by him and all monies received and expended by him or his
22 agents.

23 11. IT IS FURTHER ORDERED THAT, the Debtors, and their agents, servants,
24 directors, officers, affiliates employees, attorneys, representatives, and all other persons and
25 entities who are successors in interest to or who are acting in concert or participating with them, or
26 any of them are hereby restrained and enjoined from engaging in or performing, directly or
27 indirectly, any of the following acts:

- 28 (a) retaining possession of the Property;

1 (b) expending, disbursing, transferring, assigning, selling, conveying, devising,
2 pledging, mortgaging, creating a security interest in, encumbering, concealing or in any manner
3 whatsoever delaying in or disposing of the whole or any part of the Property, without the written
4 consent of the Receiver first being obtained;

5 (c) demanding, collecting, receiving, expending, disposing, assigning,
6 secreting or in any other way diverting, using or making unavailable to the Receiver the Property
7 or any of the issues and proceeds thereof;

8 (d) doing any act which will, or which will tend to, impair, defeat, divert,
9 prevent or prejudice the preservation of the Property or Receiver's interest therein, in whatever
10 form the interest is held or used as of this date, pending further proceedings in this action;

11 (e) destroying, concealing, transferring or failing to preserve any document
12 which evidences, reflects or pertains to the Property, or any part thereof;

13 (f) committing or permitting any waste of the Property or any part thereof, or
14 suffering, committing or permitting any acts thereon in violation of law;

15 (g) removing, transferring, encumbering or otherwise disposing of the Property
16 until further order of this Court; or

17 (h) interfering in any manner with the Property or Receiver's possession
18 thereof. The prohibited interference includes, without limitation, communicating or contacting
19 any contractees of the Receiver, exercising or attempting to exercise any control or management of
20 functions in connection with the Property or otherwise engaging in acts inconsistent with the
21 Receiver's sole authority to operate, manage and control the Property.

22 12. IT IS FURTHER ORDERED THAT, the Receiver and the parties to this action
23 may, from time to time and upon due notice to the parties entitled thereto, petition this Court for
24 instructions in pursuance of this order and further orders this Court may hereafter make.

25 13. IT IS FURTHER ORDERED THAT the Debtors are directed and ordered to
26 account to the Receiver for all monies representing revenues, issues and proceeds of the Property
27 from and after January 1, 2018, up to and including the date of this order.

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1 14. IT IS FURTHER ORDERED THAT the Debtors shall surrender to the Receiver all
2 monies accountable to the revenues, issues and proceeds of the Property, whether generated from
3 the past or present, now in the possession, custody or control of the Debtors, or their agents,
4 servants or employees, and all records, books of account, ledgers, and all documents and papers
5 pertaining to the operation, maintenance and proceeds of the Property, whether in the possession
6 and control of the Debtors or in the possession and control of agents, servants or employees of the
7 Debtors.

8 15. IT IS FURTHER ORDERED THAT the Debtors shall show cause, if any they
9 have, why this order should not be confirmed at 10 a.m. on March 20, 2020 in Department
10 8 of this Court. Written opposition to such confirmation, if any, shall be filed and served no
11 later than March 17, 2020.

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14 DATED: 2/28/20

Judge Sumil R. Kulkarni

JUDGE OF THE SUPERIOR COURT

EXHIBIT A

The property which is to comprise the receivership estate shall be all real and personal property owned, controlled or possessed by Vasily Trofimchuk and Astra, Inc. (together, "Debtors") except for property of Vasily Trofimchuk which is exempt without making a claim of exemption regardless of in what name or names such property is held, wherever located, including but not limited to:

(a) All accounts, deposit accounts, contract rights, instruments, documents, chattel paper, general intangibles, including, but not limited to internet domain names, choses in action, tax refunds, and insurance proceeds, including but not limited to crop insurance, fallow payments, and farm subsidies of every kind and nature; any other obligations or indebtedness owed to Debtors from whatever source arising, whether or not earned by performance and however evidenced; all rights of Debtors to receive any payments in money or kind; all guaranties of the foregoing and security therefor; all of the right, title, and interest of Debtors in and with respect to the goods, services, or other property that give rise to or that secure any of the foregoing and insurance policies and proceeds relating thereto, and all rights of Debtors as an unpaid seller of goods and services, including, but not limited to, the rights of stoppage in transit, replevin, reclamation, and resale; (collectively, "Receivables");

(b) All goods, merchandise, vehicles and other personal property by Debtors that are held for sale or lease, or are furnished or to be furnished under any contract of service or are raw materials, work-in-process, supplies, or materials used or consumed in Debtors' business, and all products thereof, and all substitutions, replacements, additions, and accessions therefor and thereto (collectively "Inventory");

(c) All machinery and equipment and all furniture and fixtures used or acquired for use in the business of Debtors, and all substitutions, replacements, accessions and additions thereto and parts therefor (collectively "Equipment");

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1 (d) All licenses (other than liquor licenses), permits, patents, trade names, stock, farm
2 products, good will and any other manner of personal property (collectively, the “Additional
3 Items”);

4 (e) All cash and non-cash proceeds of any of the foregoing, including insurance
5 proceeds;

6 (f) All ledger sheets, files, records, documents, and instruments, bills of lading,
7 warehouse receipts, policies and certificates of insurance relating to, respecting or evidencing the
8 foregoing; and,

9 (g) All instruments, documents, securities, cash and property, and the proceeds of any
10 of the foregoing, which now or hereafter are at any time in the possession or control of Debtors, or
11 any of them.

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