

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

FILED

2011 JAN 28 A 10:33

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

FRANCISCO ILLARRAMENDI, and
MICHAEL KENWOOD CAPITAL
MANAGEMENT, LLC,

Defendants,

and

MICHAEL KENWOOD ASSET
MANAGEMENT, LLC,
MK ENERGY AND INFRASTRUCTURE,
LLC, and
MKEI SOLAR, LP,

Relief Defendants.

U.S. DISTRICT COURT
NEW HAVEN, CT

Civil Action No. 3:11-cv-00078-JBA

TEMPORARY ORDER FREEZING ASSETS

1. Having considered the emergency motion for a temporary restraining order, including an order freezing assets filed by plaintiff Securities and Exchange Commission (“the Commission”), as well as the Complaint, the parties’ memoranda of law and accompanying evidentiary materials, and argument, the Court finds that the Commission has made a proper *prima facie* showing that: (1) defendants Francisco Illarramendi (“Illarramendi”) and Michael Kenwood Capital Management (“MK Capital Management”) (together the “Defendants”) have directly or indirectly engaged in the violations alleged in the Complaint; (2) Relief Defendants

Michael Kenwood Asset Management, LLC (“MK Asset Management”), MK Energy and Infrastructure, LLC (“MK Energy”) and MKEI Solar, LP (“MKEI Solar”) (together “Relief Defendants”) have received investor funds under circumstances dictating that, in equity and good conscience, they should not be allowed to retain such funds; (3) unless restrained and enjoined by Order of this Court, the Defendants and the Relief Defendants may dissipate, conceal or transfer from the jurisdiction of this Court assets which could be subject to an order of disgorgement or, in the case of the Defendants, an order to pay a civil monetary penalty in this action; and (4) entry of an order freezing assets is necessary to preserve the status quo. In consideration of the foregoing, the Court being fully advised in the premises, and pending determination of the Commission’s motion for a temporary restraining order, preliminary injunction and other equitable relief:

I.

IT IS HEREBY ORDERED that:

A. the Defendants and the Relief Defendants and each of their agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including via facsimile or email transmission, or overnight delivery service, shall hold and retain funds and other assets of the Defendants and Relief Defendants presently held by them, for their direct or indirect benefit, under their direct or indirect control or over which they exercise actual or apparent investment or other authority, in whatever form such assets may presently exist and wherever located, including but not limited to assets held in the accounts and/or by the MK Entities identified in the attached Exhibit A, and shall prevent any withdrawal, removal, sale, purchase, trade, transaction, payment (including, but not limited to, any charges on any credit card or draws on

any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, disposal, or diminution in value of any such funds or other assets, which are hereby frozen;

B. All banks, brokerage and other financial institutions and other persons or entities which receive actual notice of this Order by personal service or otherwise, including via facsimile or email transmission, or overnight delivery service, holding any funds or other assets in the name, for the direct or indirect benefit, or under the direct or indirect control of the Defendants and the Relief Defendants or over which the Defendants and the Relief Defendants exercise actual or apparent investment or other authority, in whatever form such assets may presently exist and wherever located, shall hold and retain within their control and prohibit the withdrawal, removal, sale, purchase, trade, transaction, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, diminution in value, or other disposal of any such funds or other assets; and that such funds and assets are hereby frozen; and,

C. The above Paragraphs I.A and I.B shall immediately cease to apply to any asset, including any bank, brokerage or other financial institution account, which becomes subject to any later order entered by any federal court as a result of proceedings which may be filed by the United States or any department or agency thereof under any federal civil or criminal forfeiture statute, to the extent such later order requires the transfer of any asset to the United States.

II.

IT IS HEREBY FURTHER ORDERED that all persons who hold or possess the direct or indirect proceeds of the misconduct described in the Complaint, in whatever form such funds or other assets may presently exist, who receive actual notice of this Order, by personal service or otherwise, including via facsimile or email transmission, or overnight delivery service, shall

hold and retain such funds and assets and shall prevent any withdrawal, removal, sale, purchase, trade, transaction, payment (including, but not limited to, any charges on any credit card or draws on any other credit arrangement), transfer, dissipation, assignment, pledge, alienation, encumbrance, disposal, or diminution in value of any such funds or other assets, which are hereby frozen, except insofar as the Court's previously-issued Orders in the above-captioned case permitting the expenditure of certain funds remain in effect, and are not superseded by this Order.

III.

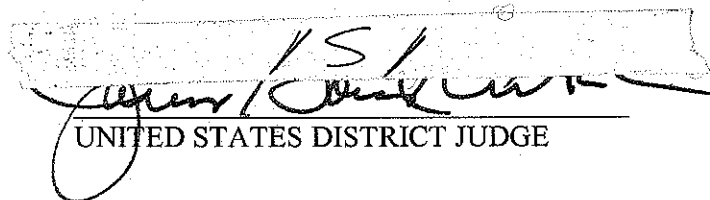
IT IS HEREBY FURTHER ORDERED that Defendants and each of their agents, servants, employees and attorneys and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, including via facsimile or email transmission, or overnight delivery service, are hereby prohibited from soliciting, accepting, or depositing any monies obtained from actual or prospective investors pending the resolution of this action.

IV.

IT IS HEREBY FURTHER ORDERED that, notwithstanding Sections I, II and III of this Order, NuScale Power, Inc. ("NuScale") is permitted to use up to \$1,000,000 to carry on its business operations, and may make application to the Court to seek the use of additional funds in its accounts over \$1,000,000. In addition, nothing in this Order shall prohibit NuScale from soliciting, accepting or depositing any monies obtained from any actual or prospective investors or lenders, other than Defendants or Relief Defendants.

V.

IT IS HEREBY FURTHER ORDERED that that, notwithstanding Sections I, II and III of this Order, Proterra, Inc. ("Proterra") is permitted to use any and all funding contained in its existing accounts and, in accordance with the terms of the Court's previous orders, is permitted to raise up to \$1,017,431 in funding from its Series A investors in a first security position on all assets of Proterra for its operations. In addition, nothing in this Order shall prohibit Proterra from otherwise soliciting, accepting or depositing any monies obtained from any actual or prospective investors or lenders, other than Defendants or Relief Defendants.



UNITED STATES DISTRICT JUDGE

Dated: January 27, 2011

EXHIBIT A

EXHIBIT A

MK Entity Subject to Freeze Order	Bank Name	Account Number	Account Name
Short Term Liquidity Fund, Ltd.	Deutsche Bank	██████████4800	Short Term Liquidity Fund I, LTD
	Deutsche Bank	██████████4100	Short Term Liquidity Fund I, LTD
	BSI	██████████JB76	Short Term Liquidity Fund I, LTD
	MiBanco	██████████0316	Short Term Liquidity Fund I, LTD
	Morgan Stanley	██████████BDHV	SSF III Hedging, LP
	Societe Generale	██████████8340	Short Term Liquidity Fund
	UBS	██████████SD01	Short Term Liquidity Fund I, LTD
	Credit Suisse	Unknown	Unknown
	Casa Propio	Unknown	Unknown
	Banco Occidental de Descuento ("BOD")	Unknown	Unknown
MK Special Opportunities Fund, Ltd.	Deutsche Bank	██████████4500	MK Special Opportunities Fund LTD
	Deutsche Bank	██████████4100	MK Special Opportunities Fund LTD
	Nomura	Unknown	Unknown
	UBS	██████████24 YA	ISI Special Opportunities Fund LTD
	UBS	██████████24-YJ	MK Special Opportunities Fund, LTD
	Atlas One Financial	██████████777	MK Special Opportunities Fund LTD
	Citigroup Global Markets	██████████925-0	MK Special Opportunities Fund LTD
	BNP Paribas	Unknown	MK Special Opportunities Fund LTD
	Barclays Capital	Unknown	MK Special Opportunities Fund
	Credit Suisse	Unknown	Unknown
	Wells Fargo Advisers	██████████0281	Michael Kenwood Special Opportunities Fund
	Cantor Fitzgerald	██████████9112	MK Special Opportunities Fund, LTD
	MK Venezuela, Ltd.	Morgan Stanley	██████████09EH
Morgan Stanley		██████████0774	MK Venezuela Limited Fund, LTD
Credit Suisse		██████████TVP6	MK Venezuela Limited Fund, LTD
CRT		██████████6674	Unknown
		██████████4218 and	
Deutsche Bank		██████████4100	Unknown
Deutsche Bank		██████████1800	Unknown
Deutsche Bank		██████████7048	Unknown
UBS Cayman		██████████SD01	Unknown
RBS		██████████2500	MK Venezuela Limited Fund, LTD
BCP Securities LLC		██████████4937	MK Venezuela Fund, LTD
Pellon Securities Corp.		██████████5248	MK Venezuela Limited Fund, LTD
StormHarbour		Unknown	Unknown
Michael Kenwood Asset Management, LLC		Citibank	██████████5677
	Citibank	██████████0541	Michael Kenwood Asset Mgt LLC
	Wachovia Securities	██████████8671	Michael Kenwood Asset Management LLC
Michael Kenwood Consulting, LLC	Citibank	██████████3432	Michael Kenwood Consulting LLC
	Citibank	██████████2264	Michael Kenwood Consulting LLC
	Citibank	██████████9646	Michael Kenwood Consulting LLC
Michael Kenwood Capital Management, LLC	Citibank	██████████0613	Michael Kenwood CPTL MGT LLC
	Citibank	██████████6669	Michael Kenwood CPTL MGT LLC
	Knight Libertas LLC	██████████3276	Michael Kenwood Capital Management
MK Energy and Infrastructure, LLC	Citibank	██████████3844	MK Energy and Infrastructure LLC
MK International Advisory Services, LLC	Citibank	██████████2251	MK International Advisory Services LLC

EXHIBIT A

MK Entity Subject to Freeze Order	Bank Name	Account Number	Account Name
The Michael Kenwood Group, LLC	Unknown	Unknown	Unknown
MKCM Merger Sub, LLC	Unknown	Unknown	Unknown
MK Automotive, LLC	Unknown	Unknown	Unknown
MK Technology, LLC	Unknown	Unknown	Unknown
MKG-Atlantic Investment LLC	Unknown	Unknown	Unknown
Michael Kenwood Nuclear Energy, LLC	Unknown	Unknown	Unknown
MyTcart, LLC	Unknown	Unknown	Unknown
TUOL, LLC	Unknown	Unknown	Unknown