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UNITED STATES DISTRICT COURT
DISTRICT OF OREGON

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff

v.

ALPHA TELCOM, INC., an Oregon Corporation; **AMERICAN TELECOMMUNICATIONS COMPANY, INC.,** a Nevada Corporation; **STRATEGIC PARTNERSHIP ALLIANCE, LLC,** a Nevada Limited Liability Company; **SPA MARKETING, LLC,** a Nevada Limited Liability Company; **PAUL S. RUBERA;** **ROBERT A. MCDONALD;** **ROSS S. RAMBACH;** and **MARK E. KENNISON,**

Defendants.

Civil Action No.
CV 01-1283 PA

**ORDER REPLACING
RECEIVER THOMAS F.
LENNON WITH MICHAEL A.
GRASSMUECK AS
DISTRIBUTION AGENT**

The Court has considered the *Ex Parte* Application by Plaintiff Securities and Exchange Commission to replace Receiver Thomas F. Lennon with a Distribution Agent and to appoint Michael A. Grassmueck as the Distribution Agent and the Declarations and evidence filed in support thereof. Good cause has been shown to grant the Commission's Application.

IT IS HEREBY ORDERED THAT:

ORDER APPOINTING MICHAEL A. GRASSMUECK
AS DISTRIBUTION AGENT
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1. Effective immediately, Thomas F. Lennon is removed as Receiver in this action, and Michael A. Grassmueck is appointed to act as Distribution Agent. Mr. Lennon and his agents, employees, and independent contractors are ordered to immediately transfer any accounts at any bank or other financial institution over which Mr. Lennon had control as Receiver in this action to Mr. Grassmueck's control. Mr. Lennon and his agents, employees and independent contractors are further ordered to immediately transfer custody of any files and records in their possession, custody or control that relate to this action to Mr. Grassmueck. Mr. Lennon and his agents, employees, independent contractors and attorneys are further ordered to cooperate with Mr. Grassmueck in the orderly transfer of accounts, records and files to Mr. Grassmueck's possession, custody and control.

2. As Distribution Agent, Mr. Grassmueck shall perform the following tasks:

- a. He shall distribute funds pursuant to any distribution plan approved by this Court, and shall provide the Court with an accounting of the funds so distributed. The Distribution Agent shall not distribute any funds to Mr. Lennon, or to his attorneys, accountants or other hired professionals until specifically ordered to do so by the Court.

- b. He shall take possession, custody and control of all files, books and records relating to this action that are presently in the possession, custody or control of Mr. Lennon, until such time as this Court orders that such files, books and records be destroyed.
- c. He shall review the tax returns prepared for the 2008 tax year and cause them to be filed, and shall cause tax returns to be prepared and filed for the period he is Distribution Agent.
- d. He shall respond to investor inquiries regarding the distribution.


3. Without further application to the Court, Mr. Grassmueck shall be permitted to pay, from the estate, costs for transferring, storing and, when ordered, destruction, of the documents in this case; costs associated with making any distribution approved by the Court; and costs for preparing and/or filing necessary tax returns. Mr. Grassmueck shall itemize all such costs in his accounting for the funds distributed. Should such costs exceed \$35,000, Mr. Grassmueck and/or the Commission may apply to the Court for reimbursement of such additional costs. In addition, Mr. Grassmueck shall, without further application to the Court, be entitled to a fee of \$15,000 for performing the functions of Distribution Agent in this case. Should the Commission determine that additional work

beyond the scope of the work set forth in this Order is necessary in order to wind up this case, the Commission may apply to this Court for Mr. Grassmueck to be permitted to undertake such tasks and receive an additional fee associated with such additional tasks.

4. The Court understands that Plaintiff Securities and Exchange Commission is in the process of obtaining bank records for the receivership and for Mr. Lennon's company, TFL, Inc., and reviewing those records to determine the amount of monies drawn or advanced by Mr. Lennon without prior authorization by the Court. Mr. Lennon, his agents, servants, employees, attorneys and accountants, both present and former, are ordered to cooperate with and assist the Commission in providing immediate access to all of the corporate books and records of the receivership and of TFL, Inc. The Commission is further authorized to subpoena banks and other financial institutions for documents relating to the conduct of the receivership, including documents held in accounts in the names of any of the entity defendants; TFL, Inc.; or Thomas F. Lennon. The Commission shall report to the Court regarding the status of its investigation within sixty days of issuance of this Order.

Dated:

10/30/09


HONORABLE OWEN PANNER
UNITED STATES DISTRICT JUDGE