

Cause No. 01-21-00284-CV

GREAT VALUE STORAGE, LLC and
WORLD CLASS CAPITAL
GROUP, LLC,

Appellants,

v.

PRINCETON CAPITAL
CORPORATION,

Appellee,

§ IN THE COURT OF APPEALS
§ 1st COURT OF APPEALS
§ HOUSTON, TEXAS
§ 3/3/2022 5:00:40 PM
§ CHRISTOPHER A. PRINE
§ Clerk
§
§ FIRST DISTRICT OF TEXAS
§
§
§
§
§ HOUSTON, TEXAS

**RECEIVER'S RESPONSE TO
NATE PAUL ENTITIES' FEBRUARY 28, 2022 LETTER MOTION**

TO THE HONORABLE FIRST COURT OF APPEALS:

The court-appointed Receiver, Mr. Seth Kretzer, respectfully submits this response to the February 28, 2022 letter to the Court by the Nate Paul Entities, docketed as a motion. The letter motion proposes to affect the ongoing receivership, now far advanced.

**I
PROCEDURAL HISTORY OF THE RECEIVERSHIP**

"Because [Nate Paul Entities] appellants did not comply with this Court's order, the order of October 26, 2021 was withdrawn, the [receivership] abatement was lifted, . . . To date, appellants have not sought approval from the trial court of their nominal cash deposit."

Great Value Storage, LLC, et al. v. Princeton Capital Corp., no. 01-21-00284-CV, First Court of Appeals, Houston (December 23, 2021).

Mr. Nate Paul created hundreds of corporate shells to hold commercial real estate across the state. Tens of millions of dollars are missing and unaccounted. Mr. Kretzer is the court-appointed Receiver for the parent entity, *World Class Capital Group, LLC*.

A. Harris County District Judge Ursula Hall appointed Mr. Kretzer as Receiver for the parent company over Mr. Paul's real estate enterprise.

Following a March 4, 2021 \$9.7 final judgment in the 165th District Court in Houston in favor of Princeton Capital, CR 333, 351, the Honorable District Judge Ursula Hall appointed Mr. Kretzer as Receiver for the two parent judgment debtors, *World Class Capital Group, LLC*, and *Great Value Storage, LLC*. CR 193.

Leading up to the judgment, Princeton Capital, a real estate creditor whose predecessor loaned Nate Paul's entities \$5.6 million, CR 5-14, served Mr. Paul with routine discovery for garden variety financial records, such as transaction documents, payments, communication, and clear understanding of Mr. Paul's transactions. *See* CR 14. Mr. Paul and his attorneys obstructed all discovery. They delivered no documents or answers whatsoever. *See* CR 38-39. They made specious objections ungrounded in Texas law or the facts of the loan transaction. *See* CR 44-59, *also* 18, 21, 27.

In the summer of 2021, Princeton Capital served Mr. Paul and his attorneys with routine post-judgment financial document discovery. Mr. Paul and his attorneys refused

to provide *any* documents, objecting to every request a for a total of 57 objections, and without providing a single page of financial records.

On September 8, 2021, Judge Hall appointed Mr. Kretzer as Receiver for *World Class Capital Group, LLC*, and *Great Value Storage, LLC*. CR 193.

B. The Nate Paul Entities Appealed to this Court.

The Nate Paul Entities appealed Princeton Capital's judgment and Judge Hall's receivership order to this Court. Both notices of appeal were assigned to the present cause number, 01-21-00284-CV.

The clerk's record was filed July 9, 2021, then supplemented September 10, 2021 and November 17, 2021. *See* Docket Sheet, no. 01-21-00284-CV.

On September 23, 2021—the same day the Clerk received Nate Paul Entities' notice of appeal of the receivership order—the Clerk provided the Nate Paul Entities detailed instructions pertaining to the requisite appellate record. The Clerk notified the Nate Paul Entities that because the receivership order was signed September 8, 2021, the district clerk's and reporter's record remained due July 2, 2021. *See* Letter of Clerk, Sept. 23, 2021, Docket Sheet, no. 01-21-00284-CV.

The Nate Paul Entities filed their 26-page, 5,700-word merits brief September 29, 2021. They present four issues for adjudication by the Court:

1. Because the trial court improperly severed Princeton's interwoven non-contract claims against all defendants when it signed the Final Judgment Order, the Final Judgment Order is interlocutory and not subject to enforcement or appeal.
2. The Court must reverse the Final Judgment Order because WCCG is not liable to Princeton for unpaid amounts, if any, due on the Note Purchase Agreement as amended.
3. Princeton failed to meet its burden of proving damages because the damage calculation in the Original Declaration is conclusory, has insufficient factual support and does not explain how damages were calculated.
4. Princeton's motion for summary judgment was not supported by any competent summary judgment evidence because the Original Declaration was not an affidavit and did not comply with the unsworn declaration statute.

Princeton Capital filed its 49-page, 11,000-word merits response brief November 29, 2021.

The Nate Paul Entities filed their 8-page, 1,500-word reply brief December 22, 2021.

Both sides have therefore fully briefed the appeal. The Court will soon set submission or oral argument.

As the Receiver began to search for documents from third parties and to seize assets, Mr. Paul filed a series of emergency motions and a mandamus action against the receivership order. He did not supersede the judgment. The Nate Paul Entities did, however, file self-serving affidavits by Mr. Paul and a bookkeeper, claiming the companies have no equity at all. They posted a \$100 deposit for each company with the clerk,

asserting these constitute adequate supersedeas bonds for the two companies and their tens of millions of real estate.

On December 23, 2021, the Court, for the second time, ordered Mr. Paul to return to Judge Hall and create a record to demonstrate the proper amount of the supersedeas bond:

Because appellants did not comply with this Court's order, the order of October 26, 2021 was withdrawn, the abatement was lifted, the appeal was reinstated on the active docket, and the temporary grant of appellants' motion for emergency relief was withdrawn and the motion for emergency relief was denied. This ruling stated that it did not prevent appellants from obtaining suspension of enforcement of the judgment by obtaining the trial court's approval of a good and sufficient bond. *See* TEX. R. APP. P. 24.1(a),(b)(2). To date, appellants have not sought approval from the trial court of their nominal cash deposit.

Appellants also filed an original proceeding in appellate cause number 01-21-00672-CV challenging the trial court and the receiver's actions in enforcing the judgment after appellants filed a nominal cash deposit. This Court issued an order on December 6, 2021, granting the motion

for temporary relief, and stayed the trial court's order appointing the receiver. Today, we **withdraw that order and lift that stay.**

See Order, Dec. 23, 2021, No. 01-21-00284-CV.

Mr. Paul did not do so. He refused to comply with Judge Hall's order to provide corporate asset documents and records to Princeton Capital in preparation for the bond hearing. *See Exhibit 20.*

C. Judge Hall imposed a temporary injunction to prevent asset transfers.

Judge Hall, concerned that Mr. Paul would continue to transfer assets, Judge Hall issued, *sua sponte*, a temporary injunction January 17, 2022, barring Mr. Paul from transferring any assets until she decides the supersedeas bond question. *See Exhibit 19.*

III

THE NATE PAUL PARENT COMPANIES HOLD MILLIONS IN REAL ESTATE

[Federal Judge to Nate Paul's Attorney, Mr. Perry]: There is not one single -- there is not a shred of evidence to support its existence, not a shred. I told you that the other day. I told you your burden was to come up with something that shows me that this didn't materialize out of thin air in the last couple -- month or so.

MR. PERRY: And we --

THE COURT: And I got nothing out of your brief. *You prevaricated* about the way they asked the question about the tax forms. I didn't ask a bad question. I said show me anything --

...

MR. PERRY: There isn't, Your Honor. We provided the K-1 to the GP which shows that the GP has no interest in the --

THE COURT: *You're still prevaricating.*

— Hon. U.S. Bankruptcy Judge Tony M. Davis, speaking to Nate Paul's attorney, Mr. Perry, *In re: WC Culebra Crossing SA, LP*, No. 21-10360-TMD (W. Dist. Bankr. December 22, 2021 (the day before this Court's December 23 order) (Emphases added).

Underneath parent company *World Class Capital Holding, LLC* are hundreds of interrelated and interlocking shell companies, some holding real estate, some holding contractual rights of one sort or another, some simply a mystery.

The World Class entities are frequent litigants in Texas and federal courts. Many of the World Class entities are in bankruptcy. A number of these entities, like these this parent entity for which Mr. Kretzer has been appointed as receiver, have defaulted on commercial loans held by lenders across Texas. All of these entities are controlled by Paul.¹ Mr. Paul also recently sued a series of public officials, including the FBI agents

¹ See, e.g., Edgar Walters, *Who is Nate Paul, the Real Estate Investor Linked to Abuse-of-Office Allegations*

who searched his office and residence August 2019 pursuant to a search warrant signed by a federal magistrate judge. *See Paul v. Sabban et al.*, Civil Action No. 1:21-CV-00954 (W.D. Tex. Oct. 21, 2021). On November 30, 2021, Mr. Paul, through two subsidiary shell companies, also sued the Receiver, Mr. Kretzer, individually, and his law firm. *See WC 4th and Colorado, LP, et al. v. Seth Kretzer, Individually and as Receiver, et al.*, no. 2021-77945 (133rd Dist. Ct. Harris Co.). (The Receiver’s Rule 91a motion to dismiss is set for hearing later this month.)

Mr. Paul—and some of his lawyers—have been sanctioned and criticized by numerous courts for misconduct, including filing frivolous lawsuits:

- *See Order, In re: WC Culebra Crossing SA, LP*, no. 21-10360-TMD (Ch. 11), Order (W.D. Tex. Dec. 22, 2021) (finding Nate Paul debtor entity in contempt, effectively concluding that Paul lied about transfers of assets and construction of back dated documents) (see exhibit reference below);
- *See Order, Gibson, Dunn & Crutcher, LLP v. World Class Capital Group, LLC*, no. D-1-GN-20-007513 (Tex. D.C. 53rd Travis Co.) (“Judgment Debtor World Class Capital Group, LLC (“WCCG”) is found to be in contempt of Court.”) (see exhibit reference below);
- *WC 1st & Trinity, LP v. Roy F. & JoAnn Cole Mitte Foundation*, Nos. 03-19-00709-CV, 03-19-00905-CV, 2021 Tex. App. LEXIS 8016 * 11, 31 (Tex. App. – Austin, Sept. 30, 2021, no pet. hist.) (“The district court could reasonably conclude that the [Nate Paul Entities] General Partners misrepresented that the Properties had been sold to avoid the receivership and so that Mitte would accept less than the true value of its interest in the Limited Partnerships.”) (“The attachments to the motion

Against Texas Attorney General Ken Paxton?, TEXAS TRIBUNE (Oct. 7, 2020), <https://www.texastribune.org/2020/10/07/nate-paul-ken-paxton/>.

reflect that the district court has ordered appellants and Paul to pay Milligan \$105,346 in sanctions for failure to comply with the district court's orders.”).

- See *In re WC 1st and Trinity v. The Roy F. and JoAnn Cole Mitte Foundation*, LP, no. 03-19-00905-CV (Tex. App.—Austin November 30, 2021) (“Appellant's Emergency Motion for Stay of Alienation in Trial Court and to Review Further Trial Court Order or, Alternatively, to Require Trial Court to Set Appropriate Security and Allow for Supersedeas was denied by this Court on the date noted above.”);
- See Final Judgment, *1st and Trinity Super Majority, LLC, et al. v. Gregory S. Milligan, Receiver*, No. D-1-GN-20-003550 (250th Dist. Ct., Travis Co., Oct. 12, 2020) (dismissing baseless suit against Austin appointed Receiver and imposing \$259,000 sanctions on attorney for Nate Paul Entities), *Exhibit 2*.

IV

COMPENDIUM OF COURT ORDERS DEFIED BY NATE PAUL

[Mr. Matt Parks, counsel for Nate Paul Entities]: And in closing words from me, Your Honor, I know and understand, and this will not be the only case we are hearing where we are accused of delay and obstruction. I get it. Mr. Paul, frankly, may be detestable. I don't know. I don't have a personal opinion about it yet.

[The Court]: Is he what? I'm sorry.

[Mr. Parks]: I said he may be detestable. I really don't know.

— January 5, 2022 hearing transcript at 88-89, No. 19-18855, 165th District Court, Harris County. Comments by Mr. Parks counsel for Mr. Paul, regarding his client.

Mr. Paul, individually and through his entities, has defied or forced orders by federal and state judges across Texas: (1) ordering production of corporate financial

documents, (2) finding in contempt, (3) removing him from corporate control, (4) imposing final judgment with prejudice, against which Mr. Paul nevertheless refiled litigation, (5) imposing injunctions, and (6) striking affidavit:

Court	Date	Order	Exhibit
126 th District Court, Travis County, No. D-1-GN-18-007636	June 8, 2020	Supplemental Order Regarding Receivership and Compelling Compliance with Receivership Order	1
250 th District Court, Travis County, No. D-1-GN-20-003550	October 12, 2020	Final Judgment, <i>1st and Trinity Super Majority, LLC, et al. v. Gregory S. Milligan, Receiver</i> , (dismissing baseless suit against Austin appointed Receiver and imposing \$259,000 sanctions on attorney for Nate Paul Entities)	2
126 th District Court, Travis County, No. D-1-GN-20-004259	July 1, 2021	Temporary Restraining Order (disruptive behavior by Mr. Paul at foreclosure)	3
165 th District Court, Harris County, Texas, cause 2019-18855	September 8, 2021	Order Appointing Receiver and Compelling Discovery (turnover order ignored)	4
345 th District Court, Travis County, Texas, cause D-1-GN-20-007513	September 10, 2021	Order (on Judgment Creditor Gibson, Dunn & Crutcher LLP's Motion for Contempt)	5
First Court of Appeals, Houston, No. 01-21-00284-CV	October 26, 2021	Order (directing Mr. Paul to return to district court and create record for appeal bond adequacy)	6
U.S. Bankruptcy Court, Western District of Texas, Austin Division, No. 21-10360-tmd	November 1, 2021	Order Granting Timber Culebra, LLC's Motion for Relief from Automatic Stay [ECF 71] (In response to compliance refusal by Nate Paul.)	7
U.S. Bankruptcy Court, Northern District of Texas, Dallas Division, No. 21-31121-mvl	November 10, 2021	Governance Order Mr. Paul removed by Court from debtor companies.	8
First Court of Appeals, Houston, No. 01-21-00284-CV	November 18, 2021	Order (finding Mr. Paul did not comply with October 26, 2021 order and reinstating receivership)	9
345 th District Court, Travis County, Texas, cause D-1-GN-20-007513	November 18, 2021	Order on Gibson Dunn's Renewed Motion for Contempt	10

Court	Date	Order	Exhibit
U.S. Bankruptcy Court, Northern District of Texas, Dallas Division, No. 21-31121-mvl	December 9, 2021	Order in Furtherance of the Governance Order Directing Access to Diligence Items (docket number 410) (“GVS means Mr. Paul.”)	11
U.S. Bankruptcy Court, Western District of Texas, Austin Division, No. 21-10360-tmd	December 11, 2021	Order Granting Motion to Compel Rule 2004 Document Production	12
U.S. Bankruptcy Court, Western District of Texas, Austin Division, No. 21-10360-tmd	December 11, 2021	Order Granting Motion to Compel Rule 2004 Document Production	13
U.S. Bankruptcy Court, Western District of Texas, Austin Division, No. 21-10360-tmd	December 13, 2021	Order Granting Motion to Compel Rule 2004 Document Production	14
345 th District Court, Travis County, Texas, cause D-1-GN-20-007177	December 20, 2021	Agreed Final Order Granting Joint Motion to Dismiss with Prejudice	15
U.S. Bankruptcy Court, Western District of Texas, Austin Division, No. 21-10360-tmd	December 22, 2021	Order Regarding Motion for Civil Contempt and Sanctions	16
First Court of Appeals, Houston, No. 01-21-00284-CV	December 23, 2021	Order (finding failure by Mr. Paul to comply with prior order)	17
U.S. Bankruptcy Court, Northern District of Texas, Dallas Division, No. 21-31121-mvl	January 6, 2022	Order Enforcing the Governance and Diligence Orders	18
165 th District Court, Harris County, Texas, cause 2019-18855	January 17, 2022	Order (denying approval of Mr. Paul’s proposed \$100 appeal bonds and imposing temporary injunction sua sponte).	19
165 th District Court, Harris County, Texas, cause 2019-18855	January 24, 2022	Order Granting Princeton’s Second Motion to Compel	20
53 rd District Court, Travis County, Texas cause D-1-GN-20-007513	February 1, 2022	Order on Motions for Contempt	21

Court	Date	Order	Exhibit
U.S. District Court, Western District, San Antonio Division, cause A-20-CV-947-RP	February 4, 2022	Order Setting Hearing on Show Cause for Contempt	22
345th and 419th District Court, Travis County, cause number D-1-GN-22-000195	February 16, 2022	Order Denying Motion to Show Authority (and striking affidavit of Nate Paul Entities' attorney)	23

V

THE NATE PAUL ENTITIES ASK THE COURT FOR EXTRAORDINARY EXCEPTION TO RULE 38

The above lengthy explanation is necessary preface to the extraordinary exception to Rule 38 Mr. Paul asks this Court to grant him. His request should be denied.

Rule of Appellate Procedure 38.1(f) states, “Issues Presented. The brief must state concisely ***all*** issues or points presented for review. The statement of an issue or point will be treated as covering every subsidiary question that is fairly included.” Tex. R. App. P. 38.1(f) (emphasis added). The rule also requires, “Argument. The brief must contain a clear and concise argument ***for the contentions made***, with appropriate citations to authorities and to the record. Tex. R. App. P. 38.1(i) (emphasis added). It also mandates, “Prayer. The brief must contain a short conclusion that clearly states ***the nature of the relief sought***.” Tex. R. App. P. 38.1(j) (emphasis added).

Rule 38.6 sets the brief deadline: “Appellant’s Filing Date. Except in a habeas corpus or bail appeal, which is governed by Rule 31, an ***appellant must file a brief***

within 30 days — 20 days in an accelerated appeal — after the later of: (1) the date the clerk’s record was filed; or (2) the date the reporter’s record was filed.” Tex. R. App. P. 38.6(a) (emphasis added).

Rule 38.6(d) allows additional briefing time upon motion. Tex. R. App. P. 38.6(d).

Rule 38.7 permits brief amendment or supplementation, “A brief may be amended or supplemented *whenever justice requires*, on whatever reasonable terms the court may prescribe.” Tex. R. App. P. 38.7 (emphasis added).

In their February 28, 2021 letter motion, the Nate Paul Entities make no effort whatsoever to explain what justice requires the extraordinary step of allowing them, *five months after their merits brief*, to supplement and amend their September 29 merits brief with entirely new appellate issues.

- The Nate Paul Entities cannot claim surprise by Judge Hall’s September 9, 2021 receivership order. On July 8, 2021 they filed objections to Princeton’s motion for appointment of a receiver. *See* Docket Sheet, District Court, no. 2019-18855 (this case). Nor did Mr. Paul deliver the concealed corporate records that triggered the receivership order.
- The Nate Paul Entities cannot claim they were unaware of a procedure to extend their merits briefing deadline to accommodate the receivership order. They filed Rule 38.6(d) motions for briefing extensions August 9, 2021 and September 3, 2021. *See* Docket Sheet, no. 01-21-00672-CV.
- The Nate Paul Entities cannot claim they were unaware of the September 9, 2021 receivership order when they filed their September 29, 2021 merits brief. They filed their timely interlocutory notice of appeal September 21, 2021.

- They cannot claim they have lacked due process opportunity to challenge the receivership order before now. They filed their Rule 29.3 emergency motion to stay the receivership order five months ago, October 6, 2021, then a reply challenge October 20, 2021, then a mandamus action November 30, 2021, a lawsuit against the Receiver the same day, and then another motion for emergency relief from the receivership order December 6, 2021. *See* Docket Sheet, no. 01-21-00672-CV. Mr. Paul challenged the receivership order in this Court as recently as its January 18, 2022 letter to the Court. *See* Docket Sheet, no. 01-21-00672-CV.

Mr. Paul's February 28, 2021 letter motion is problematic on its face. He seeks to give the Court the impression he has been patiently waiting for the Clerk or Court to issue a briefing schedule on his September 21, 2021 notice of appeal. This is inaccurate. As the record shows, Mr. Paul has been aggressively litigating the receivership order in this Court, and in Judge Hall's court, and in a new November lawsuit against the Receiver, and in a Travis County district court, *see Exhibit 23*. He did not challenge the receivership order in his September 29 merits brief or his December 22 reply brief.

For justice, finality, and essential judicial economy and efficiency, the First Court of Appeals, as do all appellate courts, regularly dispenses with appellate arguments that are procedurally defaulted. *See, e.g., Walker v. Davison*, No. 01-18-00431-CV, 2019 WL 922184, at *2 (Tex. App.—Houston [1st Dist.] Feb. 26, 2019, no pet.) (mem. op.) (“Adequate briefing [requires] proper citation to the record,” and “[i]f record references are not made or are inaccurate, misstated, or misleading, the brief fails.”); *O'Dowd v.*

Johnson, 666 S.W.2d 619 (Tex. App.—Houston [1st Dist.] 1984, writ ref'd n.r.e.) (“The failure to cite any authority after a point of error constitutes a waiver of the point.”).

There is no reason to grant Mr. Paul an exception to these rules, particularly in the face of his persistent defiance of orders by this and other Courts. Further, the receivership is now far advanced. The Receiver obtained bank records for *World Class Capital Group, LLC* and *Great Value Storage, LLC* directly from Wells Fargo. Just for a sixteen-month period, the bank records reveal **\$94 million** passing through the accounts is missing and unaccounted. In his February 22, 2022 deposition, presided over in person by an experienced Travis County District Judge, Mr. Paul was unable to explain or document any of this missing money. These two accounts at Wells Fargo are only a pair of the more than 400 accounts Mr. Paul controlled at Wells Fargo. He drained the two accounts and closed them a months after the FBI search. At his deposition he said he could not remember the bank where he transferred the money.

Recovery of misappropriated money is only one aspect of the Receiver’s effort. Receiver is further seeking recovery of transferred real estate and resolution of lawsuits, benefitting the receivership estate. Granting Mr. Paul’s motion would stand to complicate and delay the Receiver’s ongoing efforts.

VI
CONCLUSION

For these reasons, therefore Seth Kretzer, Receiver, respectfully recommends that the Court deny the Nate Paul Entities' Rule 38 letter motion to supplement or amend its September 29 merits brief, and requests all relief required by law or equity.

Respectfully submitted this 3 day of March
2022,

Seth Kretzer

SETH KRETZER
KRETZER & VOLBERDING, P.C.
SBN: 24043764

9119 South Gessner Street
Suite 105
Houston, TX 77074
(713) 775-3050 (office)
Email: seth@kretzerfirm.com

RECEIVER

James W. Volberding

By: _____
JAMES W. VOLBERDING
SBN: 00786313

KRETZER & VOLBERDING P.C.
Plaza Tower
110 North College Avenue
Suite 1850
Tyler, Texas 75702
(903) 597-6622 (Office)
(866) 398-6883 (Fax)
email: jamesvolberding@gmail.com

ATTORNEY FOR RECEIVER

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of this document has been delivered this 3rd day of March 2022 (by court electronic filing only) to all counsel of record for Appellants and Appellee.

James W. Volberding

JAMES W. VOLBERDING

CERTIFICATE OF COMPLIANCE

As required by Texas Rule of Appellate Procedure 9.4, I certify that the number of words in this Response is 3026, measured from page one through the conclusion, according to Word. This pleading was prepared with Microsoft Word for Apple, version 16.49.

James W. Volberding

JAMES W. VOLBERDING

AFFIDAVIT OF SETH KRETZER

THE STATE OF TEXAS '

'

COUNTY OF HARRIS '

'

BEFORE ME, the undersigned authority, on this day personally appeared the undersigned affiant, Mr. Seth Kretzer, who, on oath, swears that the following facts are true:

“I swear and affirm, subject to penalties of perjury, and pursuant to Texas Civil Practice and Remedies Code § 132.001(a), (c), that I have personal knowledge of all of

the information stated in this affidavit and that it is true. My Texas Bar number is 24043764. My date of birth is on file with the State Bar.

“I am the court appointed receiver (the “Receiver”) for the Appellants in this case. As such, I have personal knowledge of the facts deposed to in this affidavit except where stated to be based on information and belief, in which case I believe both the information and the resulting statement to be true.

“Texas law permits a Receiver to acquire personal knowledge through relevant sources. Under Texas law, an affiant’s position or job responsibilities may demonstrate the basis of her or his personal knowledge. *Valenzuela v. State & Cnty. Mut. Fire Ins. Co.*, 317 S.W.3d 550, 553 (Tex. App. — Houston [14th Dist.] 2010, no pet.); *Hernandez v. W-S Indus. Servs.*, No. 13-14-00404-CV, 2015 Tex. App. LEXIS 9196, 2015 WL 5136771, at *3 (Tex. App. — Corpus Christi Aug. 31, 2015, no pet.). The personal knowledge requirement may be satisfied if the affidavit sufficiently describes the relationship between the affiant and the case so that it may be reasonably assumed that the affiant has personal knowledge of the facts stated in the affidavit. *Stucki v. Noble*, 963 S.W.2d 776, 780 (Tex. App. — San Antonio 1998, pet. denied); *see also Core v. Citibank, N.A.*, No. 13-12-00648-CV, 2015 Tex. App. LEXIS 3439, 2015 WL 1631680, at *3 (Tex. App.—Corpus Christi Apr. 9, 2015, pet. denied).

“Under Texas law, review of the pertinent records may also establish an affiant’s personal knowledge in some situations. *See In re EI DuPont de Nemours & Co.*, 136 S.W.3d 218, 224 (Tex. 2004) (orig. proceeding) (per curiam); *Ortega v. Cach, LLC*, 396 S.W.3d 622, 628 (Tex. App. — Houston [14th Dist.] 2013, no pet.) (holding that a bank officer could testify that an account was transferred based on personal knowledge acquired from bank’s records, and he was not required to provide supporting documentation); *Nat’l Health Res. Corp. v. TBF Fin., LLC*, 429 S.W.3d 125, 131 (Tex. App. — Dallas 2014, no pet.) (same, *citing Ortega*, 396 S.W.3d at 628); *see also Assbauer v. Glimcher Realty Trust*, 228 S.W.3d 922, 926-27 (Tex. App. — Dallas 2007, no pet.); *Noriega*, 925 S.W.2d at 265 (“Although reading . . . records does not lead to ‘personal knowledge’ in the truest sense of the [term], in [some situations] it is the only means by which” to gain personal knowledge).²

Exhibits 1 to 23 attached to this pleading are true and correct copies of orders issued by other courts addressing Mr. Paul and his entities.

“My electronic signature below is intended to be enforceable pursuant to the Electronic Signatures in Global and National Commerce Act (“ESIGN Act”) of 2000, 15 U.S.C. chapter 96, and the Texas Uniform Electronic Transactions Act (UETA), Tex. Bus. & Com. Code §§ 302.007, 302.011 (2017).

² These paragraphs are quoted verbatim from *Rogers v. RREF II CB Acquisitions, LLC*, 533 S.W.3d 419 (Tex. App. — Corpus Christi 2016, no pet.).

“This completes my affidavit.”

/s/ Seth Kretzer

Mr. Seth Kretzer

EXHIBIT 1

6/8/2020 4:54 PM

Velva L. Price
District Clerk
Travis County
D-1-GN-18-007636
Alexus Rodriguez

CAUSE NO. D-1-GN-18-007636

THE ROY F. & JOANN COLE MITTE
FOUNDATION,

Plaintiff,

v.

WC 1ST AND TRINITY, LP,
WC 1ST AND TRINITY GP, LLC,
WC 3RD AND CONGRESS, LP AND
WC 3RD and CONGRESS GP, LLC

Defendants.

§
§
§
§
§
§
§
§
§
§
§§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126th JUDICIAL DISTRICT

**SUPPLEMENTAL ORDER REGARDING RECEIVERSHIP
AND COMPELLING COMPLIANCE WITH RECEIVERSHIP ORDER**

CAME BEFORE THE COURT FOR CONSIDERATION the Motion of Gregory S. Milligan, court-appointed Receiver (the “Receiver”) for WC 1st and Trinity, LP, and WC 3rd and Congress, LP (individually, a “Partnership” and together, the “Partnerships”) for an Order supplementing the Order Appointing Receiver entered by this Court on December 10, 2019 (the “Receivership Order”) and compelling Defendants and other parties to comply with the Receivership Order by turning over the assets of the Partnerships to Receiver.

WHEREAS, the Court entered the Receivership Order on December 10, 2019.

WHEREAS, on December 19, 2019, the Third Court of Appeals entered an Order and Memorandum Opinion that prohibited the Receiver from filing voluntary bankruptcy petitions for the Partnerships, prohibited alienation of the real property owned by the Partnerships, and required the parties to notify the Court of any foreclosure postings for the real properties. The Court of Appeals further remanded the case to this Court to determine “whether appellants’ right would be adequately protected by supersedeas or other another order under Texas Rule of Appellate Procedure 24.”

WHEREAS, on February 3, 2020, the Court of Appeals entered an Order and Memorandum Opinion temporarily staying the Receivership Order pending this Court's determination of the bond amount that appellants must post to supersede the Receivership Order.

WHEREAS, on March 18, 2020, this Court entered an order finding that Defendants shall post a supersedeas bond in the amount of \$3,875,305.00 by April 7, 2020 to supersede the Receivership Order.

WHEREAS, on April 6, 2020, the Court granted Defendants' request to extend the deadline to post a supersedeas bond until April 21, 2020.

WHEREAS, on March 19, 2020, Plaintiff and Defendants filed a Joint Status Report with the Court of Appeals that stated, in part: "Appellants intend to post a supersedeas bond ...on or before April 7, 2020 [extended to April 21, 2020]....In light of this development the parties jointly agree that the abatement of this appeal, as well as the prior temporary stays issued in this case, should be lifted on April 7, 2020 [extended to April 21, 2020]."

WHEREAS, on April 21, 2020, the Court denied Defendant's request for further extension of the deadline to post a supersedeas bond.

WHEREAS, as of the date of this Order, Defendants have not posted a supersedeas bond.

WHEREAS, by order dated May 29, 2020, the Court of Appeals lifted all prior stays of the Receivership Order.

WHEREAS, on June 1, 2020, the Defendants filed a Defendants Motion to Correct Order Setting Supersedeas Bond, asking the Court to delineate the amount of the supersedeas bond to be posted by each independent Partnership.

THEREFORE, THE COURT FINDS AS FOLLOWS:

A. Pursuant to the Court of Appeals Order dated May 29, 2020, the temporary stays issued by the Court of Appeals are no longer in effect.

B. The Partnerships failed to pay debts as they have become due since the entry of the Receivership Order.

C. Third parties have been at times confused about the status of the Receivership.

D. Continued delay of the business of the Receiver is a harm to creditors, third parties dealing with the Partnerships, and the equity owners of the Partnerships.

E. Defendants, despite notice and actual knowledge of the obligations imposed upon them by the Receivership Order and multiple requests by the Receiver, have not turned over the assets of the Partnerships, including, but not limited to, the documents and other information required by the Receivership Order, or funds in the possession of the Partnerships.

THEREFORE, IT IS ORDERED:

1. All persons enumerated in the Receivership Order, including any third parties such as financial institutions and persons contracting with the Partnerships, are hereby informed that the Receivership is in full force and effect.

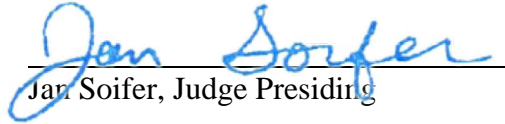
2. Defendants are forbidden from contact with such third parties regarding any aspect of the business of the Partnerships without the express written permission of the Receiver or this Court.

3. In the event Defendants post the required bond superseding this Court's Receivership Order, Defendants' counsel shall immediately notify Receiver and this Court.

4. Defendants, and all representatives of Defendants, are ordered to immediately turn over all documentation and assets as required by the Receivership Order. If any such

documentation or assets (in any form whatsoever) are not immediately turned over, this Court AUTHORIZES and ORDERS law enforcement officials to accompany Receiver to any place where such documentation or assets exist, to seize such items, and turn over such items to Receiver to administer pursuant the Receivership Order.

SIGNED this 8th day of June 2020.


Jan Soifer, Judge Presiding

Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

Envelope ID: 43566105

Status as of 06/09/2020 08:57:41 AM -05:00

Associated Case Party: WC 1st and Trinity, LP

Name	BarNumber	Email	TimestampSubmitted	Status
Kevin Orellana		paralegal@hslawmail.com	6/8/2020 4:54:33 PM	SENT
Viola Pena	24050372	bpena@hslawmail.com	6/8/2020 4:54:33 PM	SENT
Wallace Jefferson	19	wjefferson@adjtlaw.com	6/8/2020 4:54:33 PM	SENT
Nicholas Bacarisse	24073872	nbacarisse@adjtlaw.com	6/8/2020 4:54:33 PM	SENT
Terry Lane Scarborough	17716000	tscarborough@hslawmail.com	6/8/2020 4:54:33 PM	SENT
Adam Gray	24087616	agray@kslaw.com	6/8/2020 4:54:33 PM	SENT

Case Contacts

Name
Dennis Roossien
James Ray
Angela Mays
Kim McBride
Lisa Garrett
Michael A. Shaunessy
Jason Snell
Ray Chester
Katherine Stein
Julie Doss
Annette Bittick
Jason Augustine
Jack Simms
Maria AmeliaCalaf

Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

Envelope ID: 43566105

Status as of 06/09/2020 08:57:41 AM -05:00

Case Contacts

John Saba		john@wittliffcutter.com	6/8/2020 4:54:33 PM	SENT
-----------	--	-------------------------	---------------------	------

Associated Case Party: GregoryS.Milligan

Name	BarNumber	Email	TimestampSubmitted	Status
Rhonda Bear Mates	24040491	Mates@slollp.com	6/8/2020 4:54:33 PM	SENT
Stephen W. Lemmon		lemmon@slollp.com	6/8/2020 4:54:33 PM	SENT

Associated Case Party: Ken Paxton on Behalf of the Public Interest in Charity

Name	BarNumber	Email	TimestampSubmitted	Status
Cathleen Day	24105783	cathleen.day@oag.texas.gov	6/8/2020 4:54:33 PM	SENT

CAUSE NO. D-1-GN-20-003550

250TH JUDICIAL DISTRICT

1

2. The Court further finds that Plaintiffs have not established a *prima facie* case by clear and specific evidence for each essential element of any of the causes of action alleged by Plaintiffs;

3. The Court further, and/or alternatively, finds that Defendants have established affirmative defenses that would entitle them to judgment on Plaintiffs' claims as a matter of law;

4. The Court further finds, pursuant to Tex. Civ. Prac. & Rem. Code §27.007(a), that this legal action was brought to deter or prevent Defendants from exercising the constitutional right to petition and was brought for improper purposes, including malice and harassment and to cause unnecessary delay and to increase the cost of litigation;

5. The Court further finds that Plaintiffs are limited liability corporations owned and controlled by Nate Paul, have no liquid assets, and were formed by and for Mr. Paul, primarily for the purpose of filing this litigation;

6. The Court further finds that the causes of action contained in Plaintiffs' First Amended Original Petition have no bases in law and/or fact, and that the allegations, taken as true, together with inferences reasonably drawn from them, do not entitle Plaintiffs to the relief sought;

7. The Court further finds that Plaintiffs' First Amended Petition is groundless and brought in bad faith and for the purpose of harassment as used in Tex. R. Civ. P. 13, and there is good cause for imposing sanctions on the attorney who signed it, Michael Wynne.

8. The Court further finds, pursuant to Tex. Civ. Prac. & Rem. Code § 10.001 *et seq.*, that holding Plaintiffs' attorney, Michael Wynne, jointly and severally liable for the attorneys' fees and sanctions awarded herein is appropriate because he signed Plaintiffs' First Amended Petition but failed to ensure after reasonable inquiry that any of the claims were warranted under existing law or by a nonfrivolous extension, modification, or reversal of existing law or the establishment of new law. Additionally, the Court finds that Mr. Wynne, after making reasonable inquiry by his

own admission, failed to ensure that this lawsuit was not being brought for improper purposes including harassment, malice, and to cause unnecessary delay and to increase the cost of litigation for Defendants. The Court finds that the improper purposes and lack of merit of Plaintiffs' First Amended Petition should have been obvious to Mr. Wynne, and he had a duty as an officer of the Court not to file such a groundless pleading.

IT IS THEREFORE ORDERED that Plaintiffs take nothing and this case, in its entirety, is hereby dismissed with prejudice.

Before the conclusion of the hearing on September 2, 2020, the Court GRANTED leave for Defendants to file amended declarations of Mates and Chester, which would be, and hereby are, admitted as Exhibits R-2 and D-6.

After announcing the Court's rulings, concluding the hearing, and going off the record, Mr. Wynne requested that Plaintiffs' Exhibits 1 – 20 be admitted. Defendants objected to the admission of said Exhibits. The Court SUSTAINS the objections; Plaintiffs' Exhibits 1 – 20 are not admitted.

IT IS FURTHER ORDERED THAT, pursuant to Tex. Civ. Prac. & Rem. Code § 27.009, Tex. R. Civ. P. 91a.7, Tex. R. Civ. P. 13, and/or Tex. Civ. Prac. & Rem. Code § 10.004, Mitte is awarded \$42,890.00 as reasonable and necessary attorneys' fees incurred in defending this suit at the trial court level. Mitte is conditionally awarded an additional \$40,000.00 for reasonable and necessary attorneys' fees if Plaintiffs unsuccessfully appeal this Final Judgment. These attorneys' fee awards are assessed against Plaintiffs 1st and Trinity Super Majority LLC, 3rd and Congress Super Majority LLC, and Michael Wynne, jointly and severally.

IT IS FURTHER ORDERED THAT, pursuant to Tex. Civ. Prac. & Rem. Code § 27.009(a)(1), Tex. R. Civ. P. 91a.7, Tex. R. Civ. P. 13, and/or Tex. Civ. Prac. & Rem. Code § 10.004, Milligan is awarded \$39,058.00 as reasonable and necessary attorneys' fees incurred in defending this suit at the trial court level. Milligan is conditionally awarded an additional

\$30,000.00 for reasonable and necessary attorneys' fees if Plaintiffs unsuccessfully appeal this Final Judgment to the Third Court of Appeals, and an additional \$20,000.00 for reasonable and necessary attorneys' fees if Plaintiffs unsuccessfully appeal to the Texas Supreme Court. These attorneys' fee awards are assessed against Plaintiffs 1st and Trinity Super Majority LLC, 3rd and Congress Super Majority LLC, and Michael Wynne, jointly and severally.

IT IS FURTHER ORDERED THAT sanctions in the amount of \$75,000.00 are awarded to Mitte under Tex. Civ. Prac. and Rem. Code § 27.009(a)(2) and these are to be paid by Plaintiffs 1st and Trinity Super Majority LLC, 3rd and Congress Super Majority LLC, and Michael Wynne, jointly and severally, in order to deter Plaintiffs and the sanctioned parties from bringing similar actions in the future.

IT IS FURTHER ORDERED THAT sanctions in the amount of \$75,000.00 are awarded to the Receiver Defendants under Tex. Civ. Prac. and Rem. Code § 27.009(a)(2) and these are to be paid by Plaintiffs 1st and Trinity Super Majority LLC, 3rd and Congress Super Majority LLC, and Michael Wynne, jointly and severally, in order to deter Plaintiffs and the sanctioned parties from bringing similar actions in the future.

IT IS FURTHER ORDERED that post-judgment interest on all amounts awarded herein shall accrue at the rate of 5% per annum from the date this judgment is signed until paid.

IT IS FURTHER ORDERED that all costs of court are taxed against Plaintiffs.

IT IS FURTHER ORDERED that all writs and processes for the enforcement and collection of this judgement or the costs of court shall issue as necessary.

SIGNED on October 9, 2020.



Jan Soifer, Judge Presiding

EXHIBIT 3

July 01, 2021, 04:20 pm
At
Velva L. Price, District Clerk

CAUSE NO. D-1-GN-20-004259

**COLORADO THIRD STREET,
LLC,**

Plaintiff,

v.

**NATIN PAUL AND
WORLD CLASS CAPITAL
GROUP, LLC**

Defendants.

§
§
§
§
§
§
§
§
§
§
§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126TH JUDICIAL DISTRICT

TEMPORARY RESTRAINING ORDER

On this day came to be heard the application for Temporary Restraining Order (the “TRO Application”)¹ filed by the Plaintiff, Colorado Third Street, LLC (“Plaintiff”), against Natin Paul and World Class Capital Group, LLC (“Defendants”).

Based upon the verified facts set forth in the TRO Application, the Court finds there is a reasonable likelihood that Plaintiff will prevail on its claims and causes of action, there is no adequate remedy at law, and the potential harm, including loss of the ability to hold a lawful foreclosure sale set forth in the TRO Application, is imminent to Plaintiff unless a Temporary Restraining Order is issued. Unless Defendants, and their employees, agents, affiliates, persons acting at their direction or in active concert or participation with them, or any of their subsequent assignees, are immediately enjoined as specified herein, Plaintiff are likely to suffer irreparable harm because of Defendants, or one of their employees, agents, affiliates, persons acting at their direction or in active concert or participation with them, or any of their subsequent assignees, disruptive behavior at the July 6, 2021 foreclosure sale at the Travis County Courthouse in Austin, Texas (the “July Foreclosure Sale”). Such harm is not quantifiable.

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the TRO Application.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that Plaintiff Colorado Third Street, LLC's TRO Application is hereby GRANTED in its entirety, and this Temporary Restraining Order (this "Order") is hereby issued.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants, and their employees, agents, affiliates, persons acting at their direction or in active concert or participation with them, or any of their subsequent assignees, shall be and are hereby enjoined and restrained from engaging in Disorderly Conduct, as defined in Section 42.01 of the Texas Penal Code, at the July Foreclosure Sale, including:

- 1) using abusive, indecent, profane, or vulgar language in a public place, and the language by its very utterance tends to incite an immediate breach of the peace;
- 2) making an offensive gesture or display in a public place, and the gesture or display tends to incite an immediate breach of the peace;
- 3) abusing or threatening a person in a public place in an obviously offensive manner;
- 4) Making unreasonable noise in a public place other than a sport shooting range, as defined by Section 250.001, Local Government Code; or
- 5) Fighting with another in a public place.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants, and their employees, agents, affiliates, persons acting at their direction or in active concert or participation with them, or any of their subsequent assignees, shall be and are hereby enjoined and restrained from tampering or interfering with the personal property, including any video recording equipment, of the Substitute Trustee or any bidder at the July Foreclosure Sale.

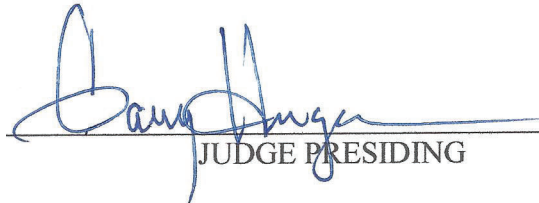
IT IS FURTHER ORDERED that nothing in this Order shall be construed to prevent any person, including Defendants, from attending and participating in the July Foreclosure Sale in compliance with the Texas Property Code, the Loan Documents, or the rules set forth by the Substitute Trustee.

IT IS FURTHER ORDERED that this Order shall not be effective unless and until Plaintiff executes and files with the Clerk a Bond or makes a cash deposit, in conformity with the law, in the amount of \$ 500.00.

IT IS FURTHER ORDERED that this Order is binding upon Defendants, and their employees, agents, affiliates, persons acting at their direction or in active concert or participation with them, or any of their subsequent assignees.

Pursuant to Rule 680 of the Texas Rules of Civil Procedure, this Order shall expire at midnight of the 14th calendar day after the date this Order is signed.

SIGNED this 1st day of ^{July}~~June~~, 2021, at 3:00 p, __.m.


JUDGE PRESIDING

PRINCETON CAPITAL CORPORATION, <i>Plaintiff,</i>	§	IN THE DISTRICT COURT
	§	
	§	
v.	§	
	§	
GREAT VALUE STORAGE LLC, WORLD CLASS CAPITAL GROUP LLC, AND NATIN PAUL <i>Defendants.</i>	§	HARRIS COUNTY, TEXAS
	§	
	§	
	§	165 th JUDICIAL DISTRICT

[SEP]CAME ON to be heard the Motion for Post-Judgment Receivership of Princeton Capital Corporation (“Applicant”); whereupon, the Court, after a review of the papers herein on file, became of the opinion that a Receiver should be appointed to take possession of and sell the leviable assets of Great Value Storage LLC and World Class Capital Group LLC (“Judgment Debtors”).

Based on the pleadings, the evidence and the argument of counsel, the Court finds that the Judgment Debtors own non-exempt property and that there exists an unpaid final judgment against them. Notwithstanding any contrary language herein, this order does not compel turn over of Judgment Debtors' homestead, or checks for current wages or other exempt property.

IT IS THEREFORE, ORDERED, ADJUDGED, and DECREED by this Court that Mr. Seth Kretzer, 440 Louisiana Street, Suite 1440, Houston, Texas 770022, (713) 775-3050, is hereby appointed Receiver in this case pursuant to the Texas Turnover Statute with the power and authority to take possession of and sell all leviable property of Judgment Debtors, including, but not limited to the following non-exempt property: (1) all documents

4. Federal income and state franchise tax returns for Great Value Storage LLC and World Class Capital Group LLC. and any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
5. All motor vehicle Certificates of Title owned or leased by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2019;
6. Stock certificates and bonds owned by Great Value Storage LLC or World Class Capital Group LLC., and any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
7. Promissory notes owned by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
8. Bills of sale owned by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
9. Real property deeds and deeds of trust (regardless of date), owned or interest held by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
10. Business journals, ledgers, accounts payable and receivable files belonging to Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional

11. Pledges, security agreements and copies of financial statements owned by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
12. State sales tax reports filed by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
13. Any other record or document evidencing any ownership to real or personal property or to any debt owed or L money had (regardless of date) owned or interest held by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
14. All personal property returns filed with any taxing authority, including but not limited to any Central Appraisal District, filed by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018;
15. All documents listing or summarizing property owned by or held by Great Value Storage LLC or World Class Capital Group LLC or any limited liability company, professional corporation, corporation, general partnership, limited partnership, trust or any other corporate entity in which Great Value Storage LLC or World Class Capital Group LLC currently holds or has held an interest since January 1, 2018; and

situated; 3) direct the delivery of the Judgment Debtors' mail and the mail of any business of the Judgment Debtors to the Receiver's address and open all mail directed to the Judgment Debtors and any business of the Judgment Debtors; 4) endorse and cash all checks and negotiable instruments payable to the Judgment Debtors, except paychecks for current wages; 5) hire a real estate broker to sell any real property and mineral interest belonging to the Judgment Debtors; 6) hire any person or company to move and store the property of the Judgment Debtors; 7) (but not the obligation) to insure any property belonging to the Judgment Debtors; 8) obtain from any financial institution, bank, credit union, credit bureau, savings and loan, title company, or any other third party, any financial records belonging to or pertaining to the Judgment Debtors; 9) obtain from any Texas state agency or official, Texas county agency or official, or Texas municipality or official, any government records belonging to or pertaining to the Judgment Debtors, including financial and personal identifying information; 10) obtain from any landlord, building owner or building manager where the Judgment Debtors or the Judgment Debtors' business is a tenant copies of the Judgment Debtors' lease, lease application, credit application, payment history and copies of the Judgment Debtors' checks for rent or other payments; 11) hire any person or company necessary to accomplish any right or power under this Order; 12) take all action necessary to gain access to all storage facilities, safety-deposit boxes, real property, and leased premises wherein any property of the Judgment Debtors may be situated, and to review and obtain copies of all documents related to same, and 13) file any lawsuit necessary to seize or recover any non-exempt assets from any third parties who have acquired possession or control.

Writ of Execution. The Receiver is authorized to direct any Constable or Sheriff to seize and sell property under a Writ of Execution.

The Court authorizes and orders any Sheriff or Constable, and their deputies, and any other peace officer, to break and open any locks or gates erected by the Debtor as necessary to assist the Receiver and carry out this order.

In light of the circumstances of this case, the Court sets the bond at \$50.00.

The Receiver's fee is twenty-five percent (25%) of all gross proceeds coming into his possession, not to exceed twenty-five percent of the balance due on the judgment, plus any out-of-pocket expenses incurred by the Receiver in his scope as a receiver in this case. The Court finds this a fair, reasonable and necessary fee for the Receiver and the Receiver if further directed and authorized to pay Creditors' attorney as Trustee for the Creditors the remaining seventy-five percent (75%) of all proceeds coming into Receiver's possession, with adjustment for Receiver's expenses as necessary. All Receiver's fees will be taxed as costs against the Debtor, which means that the Receiver is authorized to seek and recover 125% of the judgment plus expenses. All payments made by the Receiver to the Judgment Creditor shall be applied to the Judgment as a credit towards the balance of the Judgment.

The Receiver is further ordered to take the oath of his office.

SIGNED _____.

Signed:
9/8/2021



HON. JUDGE URSULA HALL
165th District Court
Harris County, Texas

EXHIBIT 5

CAUSE No. D-1-GN-20-007513

GIBSON, DUNN & CRUTCHER LLP

JUDGMENT CREDITOR,

v.

WORLD CLASS CAPITAL GROUP, LLC AND
WORLD CLASS ACQUISITIONS, LLC

JUDGMENT DEBTORS.

§
§
§
§
§
§
§
§
§
§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

53RD JUDICIAL DISTRICT

ORDER

Before the Court is Judgment Creditor Gibson, Dunn & Crutcher LLP's ("Gibson Dunn's" or "Judgment Creditor's") Motion for Contempt, filed August 9, 2021 and heard by the Court on September 8, 2021. Having considered Gibson Dunn's Motion, Judgment Debtors' Opposition, authorities, and the argument of counsel, the Court hereby **ORDERS** the following:

1. Judgment Debtors World Class Capital Group, LLC ("WCCG") and World Class Acquisitions, LLC ("WCA") are ordered to sit for a deposition pursuant to Rule 199 of the Texas Rules of Civil Procedure. The deposition will take place on September 27, 28, or 29, 2021, beginning at 9:00 a.m. CT. The corporate representative for WCCG and WCA will be World Class President and CEO Natin Paul (a.k.a. Nate Paul). If the deposition is not completed on September 27, 28, or 29, 2021, the deposition will continue day-to-day until the deposition is completed, pursuant to Rule 199.5(a)(1) of the Texas Rules of Civil Procedure.
2. All documents responsive to Gibson Dunn's requests for production to WCCG and WCA must be produced without objection fourteen days before the deposition addressed in the paragraph above.

SO ORDERED.

September 10, 2021
DATE


PRESIDING JUDGE
JESSICA MANGRUM

APPROVED AS TO FORM:

/s/ Collin D. Ray

Collin D. Ray

Texas Bar No. 24093013

CDRay@gibsondunn.com

GIBSON, DUNN & CRUTCHER LLP

2001 Ross Avenue, Suite 2200

Dallas, TX 75201

Telephone: 214.698.3100

Fax: 214.571.2900

Mitchell A. Karlan

Admitted *pro hac vice*

MKarlan@gibsondunn.com

Vince Eisinger

Admitted *pro hac vice*

VEisinger@gibsondunn.com

GIBSON, DUNN & CRUTCHER LLP

200 Park Avenue

New York, NY 10166-0193

Telephone: 212.351.3827

Fax: 212.351.5254

ATTORNEYS FOR JUDGMENT CREDITOR

GIBSON, DUNN & CRUTCHER LLP

EXHIBIT 6



COURT OF APPEALS FOR THE FIRST DISTRICT OF TEXAS AT HOUSTON

ORDER

Appellate case name: Great Value Storage, LLC and World Class Capital Group, LLC, and
Natin Paul v. Princeton Capital Corporation

Appellate case number: 01-21-00284-CV

Trial court case number: 2019-18855

Trial court: 165th District Court of Harris County

Appellant, Great Value Storage, LLC, filed an appeal from the final judgment, signed on March 4, 2021, finding in favor of appellee, Princeton Capital Corporation and assessing actual damages in the amount of \$9,759,713.84. Appellant did not supersede this judgment and the trial court subsequently signed an order appointing a receiver. Appellant filed a notice of appeal from this order.

On October 5, 2021, appellant filed in this Court a motion for temporary relief, staying the order appointing a receiver. The Court temporarily stayed the order appointing a receiver and requested responses to the motion. Appellee and the receiver have now filed responses and appellant has filed a reply to the responses.

Because an order appointing a receiver is an interlocutory appeal permitted by statute, *see* TEX. CIV. PRAC. & REM. CODE § 51.014(a)(1), Rule 29 permits this Court to enter “any temporary orders necessary to preserve the parties’ rights until disposition of the appeal,” but it also provides that we may “require appropriate security.” *See* TEX. R. APP. P. 29.3.

Accordingly, we **temporarily grant** appellant’s motion to stay the trial court’s order appointing a receiver. *See id.* While this stay is in place, the receiver is prohibited from taking any action pursuant to the trial court’s order.

Moreover, we **abate** the appeal and **remand** to the trial court for a determination whether appellee’s rights would be adequately protected by supersedeas or another order under Rule 24, and if so, the amount and type of security appellant must post. *See* TEX. R. APP. P. 24.1, 24.3, 29.1, 29.3; *WC 1st & Trinity; LP v. Roy F. and JoAnn Cole Mitte Found.*, No. 03-19-00905-CV, 2019 WL 6972679, at *1 (Tex. App.—Austin Dec. 19, 2019, no pet.) (mem. op.).

Appellant is ordered to file a status report with this Court concerning the status of the supersedeas proceedings **on or before November 15, 2021**, and to see that a clerk’s record is filed in this Court concerning the trial court’s determination of the amount and type of supersedeas, as

well as any bond or other supersedeas posted by appellant. The Court **may reinstate and withdraw the stay if appellant fails to file a status report by November 15, 2021.**

It is so ORDERED.

Judge's signature: /s/ Peter Kelly

☒ Acting individually ☐ Acting for the Court

Date: October 26, 2021

EXHIBIT 7



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: November 01, 2021.


TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY
COURT FOR THE WESTERN DISTRICT OF
TEXAS AUSTIN DIVISION

In re:	§	
	§	Case No. 21-10360-tmd
WC Culebra Crossing SA, LP,	§	
	§	Chapter 11
Debtor.	§	

ORDER GRANTING TIMBER CULEBRA, LLC's
MOTION FOR RELIEF FROM AUTOMATIC STAY [ECF 71]

Came on for consideration the *Motion for Relief from the Automatic Stay* [Dkt. 71] (the “**Motion**”), filed by Timber Culebra, LLC (“**Lender**”) seeking relief from the automatic stay. For the reasons stated on the record at the hearing on October 28, 2021, the Court finds that the Motion should be granted as set forth below.

ACCORDINGLY, IT IS THUS:

1. **ORDERED** that the Motion is granted to the extent set forth herein.
2. **ORDERED** that within seven (7) calendar days from the date of entry of this Order, Debtor and Lender shall attempt in good faith to agree to two forms of Deed in Lieu of

Foreclosure (including related instruments)¹ (each, a “**DIL**”), one of which shall provide for the full satisfaction of Lender’s secured debt (the “**Full-Satisfaction DIL**”) and one that will be silent as to satisfaction of Lender’s secured debt (the “**Blank DIL**”). If Debtor and Lender are unable to come to an agreement regarding the form of the DILs by the deadline provided herein, they shall notify the Court of same and submit proposed forms of each DIL by the submission deadline, and the Court shall determine the appropriate form of each such document. Once the form of the DILs has been determined by agreement of the parties or order of this Court, the Debtor shall deliver signed original DILs to Mr. Jason Cohen, to be held in escrow as provided herein. Failure to deliver the signed original DILs before November 15, 2021, at 4:00 p.m. central time, will result in an unconditional lift of the automatic stay, allowing Lender to exercise all rights under its mortgage and state law, including foreclosure.

3. **ORDERED** that Lender shall file with the Bankruptcy Court, on or before November 18, 2021, a statement of all then accrued fees, costs, and other expenses recoverable under 11 U.S.C. § 506(b), including the per diem interest accruing under the Loan Documents (as that term is defined in the Motion). The Court shall adjudicate any dispute between Lender and Debtor regarding the allowance of any amounts recoverable under 11 U.S.C. § 506(b) to determine the Lender’s allowable claim (“**Lender’s Allowed Claim**”). The filing of such statement on or before November 18, 2021, is without prejudice to allowance of additional fees, costs, and other expense accrued thereafter. If any dispute exists as to the Lender’s Allowed Claim or any terms or conditions contained in the statement that the parties are unable to resolve, it shall be set for hearing by the Court.

4. **ORDERED** that at any time prior to Lift Stay Deadline (as defined below), Lender

¹ These documents shall include a Bill of Sale and Assignment and an Assignment of Leases, Rents, and Security Deposits, and may include and Agreement Concerning Acceptance of Deed in Lieu of Foreclosure.

shall provide Debtor a current calculation of the Payment Amount and wire transfer instructions upon five (5) business days written request made to Jason Cohen, which request may be made by email. If a closing date is proposed for payment of Lender's claim, Lender will provide a calculation of the Payment Amount as of that date upon 24 hours written request in the manner described above.

5. **ORDERED** that the Debtor has up to and including January 31, 2022 to bring any action on claims it may have against Lender (a "**Lender Action**"), otherwise all such claims arising up to and including that date against Lender shall be forever barred. The Debtor shall deliver written notice, which may include notice by email, within two (2) business days to both the Lender and the Court of the commencement of a Lender Action. If a Lender Action is filed, the stay is hereby lifted to allow the Lender to assert counterclaims against the Debtor in any such suit.

6. **ORDERED** that if the Debtor does not cause the secured debt owed to the Lender to be repaid in accordance with this Order on or before 4:00 p.m. C.T. on February 10, 2022, the Lender is authorized to file one of the DILS on February 11, 2022, as follows:

- If a Lender Action is timely commenced, the Lender may file the Blank DIL only; and
- If a Lender Action is not timely commenced, the Lender may file the Full-Satisfaction DIL only.

7. **ORDERED** that to be "paid in accordance with this order" means the Lender must be able to confirm receipt of the cash in the amount of the Payment Amount by commercially reasonable means before 4:00 p.m., Central Time, of the date specified.

8. **ORDERED** that if Debtor causes the secured debt owed to Lender to be repaid in accordance with this Order on or before February 10, 2022 (the "**Lift Stay Deadline**"), Lender is ordered not to record any of the DILs, but rather shall immediately return all DILs to the

Debtor, c/o its counsel, Mark H. Ralston, Fishman Jackson Ronquillo PLLC, 13155 Noel Road, Suite 700, Dallas Texas 75240.

9. **ORDERED** that (a) the automatic stay is modified to the extent necessary to accomplish the actions required by this order, and (b) if the Debtor does not pay the secured debt owed Lender by the Lift Stay Deadline, the automatic stay shall be terminated as to Lender's rights under the Loan Documents and state law with respect to Debtor's assets.

10. **ORDERED** that with respect to the payment of the secured debt owed Lender, Lender shall provide reasonable and customary cooperation, including providing standard property lien releases, escrow instructions, and other customary documentation, to any third party title company involved in any sale or refinancing transaction involving the Debtor's real property assets.

11. **ORDERED** that the Court shall retain jurisdiction to resolve any issue or dispute regarding the terms of this Order.

###

EXHIBIT 8



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed November 10, 2021

United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

GVS TEXAS HOLDINGS I, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 21-31121-MVL

(Jointly Administered)

GOVERNANCE ORDER

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: GVS Texas Holdings I, LLC (7458); GVS Texas Holdings II, LLC (1225); GVS Portfolio I, LLC (6441); GVS Portfolio I B, LLC (7171); GVS Portfolio I C, LLC (3093); WC Mississippi Storage Portfolio I, LLC (0423); GVS Nevada Holdings I, LLC (4849); GVS Ohio Holdings I, LLC (6449); GVS Missouri Holdings I, LLC (5452); GVS New York Holdings I, LLC (5858); GVS Indiana Holdings I, LLC (3929); GVS Tennessee Holdings I, LLC (5909); GVS Ohio Holdings II, LLC (2376); GVS Illinois Holdings I, LLC (9944); and GVS Colorado Holdings I, LLC (0408). The location of the Debtors' service address is: 814 Lavaca Street, Austin, Texas 78701.

Upon the hearings held before this Court on October 13, 2021 and November 5, 2021 (collectively, the “Hearings”), the agreement of the above-captioned debtors (collectively, the “Debtors”), and upon the agreement as set forth on the record and in the Debtors’ governance documents, by and among the Debtors, Wells Fargo Bank, National Association, as Trustee, for the benefit of the Registered Holders of UBS Commercial Mortgage Trust 2019-C16 Commercial Mortgage Pass-Through Certificates, Series 2019-C16 in its capacity as A-2-1 Noteholder and Lead Securitization Noteholder on behalf of the related companion noteholders Wells Fargo Bank, National Association, as Trustee, for the benefit of the Registered Holders of UBS Commercial Mortgage Trust 2018-C15 Commercial Mortgage Pass-Through Certificates, Series 2018-C15 and Wilmington Trust, National Association, as Trustee, for the benefit of the Registered Holders of Wells Fargo Commercial Mortgage Trust 2019-C50 Commercial Mortgage Pass-Through Certificates, Series 2019-C50, by and through Midland Loan Services, a division of PNC Bank, N.A., as special servicer for the Lead Securitization Noteholder (collectively, the “Trust” or “Senior Lender”), ESS-GV Holdings LLC (“ESS”), RREF III Storage LLC (“RREF” and collectively with the Senior Lender and ESS, the “Lenders”), and Mr. Natin Paul (“Mr. Paul”) at the October Hearing for entry of an agreed order (this “Order”), pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and this Court having jurisdiction to consider the relief requested under 28 U.S.C. §§ 157 and 1334; and this Court having determined that this is a core proceeding under 28 U.S.C. § 157(b)(2); and this Court having determined that venue of this proceeding in this District is proper under 28 U.S.C. §§ 1408 and 1409; and this Court having found and determined that the legal and factual bases set forth at the Hearings establish just cause for the relief granted herein; and this Court having determined that the relief sought at the Hearing

and the Court's additional terms set forth herein is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. Robert D. Albergotti ("Albergotti") is immediately appointed as the sole director of the Debtors.

2. Mr. Paul immediately resigns as an officer and director of each of the Debtor entities, and, subject to further order of court, shall have no role whatsoever with respect to management or operation of the Debtors except a duty to cooperate with Albergotti in accordance herewith.

3. Albergotti shall interview and, unless Albergotti (with the consent of the Senior Lender) determines hiring a replacement management company is not in the best interests of the Debtors and their estates, hire a replacement management company from the property manager list provided by Senior Lender.

4. Great Value Storage, LLC ("GVS"), the Debtors, Mr. Paul, and anyone under their control shall (a) immediately turnover to Albergotti all information (including, but not limited to, books, records, and accounts) of the Debtors and/or related to the Debtors and their properties, and (b) provide full access to all employees of GVS. GVS and Mr. Paul shall have an ongoing obligation to cooperate with all reasonable requests of Albergotti.

5. Mr. Paul reserves the right, upon notice and motion, to petition the Court to be reinstated as an officer and/or director of the Debtors and Mr. Paul shall have no ability to replace or remove Albergotti from his position as sole director or appoint a new director to any Debtor entity without further order of the Court; *provided, however*, Mr. Paul retains the right to bring a motion to repay all secured lenders and exit these cases.

6. Notwithstanding anything in the governance documents or loan documents, so long as the Governance Order remains in effect, no director of the Debtors shall be appointed, removed and/or replaced without further order of the Court.

7. Each of the Debtors are required to amend their Schedules of Assets and Liabilities and Statements of Financial Affairs to, at a minimum, disclose all insider transactions and account for any valuations of the properties.

8. The Debtors shall investigate postpetition transactions for propriety under section 549 of the Bankruptcy Code and provide a report to the U.S. Trustee and the Lenders regarding their findings.

9. Mr. Albergotti shall be given immediate access to each of the Debtor bank accounts. If access is not provided to Mr. Albergotti within thirty (30) days following entry of this Order, Mr. Albergotti shall have the authority, at his discretion, to close any bank accounts to which he does not have access.

10. The Debtors, through Albergotti and estate professionals, are to provide regular updates to Mr. Paul, and Mr. Paul is allowed to observe and attend all board meetings.

11. Notwithstanding anything in the governance documents or loan documents, so long as the Governance Order remains in effect, rating agency confirmation is not required to amend the governance documents in accordance and as necessary to implement this Order and/or for Albergotti to exercise his authority under this Order or the amended governance documents.

12. To the extent there are any inconsistencies between this Order and the Debtors' respective governance documents and all attachments and amendments thereto, this Order shall control.

13. Notwithstanding any stay under applicable Bankruptcy Rules, this Order shall be

effective immediately upon entry.

14. This Court shall retain jurisdiction over all matters arising from or related to the interpretation or implementation of this Order.

End of Order

EXHIBIT 9



**COURT OF APPEALS FOR THE
FIRST DISTRICT OF TEXAS AT HOUSTON**

ORDER

Appellate case name: Great Value Storage, LLC and World Class Capital Group, LLC, and
Natin Paul v. Princeton Capital Corporation

Appellate case number: 01-21-00284-CV

Trial court case number: 2019-18855

Trial court: 165th District Court of Harris County

On October 26, 2021, this Court issued an order temporarily granting appellants' motion to stay appointment of the receiver. In the order, the Court abated the appeal and remanded for a hearing in the trial court for a determination by the trial court whether appellee's interests would be protected by a supersedeas bond or other order under Rule 24. Rule 24.1 permits a judgment debtor to supersede by either filing a good and sufficient bond, making a cash deposit in lieu of bond, or providing alternate security ordered by the trial court. *See* TEX. R. APP. P. 24.1(a).

In our order, we directed the filing of a status report by November 15, 2021. On November 15, 2021, appellant Great Value filed a letter stating that they intended to file a nominal \$100 bond and attached a declaration by their bookkeeper asserting that Great Value had a negative net worth. Both the receiver and appellee have filed letters asserting that the temporary stay of the order appointing a receiver should be lifted based on Great Value's lack of compliance with this Court's order.

Appellant Great Value has not complied with this Court's order to have the trial court make a determination concerning supersedeas. Accordingly, this Court's **order of October 26, 2021 is withdrawn, the abatement is lifted, the appeal is reinstated on the active docket, and the temporary grant of appellant's motion for emergency relief is withdrawn and the motion for emergency relief is denied.** This ruling does not prevent appellants from obtaining suspension of enforcement of the judgment by obtaining the trial court's approval of a good and sufficient bond. *See* TEX. R. APP. P. 24.1(a),(b)(2).

It is so ORDERED.

Judge's signature: /s/ Peter Kelly

☒ Acting individually ☐ Acting for the Court

Date: November 18, 2021

EXHIBIT 10

CAUSE NO. D-1-GN-20-007513

11/18/2021 4:39 PM
Velva L. Price
District Clerk
Travis County
D-1-GN-20-007513
Jessica A. Limon

GIBSON, DUNN & CRUTCHER LLP

JUDGMENT CREDITOR,

v.

WORLD CLASS CAPITAL GROUP, LLC AND
WORLD CLASS ACQUISITIONS, LLC

JUDGMENT DEBTORS.

§
§
§
§
§
§
§
§
§
§
§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

53RD JUDICIAL DISTRICT

ORDER ON GIBSON DUNN'S RENEWED MOTION FOR CONTEMPT

Before the Court is Judgment Creditor Gibson, Dunn & Crutcher LLP's ("Gibson Dunn's" or "Judgment Creditor's") Renewed Motion for Contempt and to Enforce the Court's Orders, filed October 15, 2021 and heard by the Court on November 17, 2021. Having considered Gibson Dunn's Motion, Judgment Debtors' Response, authorities, and the argument of counsel, the Court hereby **ORDERS** the following:

1. Judgment Debtor World Class Capital Group, LLC ("WCCG") is found to be in contempt of Court.
2. Daily sanctions in the above-styled case will be increased from \$500 to \$1,000 beginning November 22, 2021 if all responsive documents to Gibson Dunn's document requests are not produced on or before 5:00 PM CT on November 22, 2021.
3. Judgement Debtors WCCG and World Class Acquisitions ("WCA") are ordered to sit for a deposition pursuant to Rule 199 of the Texas Rules of Civil Procedure. The deposition will take place on or before December 3, 2021. The corporate representative for WCCG and WCA will be World Class President and CEO Natin Paul (a.k.a. Nate Paul). Mr. Paul is to be prepared to testify regarding all matters relevant to the satisfaction of the judgment in the above-styled case and the whereabouts and value of all assets, accounts, and property belonging to the Judgment Debtors. The parties may meet and confer regarding any clarification needed related to the scope this topic.
4. Gibson Dunn is hereby awarded \$10,000.00 in attorneys fees related to this motion. Judgment Debtors are to pay this award on or before December 1, 2021.

5. Gibson Dunn has withdrawn any requested relief related to Judgment Debtors' counsel Manfred Sternberg given counsel's representation that Burford Perry LLP will appear in this case as lead counsel and be primarily responsible for compliance with this Order and other discovery orders in the above-styled case.

SO ORDERED.

November 18, 2021

DATE



PRESIDING JUDGE
JESSICA MANGRUM

APPROVED AS TO FORM:

/s/ Mitchell A. Karlan
Mitchell A. Karlan
Admitted *pro hac vice*
MKarlan@gibsondunn.com
Vince Eisinger
Admitted *pro hac vice*
VEisinger@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, NY 10166-0193
Telephone: 212.351.3827
Fax: 212.351.5254

Collin D. Ray
Texas Bar No. 24093013
CDRay@gibsondunn.com
GIBSON, DUNN & CRUTCHER LLP
2001 Ross Avenue, Suite 2200
Dallas, TX 75201
Telephone: 214.698.3100
Fax: 214.571.2900

**ATTORNEYS FOR JUDGMENT CREDITOR
GIBSON, DUNN & CRUTCHER LLP**

BURFORD PERRY, LLP

/s/ Robert R. Burford

Robert R. Burford

State Bar No. 03371700

rburford@burfordperry.com

Kevin Powers

State Bar No. 24041715

kpowers@burfordperry.com

Shawn A. Johnson

State Bar No. 24097056

sjohnson@burfordperry.com

909 Fannin Street, Suite 2630

Houston, Texas 77010

Telephone: (713) 401-9790

Facsimile: (713) 993-7739

ATTORNEYS FOR DEFENDANTS

Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

Envelope ID: 59311450

Status as of 11/19/2021 4:34 PM CST

Case Contacts

Name	BarNumber	Email	TimestampSubmitted	Status
Dana L.Kirkpatrick		dana@msternberg.com	11/18/2021 4:39:02 PM	SENT
Colin D.Ray		cdray@gibsondunn.com	11/18/2021 4:39:02 PM	SENT
Vince Eisinger		VEisinger@gibsondunn.com	11/18/2021 4:39:02 PM	SENT
Eric M.Hornbeck		EHornbeck@gibsondunn.com	11/18/2021 4:39:02 PM	SENT
Manfred Sternberg		Manfred@manfredlaw.com	11/18/2021 4:39:02 PM	SENT

Associated Case Party: WORLD CLASS CAPITAL GROUP LLC

Name	BarNumber	Email	TimestampSubmitted	Status
Robert R.Burford		rburford@burfordperry.com	11/18/2021 4:39:02 PM	SENT
Brent C.Perry		bperry@burfordperry.com	11/18/2021 4:39:02 PM	SENT
Shawn A.Johnson		sjohnson@burfordperry.com	11/18/2021 4:39:02 PM	SENT
Burford Perry Service		service@burfordperry.com	11/18/2021 4:39:02 PM	SENT
Manfred Sternberg		Manfred@Manfredlaw.com	11/18/2021 4:39:02 PM	SENT
Manfred Sternberg		Manfred@msternberg.com	11/18/2021 4:39:02 PM	SENT
Matthew Kevin Powers		kpowers@burfordperry.com	11/18/2021 4:39:02 PM	SENT

Associated Case Party: WORLD CLASS ACQUISITIONS LLC

Name	BarNumber	Email	TimestampSubmitted	Status
Manfred Sternberg		Manfred@msternberg.com	11/18/2021 4:39:02 PM	SENT
Manfred Sternberg		Manfred@manfredlaw.com	11/18/2021 4:39:02 PM	SENT

Associated Case Party: GIBSON DUNN AND CRUTCHER LLP

Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

Envelope ID: 59311450

Status as of 11/19/2021 4:34 PM CST

Associated Case Party: GIBSON DUNN AND CRUTCHER LLP

Name	BarNumber	Email	TimestampSubmitted	Status
Collin DRay		cdray@gibsondunn.com	11/18/2021 4:39:02 PM	SENT

EXHIBIT 11



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed December 9, 2021

United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

GVS TEXAS HOLDINGS I, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 21-31121-MVL

(Jointly Administered)

**ORDER IN FURTHERANCE OF THE GOVERNANCE ORDER
DIRECTING ACCESS TO DILIGENCE ITEMS**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: GVS Texas Holdings I, LLC (7458); GVS Texas Holdings II, LLC (1225); GVS Portfolio I, LLC (6441); GVS Portfolio I B, LLC (7171); GVS Portfolio I C, LLC (3093); WC Mississippi Storage Portfolio I, LLC (0423); GVS Nevada Holdings I, LLC (4849); GVS Ohio Holdings I, LLC (6449); GVS Missouri Holdings I, LLC (5452); GVS New York Holdings I, LLC (5858); GVS Indiana Holdings I, LLC (3929); GVS Tennessee Holdings I, LLC (5909); GVS Ohio Holdings II, LLC (2376); GVS Illinois Holdings I, LLC (9944); and GVS Colorado Holdings I, LLC (0408). The location of the Debtors' service address is: 814 Lavaca Street, Austin, Texas 78701.

Came on for consideration the motions of GVS Texas Holdings I, LLC and its affiliated debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases seeking examinations of Great Value Storage, LLC (“Great Value”) [Docket No. 359] (the “Great Value 2004 Motion”) and Barbara Lee (“Lee”) [Docket No. 360] (the “Lee 2004 Motion”) pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Amended Notice of Rule 2004 Examination of Great Value Storage, LLC and Barbara Lee* [Docket No. 376] (the “Amended Rule 2004 Notice” and, collectively with the Great Value 2004 Motion and the Lee 2004 Motion, the “Motions”), and related pleadings thereto; and in furtherance of the Governance Order entered by this Court on November 10, 2021 [Docket No. 319]; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the relief granted in this order being in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having determined that the legal and factual bases presented to the Court establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Robert D. Albergotti (“Albergotti”) and Stephan M. Pinsly (“Pinsly”) shall have full authority with respect to all bank accounts of the Debtors, as set forth more fully in the *Supplemental Order Regarding Bank Accounts* [Docket No. 396] (the “Bank Account Order”), attached hereto as **Exhibit A**, the terms of which are incorporated herein by reference.

2. Great Value shall turn over to the Debtors within ten (10) days hereof paid invoice spreadsheet listing the payments made on behalf of the Debtors for the one (1) year prior to the Petition Date.

3. Mr. Albergotti, Mr. Pinsly, and Getzler Henrich & Associates LLC (“Getzler Henrich”) shall be given access to Sitelink, at the Debtors’ expense, and the excel files used to maintain the Debtors’ accounting information within ten (10) days of the entry of this Order.

4. GVS shall provide all documentation to the Debtors, which are related to the postpetition transactions listed at pages 9 and 10 of Exhibit A and pages 9 and 10 of Exhibit C to the Amended Rule 2004 Notice, including invoices and contracts, within ten (10) days of the entry of this Order.

5. The Motions shall be continued to December 21, 2021 at 2:00 p.m. (prevailing Central Time), subject to Court availability.

6. The Debtors retain the right to seek further relief from the Court to implement the terms of this Order.

7. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

End of Order

EXHIBIT A

BANK ACCOUNT ORDER



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

A handwritten signature in cursive script, reading "Michelle V. Larson".

Signed December 8, 2021

United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

GVS TEXAS HOLDINGS I, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 21-31121-MVL

(Jointly Administered)

**SUPPLEMENTAL ORDER
REGARDING BANK ACCOUNTS**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: GVS Texas Holdings I, LLC (7458); GVS Texas Holdings II, LLC (1225); GVS Portfolio I, LLC (6441); GVS Portfolio I B, LLC (7171); GVS Portfolio I C, LLC (3093); WC Mississippi Storage Portfolio I, LLC (0423); GVS Nevada Holdings I, LLC (4849); GVS Ohio Holdings I, LLC (6449); GVS Missouri Holdings I, LLC (5452); GVS New York Holdings I, LLC (5858); GVS Indiana Holdings I, LLC (3929); GVS Tennessee Holdings I, LLC (5909); GVS Ohio Holdings II, LLC (2376); GVS Illinois Holdings I, LLC (9944); and GVS Colorado Holdings I, LLC (0408). The location of the Debtors' service address is: 814 Lavaca Street, Austin, Texas 78701.

In furtherance of the Governance Order entered by this Court on November 10, 2021 [Docket No. 319]² in the above-captioned chapter 11 cases of GVS Texas Holdings I, LLC and its affiliated debtors and debtors in possession (the “Debtors”); and upon the resignation and removal of Natin Paul and Barbara Lee as officers and director of the Debtors; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the relief granted in this order (the “Order”) being in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having determined that the legal and factual bases presented to the Court establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Robert D. Albergotti (“Albergotti”) and Stephan M. Pinsly (“Pinsly”) shall have sole authority to act in any manner with respect to any bank account held in the name of any Debtor, including those listed in Schedule 1 attached hereto and any other bank account later established by Court order to hold property of the Debtors’ estates (collectively, the “Bank Accounts”).

2. The banking institutions at which the Bank Accounts are listed are entitled to rely on direction from Albergotti and Pinsly with respect to the Bank Accounts.

3. Albergotti and Pinsly are authorized to close any and all Bank Accounts or seek further relief from this Court if any bank or person does not comply with this Order.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Governance Order.

4. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. Albergotti, Pinsly, and the Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order, including but not limited to, directly contacting the Banks to enforce the provisions of this Order and obtaining such other and further orders as may be necessary.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

End of Order

Schedule 1**Bank Accounts**

#	Bank	Account Number	Debtor / Account Holder (if different from Debtor)
1.	PNC	10-6999-8619	GVS Texas Holdings I, LLC
2.	PNC	10-7000-1628	GVS Texas Holdings I, LLC
3.	Chase	892310033	GVS Indiana Holdings I, LLC
4.	Chase	892280350	GVS Ohio Holdings I, LLC
5.	Chase	892301065	GVS New York Holdings I, LLC
6.	Chase	627591362	GVS Texas Holdings I, LLC
7.	Chase	892282026	GVS Ohio Holdings I, LLC
8.	Chase	892282927	GVS Ohio Holdings I, LLC
9.	Chase	892285029	GVS Ohio Holdings I, LLC
10.	Chase	892275616	GVS Ohio Holdings I, LLC
11.	Chase	892276101	GVS Ohio Holdings I, LLC
12.	Chase	892278396	GVS Ohio Holdings I, LLC
13.	Chase	892279063	GVS Ohio Holdings I, LLC
14.	Chase	892279691	GVS Ohio Holdings I, LLC
15.	Chase	Unknown ¹	Any and all bank accounts held in the name of GVS Ohio Holdings II, LLC
16.	CIBM	1328093	GVS Illinois Holdings I, LLC / WC Illinois Storage Portfolio I LLC World Class Real Estate LLC (Urbana) C/O World Class Real Estate LLC

¹ Upon information and belief, certain accounts are being opened with Chase to replace the Debtors' KeyBank accounts.

#	Bank	Account Number	Debtor / Account Holder (if different from Debtor)
17.	CIBM	Unknown ²	GVS Illinois Holdings I, LLC
18.	CIBM	1328034	GVS Illinois Holdings I, LLC / WC Illinois Storage Portfolio I LLC World Class Real Estate LLC (Champaign) C/O World Class Real Estate LLC
19.	CIBM	Unknown ³	GVS Illinois Holdings I, LLC
20.	KeyBank	329681220359	GVS Ohio Holdings II, LLC / WC OSP2 Tussing Road LLC
21.	KeyBank	329681220367	GVS Ohio Holdings II, LLC / WC OSP2 Tamarack Circle, LLC
22.	KeyBank	329681220375	GVS Ohio Holdings II, LLC / WC OSP2 Worthington LLC
23.	KeyBank	329681220417	GVS Ohio Holdings II, LLC / WC OSP2 Minerva Park LLC
24.	KeyBank	329681220425	GVS Ohio Holdings II, LLC / WC OSP2 Georgeville LLC
25.	KeyBank	329681220433	GVS Ohio Holdings II, LLC / WC OSP2 Polaris LLC
26.	KeyBank	329681220466	GVS Ohio Holdings II, LLC / WC OSP2 Mansfield LLC
27.	Trustmark	021-608-3600	WC Mississippi Storage Portfolio I, LLC
28.	Metropolitan Commercial Bank	3910324509	GVS Portfolio I B, LLC

² Upon information and belief, an account is being opened in the name of GVS Illinois Holdings I, LLC to replace CIBM Account Number 1328093.

³ Upon information and belief, an account is being opened in the name of GVS Illinois Holdings I, LLC to replace CIBM Account Number 1328034.

#	Bank	Account Number	Debtor / Account Holder (if different from Debtor)
29.	Metropolitan Commercial Bank	3910341268	GVS Texas Holdings I, LLC / Natin Paul

EXHIBIT 12



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: December 11, 2021

A handwritten signature in black ink that reads "Tony M. Davis".

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In Re:

WC CULEBRA CROSSING SA, LP

Debtor.

Chapter 11

Case No. 21-10360 (TMD)

ORDER GRANTING MOTION TO COMPEL RULE 2004 DOCUMENT PRODUCTION

Upon consideration of the *Motion to Compel (A) Document Production from Debtor, the General Partner, World Class Capital Group, LLC, and World Class Development, LLC and (B) the Deposition of Nate Paul and Objection to the Debtor's Motion to Quash* (the "Motion")¹ filed by Timber Culebra, LLC ("Lender") and the *Motion to Quash Notice of Intent to Take Videoconferenced Oral Deposition of Natin Paul* [Docket No. 203] (the "Motion to Quash") filed by the above-captioned debtor and debtor in possession (the "Debtor"), and the Court having found that good and sufficient cause exists for entering this Order, **IT IS HEREBY ORDERED THAT:**

¹ All capitalized terms not defined herein shall have the meaning assigned to them in the Motion.

1. The WC Parties shall serve responses to the Discovery Requests on or before **December 7, 2021 at 12:00 pm.**

2. The WC Parties are required to pay the Lender's reasonable expenses incurred in making and arguing the Motion, including attorney's fees, no later than 10 calendar days after receiving an invoice for such expenses from Lender's counsel. If the WC Parties dispute the reasonableness of any expenses, it shall pay the portion of the expenses it does not contest as reasonable, with the issue of the reasonableness of the remainder of such expenses being subject to resolution by this Court.

3. A party receiving production shall maintain produced documents in accordance with the Court's form protective order pending entry by the Court of a case specific protective order.

4. The Motion to Quash is **DENIED** and the Lender's objection thereto is sustained.
The Debtor will produce Nate Paul for a deposition at a time to be agreed.

5. The following deadlines are reset as follows:

Filing	Current Deadline	Proposed Deadline
Exhibit List	December 6 at 5:00 pm	December 8 at 12:00 pm
Brief	December 7 at 12:00 pm	December 8 at 12:00 pm

###

EXHIBIT 13



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: December 11, 2021

A handwritten signature in black ink that reads "Tony M. Davis".

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In Re:

WC CULEBRA CROSSING SA, LP

Debtor.

Chapter 11

Case No. 21-10360 (TMD)

ORDER GRANTING MOTION TO COMPEL RULE 2004 DOCUMENT PRODUCTION

Upon consideration of the *Motion to Compel (A) Document Production from Debtor, the General Partner, World Class Capital Group, LLC, and World Class Development, LLC and (B) the Deposition of Nate Paul and Objection to the Debtor's Motion to Quash* (the "Motion")¹ filed by Timber Culebra, LLC ("Lender") and the *Motion to Quash Notice of Intent to Take Videoconferenced Oral Deposition of Natin Paul* [Docket No. 203] (the "Motion to Quash") filed by the above-captioned debtor and debtor in possession (the "Debtor"), and the Court having found that good and sufficient cause exists for entering this Order, **IT IS HEREBY ORDERED THAT:**

¹ All capitalized terms not defined herein shall have the meaning assigned to them in the Motion.

1. The WC Parties shall serve responses to the Discovery Requests on or before **December 7, 2021 at 12:00 pm.**

2. The WC Parties are required to pay the Lender's reasonable expenses incurred in making and arguing the Motion, including attorney's fees, no later than 10 calendar days after receiving an invoice for such expenses from Lender's counsel. If the WC Parties dispute the reasonableness of any expenses, it shall pay the portion of the expenses it does not contest as reasonable, with the issue of the reasonableness of the remainder of such expenses being subject to resolution by this Court.

3. A party receiving production shall maintain produced documents in accordance with the Court's form protective order pending entry by the Court of a case specific protective order.

4. The Motion to Quash is **DENIED** and the Lender's objection thereto is sustained.
The Debtor will produce Nate Paul for a deposition at a time to be agreed.

5. The following deadlines are reset as follows:

Filing	Current Deadline	Proposed Deadline
Exhibit List	December 6 at 5:00 pm	December 8 at 12:00 pm
Brief	December 7 at 12:00 pm	December 8 at 12:00 pm

###

EXHIBIT 14



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: December 13, 2021.


TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In Re:

Chapter 11

WC CULEBRA CROSSING SA, LP

Case No. 21-10360 (TMD)

Debtor.

ORDER GRANTING MOTION TO COMPEL RULE 2004 DOCUMENT PRODUCTION

Upon consideration of the *Motion to Compel Document Production from World Class Development, LLC* (the "Motion")¹ filed by Timber Culebra, LLC ("Lender"), and the Court having found that good and sufficient cause exists for entering this Order, **IT IS HEREBY ORDERED THAT:**

1. World Class Development, LLC shall serve responses, without objection, and documents responsive to the Discovery Requests on or before **December 14, 2021 at 5:00 pm**.
2. World Class Development, LL are required to pay the Lender's reasonable expenses incurred in making and arguing the Motion, including attorney's fees, no later than 10

¹ All capitalized terms not defined herein shall have the meaning assigned to them in the Motion.

calendar days after receiving an invoice for such expenses from Lender's counsel. If World Class Development, LLC disputes the reasonableness of any expenses, it shall pay the portion of the expenses it does not contest as reasonable, with the issue of the reasonableness of the remainder of such expenses being subject to resolution by this Court.

###

EXHIBIT 15

CAUSE NO. D-1-GN-20-007177

Filed in the District Court
Of Travis County, Texas
At Dec. 20, 2021; 5:20 PM
Velva L. Price, District Clerk

WC 4TH AND RIO GRANDE, LP,
Plaintiff/Counter-Defendant,

v.

LA ZONA RIO, LLC,
Defendant/Counter-Plaintiff.

§
§
§
§
§
§
§
§
§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

345th JUDICIAL DISTRICT

FINAL

AGREED ORDER GRANTING JOINT MOTION TO DISMISS WITH PREJUDICE

Pending before the Court is Plaintiff/Counter-Defendant WC 4th and Rio Grande, LP and Defendant/Counter-Plaintiff La Zona Rio, LLC's Joint Motion to Dismiss with Prejudice. Having considered the motion, the Court finds that it should be granted. Accordingly, it is hereby

ORDERED that Plaintiff/Counter-Defendant WC 4th and Rio Grande, LP and Defendant/Counter-Plaintiff La Zona Rio, LLC's Joint Motion to Dismiss with Prejudice is **GRANTED**. It is further

ORDERED that all causes of action asserted by Plaintiff/Counter-Defendant WC 4th and Rio Grande, LP against Defendant/Counter-Plaintiff La Zona Rio, LLC are **DISMISSED WITH PREJUDICE**. It is further

ORDERED that all causes of action asserted by Defendant/Counter-Plaintiff La Zona Rio, LLC against Plaintiff/Counter-Defendant WC 4th and Rio Grande, LP are **DISMISSED WITH PREJUDICE**. It is further

ORDERED that each party shall bear its own costs and that all relief not specifically granted through this order is denied.

SIGNED December 20, 2021.


PRESIDING JUDGE

AGREED AS TO FORM AND SUBSTANCE:

BRACEWELL LLP

By: */s/ W. Stephen Benesh*

W. Stephen Benesh

State Bar No. 02132050

Email: steve.benesh@bracewell.com

111 Congress Avenue

Suite 2300

Austin, Texas 78701

713-223-2300 (Telephone)

713-221-1212 (Facsimile)

Christopher L. Dodson

State Bar No. 24050519

Email: chris.dodson@bracewell.com

711 Louisiana

Suite 2300

Houston, Texas 77002

713-223-2300 (Telephone)

713-221-1212 (Facsimile)

ATTORNEYS FOR DEFENDANT/COUNTER-PLAINTIFF LA ZONA RIO, LLC

KRETZER & VOLBERDING, P.C.

By: */s/ Seth Kretzer*

Seth Kretzer

State Bar No. 24043764

Email: seth@kretzerfirm.com

9119 South Gessner

Suite 105 Houston, Texas 77074

713-775-3050 (Telephone)

713-929-2019 (Facsimile)

RECEIVER FOR WORLD CLASS CAPITAL GROUP, LLC,

**CORPORATE OWNER OF
DEFENDANT WC 4TH AND RIO GRANDE, LP**

/s/ James W. Volberding

**James W. Volberding
SBN: 00786313**

Email: jamesvolberding@gmail.com

Plaza Tower
110 N. College Avenue
Suite 1850
Tyler, TX 75702
(903) 597-6622

**COUNSEL FOR MR. SETH KRETZER, RECEIVER FOR
WORLD CLASS CAPITAL GROUP, LLC,
CORPORATE OWNER OF
DEFENDANT WC 4TH AND RIO GRANDE, LP**

EXHIBIT 16



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: December 22, 2021

A handwritten signature in black ink that reads "Tony M. Davis".

**TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In Re:

WC CULEBRA CROSSING SA, LP

Debtor.

Chapter 11

Case No. 21-10360 (TMD)

**ORDER REGARDING MOTION FOR CIVIL CONTEMPT AND
SANCTIONS**

On December 20, 2021, the Lender Timber Culebra, LLC filed a motion seeking a finding of civil contempt and sanctions against the WC Parties [ECF 231]. For the reasons stated on the record at the hearing on December 22, 2021, the Court finds that the following order should be entered.

ACCORDINGLY, IT IS ORDERED THAT:

1. The WC Parties are found to be in civil contempt of this Court's oral rulings made on December 6 and December 13 and written orders compelling document production, *see* Dkt. 217, Dkt. 224.

2. The WC Parties are prohibited from introducing the Assignment, or documents related to the Assignment, into evidence at any hearing in any bankruptcy case as sanctions for failure to comply with this Court's rulings.

###

United States Bankruptcy Court
Western District of Texas

In re:
WC Culebra Crossing SA, LP
Debtor

Case No. 21-10360-tmd
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0542-1
Date Rcvd: Dec 22, 2021

User: LaurieBoy
Form ID: pdfapac

Page 1 of 3
Total Noticed: 56

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
#	Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update. While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 24, 2021:

Recip ID	Recipient Name and Address
db	+ WC Culebra Crossing SA, LP, 814 Lavaca St., Austin, TX 78701-2316
aty	+ Caroline Ellis, Bracewell LLP, 711 Louisiana St., Suite 2300, Houston, TX 77002-2849
cr	+ CC2 TX, LLC, c/o Howard Marc Spector, 12770 Coit Road, Suite 850, Dallas, TX 75251-1364
intp	+ Columbia Consulting Group PLLC, 6101 Long Prairie Rd #744 MB 17, Flower Mound, TX 75028-6221
intp	+ Seth Kretzer, 9119 South Gessner #105, Houston, TX 77074-2845
cr	Texas Comptroller of Public Accounts, Revenue Acco, Christopher S. Murphy, PO Box 12548, Austin, TX 78711-2548
18175899	+ ABH Property Management, LLC, Alicia Hernandez, 103 Riviera Dr., San Antonio, TX 78213-3343
18175920	+ Accurate Pest Control, PO Box 34775, San Antonio, TX 78265-4775
18175928	+ Alliance Tax Advisors, 433 E. Las Colinas Boulevard, Irving, TX 75039-5581
18213440	+ Attorney General's Office, Bankruptcy & Collections Division, P.O. Box 12548, Austin, TX 78711-2548
18175915	+ Bogart's Cocktails, Attn: Armida G. Alvarado, 8323 Culebra Rd #106, San Antonio, TX 78251-1682
18175906	+ Bolin Plumbing, Ltd., PO Box 1161, Helotes, TX 78023-1161
18183037	+ CC2 TX LLC, c/o Spector & Cox, PLLC, 12770 Coit Rd #850, Dallas TX 75251-1364
18188653	+ CPS Energy, 500 McCullough Ave., Mail Drop CT1201, San Antonio, TX 78215-2104
18213121	+ Comptroller of Public Accounts, C/O Office of the Atty General, Bankruptcy - Collections MC-008, PO Box 12548, Austin TX 78711-2548
18175910	+ Cuong LOI & Namphuong LOI, BOBATEA GARDEN, 11502 Spyglass Hills, San Antonio, TX 78253-6120
18175921	+ Darlene Regina Brown dba Fully Promoted, 6910 Benward Lane, San Antonio, TX 78250-1754
18232561	+ Dustless Air Filter Co. k/n/a Tryck, Inc., 11515 N. Weidner Rd., San Antonio, TX 78233-6016
18175916	+ Elite Lighting Designs, Inc., 8442 Gault Lane, San Antonio, TX 78209-1010
18175917	+ Imagine Book & Record Store, c/o Don Hurd & Irma Hurd, 8373 Culebra Rd #201B, San Antonio TX 78251-1680
18175909	+ Inoca Holdco II LLC, P.O. Box 19047, Austin, TX 78760-9047
18175929	+ Kafe Kora, LLC, Attn: Adja Nfor, 8631 Laguna Rio, San Antonio, TX 78251-4976
18175903	+ LED of San Antonio, LLC, 13119 Lookout Ridge, San Antonio, TX 78233-5156
18175927	+ La Garita International Food Market & Restaurant, Attn: Pedro Alicea, 10351 Mt. Hood, San Antonio, TX 78251-3620
18175912	+ La Pelu Hair Design, c/o Jonathan Gutierrez, 10210 Canton Field, San Antonio TX 78245-2641
18232557	+ Lawmen Security Incorporated, 8721 Rolling Acres Trail, Fair Oaks Ranch, TX 78015-4070
18175911	+ Lawmen Security, Inc., P.O. Box 700031, San Antonio, TX 78270-0031
18175900	+ Malley & Malley, LP, 5615 Bicentennial Dr #101, San Antonio, TX 78219-3003
18175923	#+ Never Falter Crossfit, Attn: Marcos Rodriguez, 9331 Silver Vista, San Antonio, TX 78254-5782
18175942	+ Oil Change Express, Ltd., c/o Eric A. Galindo, 731 Abbott Ridge, Saint Hedwig, TX 78152-0019
18175926	+ Osbaldo Flores dba Osbaldo Flores Automotive Repai, 8333 Culebra Road, Suite 101B, San Antonio, TX 78251-1665
18175902	+ PJS of Texas, Inc., Professional Janitorial Services, PO Box 678545, Dallas, TX 75267-8545
18232553	+ Prestonwood Landscape Services, LLC, 631 N. WW White Road, San Antonio, TX 78219-2817
18175901	+ Prestonwood Landscape Services, LLC, PO Box 542466, Dallas, TX 75354-2466
18232559	+ Professional Janitorial Services, of San Antonio Inc., d/b/a PJS of San Antonio, Inc., 1304 W. Oltorf St., Austin, TX 78704-5333
18216506	+ Professional Janitorial Svcs of San Antonio, c/o Jackie Weigel, AR Supervisor, 1304 W Oltorf St, Austin TX 78704-5333
18175908	#+ Rehler Vaughn & Koone, Inc., 745 E. Mulberry Ave., Suite 601, San Antonio, TX 78212-3167
18175919	+ San Antonio Dental Center, Attn: Frank Aryan, 8373 Culebra Road., Suite 102A, San Antonio, TX 78251-1663
18175922	+ San Antonio Water Systems, P.O. Box 2990, San Antonio, TX 78299-2990
18232554	+ South Texas Powerwash and Striping, Inc., d/b/a Texas Parking Lots, 231 Highway 46 West, Boerne, TX 78006
18175905	+ TKM ASIAN LLC, Happy Guy Chinese Rest, Attn: Yuan yuan Zhang, 6401 Rochester Drive #160, Houston, TX 77036
18175904	+ Texas Parking Lots, 231 Highway 46 West, Boerne, TX 78006
18232889	+ Timber Culebra LLC, c/o Justin Bayne, Mgr, 500 W 2nd St #1900, Austin TX 78701-4687
18175896	+ Timber Culebra LLC, c/o Steve Chiscano, Gonzalez, Chiscano, Angulo & Kasson PC, 9601 McAllister Fwy #401, San Antonio TX 78216-4634

District/off: 0542-1

User: LaurieBoy

Page 2 of 3

Date Rcvd: Dec 22, 2021

Form ID: pdfapac

Total Noticed: 56

18175873 + Timber Culebra, LLC, c/o Jason Cohen, Esq., Bracewell LLP, 711 Louisiana St #2300, Houston, TX 77002-2849
 18175897 Timber Culebra, LLC, Steve Benesh, Jeremy Dunbar, Chris Doson, Bracewell LLP, 111 Congress Ave #2300, Austin TX 78701-4061
 18175924 + True Gospel Fellowship Church CLGI, Attn: Rhonda Walton, 9810 Wind Dancer, San Antonio, TX 78251-4815
 18175907 + WR Sharp LLC, Attn: Willard Sharp, 5440 Babcock Rd #A-100, San Antonio, TX 78240-3909
 18175914 Waste Management of Texas Inc., PO Box 660345, Dallas, TX 75266-0345
 18209480 + Waste Management of Texas, Inc., 2550 W. Union Hills Dr., Phoenix, AZ 85027-5163
 18213116 + WellMed Medical Management Inc, c/o Mark Feinberg, 8637 Fredericksburg Rd #360, San Antonio TX 78240-1285
 18175925 + Will's All Pro Plumbing & Air Conditioning, 7847 Fortune Drive, San Antonio, TX 78250-5108

TOTAL: 52

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
18176604	+ Email/Text: sanantonio.bankruptcy@publicans.com	Dec 22 2021 21:56:00	Bexar County, c/o Don Stecker, 112 E. Pecan Street, Suite 2200, San Antonio, TX 78205-1588
18175913	Email/Text: bankruptcy@cpsenergy.com	Dec 22 2021 21:57:00	CPS Energy, P.O. Box 2678, San Antonio, TX 78289-0001
18175918	+ Email/Text: bk@creditcentralllc.com	Dec 22 2021 21:57:00	Credit Central of Texas LLC, Attn: Carrie Romero, 700 E North Street #15, Greenville, NC 29601-3013
18175895	+ Email/Text: ustpregion07.au.ecf@usdoj.gov	Dec 22 2021 21:57:00	Office of the US Trustee, 903 San Jacinto Boulevard, Room 230, Austin, TX 78701-2450

TOTAL: 4

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
aty		Rogge Dunn Group
cr		Bexar County, c/o Don Stecker, 112 E. Pecan St., Suite 2200
cr	*+	Bexar County, c/o Don Stecker, 112 E. Pecan Street, Suite 2200, San Antonio, TX 78205-1588
18178970	*+	Bexar County, c/o Don Stecker, 112 E. Pecan St. Suite 2200, San Antonio, TX 78205-1588
18230798	*+	Bexar County, c/o Don Stecker, 112 E. Pecan Street, Suite 2200, San Antonio, TX 78205-1588

TOTAL: 2 Undeliverable, 3 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 24, 2021

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 22, 2021 at the address(es) listed below:

Name	Email Address
------	---------------

Brent C Perry

District/off: 0542-1

User: LaurieBoy

Page 3 of 3

Date Rcvd: Dec 22, 2021

Form ID: pdfapac

Total Noticed: 56

on behalf of Interested Party World Class Capital Group LLC lharris@burfordperry.com

Donald P. Stecker

on behalf of Creditor Bexar County don.stecker@lgbs.com

Howard Marc Spector

on behalf of Creditor CC2 TX LLC hspector@spectorcox.com,
sshank@spectorcox.com;ahawkins@spectorcox.com;hspector@ecf.courtdrive.com

James W Volberding

on behalf of Interested Party Seth Kretzer jamesvolberding@gmail.com akennonassistant@gmail.com

Jason G. Cohen

on behalf of Creditor Timber Culebra LLC jason.cohen@bracewell.com, mary.kearney@bracewell.com

Kimberly A. Walsh

on behalf of Creditor Texas Comptroller of Public Accounts Revenue Accounting Division bk-kwalsh@oag.texas.gov,
sherri.simpson@oag.texas.gov

Manfred Sternberg, Jr

on behalf of Interested Party Natin Paul manfred@msternberg.com

Mark H. Ralston

on behalf of Debtor WC Culebra Crossing SA LP mralston@fjrpllc.com,
sjames@fjrpllc.com;ralstonlaw@gmail.com;LAWeisbruch@fjrpllc.com

Seth H Kretzer

on behalf of Interested Party Seth Kretzer seth@kretzerfirm.com seth@kretzerfirm.com

United States Trustee - AU12

ustpreion07.au.ecf@usdoj.gov

TOTAL: 10

EXHIBIT 17



COURT OF APPEALS FOR THE FIRST DISTRICT OF TEXAS AT HOUSTON

ORDER

Appellate case name: Great Value Storage, LLC, World Class Capital Group, LLC, and Natin Paul v. Princeton Capital Corporation and In re Great Value Storage, LLC, World Class Capital Group, LLC, and Natin Paul

Appellate case number: 01-21-00284-CV & 01-21-00672-CV

Trial court case number: 2019-18855

Trial court: 165th District Court of Harris County

On October 26, 2021, this Court issued an order in appellate cause number 01-21-00284-CV, temporarily granting appellants' motion to stay appointment of the receiver. In the order, the Court abated the appeal and remanded for a hearing in the trial court for a determination by the trial court whether appellee's interests would be protected by a supersedeas bond or other order under Rule 24. Rule 24.1 permits a judgment debtor to supersede by either filing a good and sufficient bond, making a cash deposit in lieu of bond, or providing alternate security ordered by the trial court. *See* TEX. R. APP. P. 24.1(a).

In this order, the Court directed the filing of a status report by November 15, 2021. On November 15, 2021, appellants filed a letter stating that they intended to file a nominal \$100 bond and attached a declaration by their bookkeeper asserting that Great Value had a negative net worth. The receiver and appellee filed letters asserting that the temporary stay of the order appointing a receiver should be lifted based on appellants' lack of compliance with this Court's order.

Because appellants did not comply with this Court's order, the order of October 26, 2021 was withdrawn, the abatement was lifted, the appeal was reinstated on the active docket, and the temporary grant of appellants' motion for emergency relief was withdrawn and the motion for emergency relief was denied. This ruling stated that it did not prevent appellants from obtaining suspension of enforcement of the judgment by obtaining the trial court's approval of a good and sufficient bond. *See* TEX. R. APP. P. 24.1(a),(b)(2). To date, appellants have not sought approval from the trial court of their nominal cash deposit.

Appellants also filed an original proceeding in appellate cause number 01-21-00672-CV challenging the trial court and the receiver's actions in enforcing the judgment after appellants filed a nominal cash deposit. This Court issued an order on December 6, 2021, granting the motion

for temporary relief, and stayed the trial court's order appointing the receiver. Today, we **withdraw that order and lift that stay.**

Although appellants claim that their nominal cash deposit in lieu of supersedeas is sufficient, the receiver has filed a motion in the original proceeding, asking that we lift the stay because the financial declaration filed by appellants is false and appellant is not entitled to suspend enforcement of the final judgment based on a nominal cash deposit. The receiver further contends that appellants have transferred properties while the stay orders issued by this Court have been in effect. To protect both parties, the Court will not stay the trial court's order without a supplemental clerk's record containing findings and conclusions from the trial court that this deposit is sufficient under Rule 24.

Accordingly, the Court **abated** the appeal and **remanded** to the trial court for a determination whether appellee and appellants' rights would be adequately protected by supersedeas or another order under Rule 24, and if so, the amount and type of security appellant must post. *See* TEX. R. APP. P. 24.1, 24.3, 29.1, 29.3; *WC 1st & Trinity; LP v. Roy F. and JoAnn Cole Mitte Found.*, No. 03-19-00905-CV, 2019 WL 6972679, at *1 (Tex. App.—Austin Dec. 19, 2019, no pet.) (mem. op.).

Appellants are ordered to file a status report with this Court concerning the status of the supersedeas proceedings **on or before January 18, 2022**, and to see that a clerk's record is filed in this Court concerning the trial court's determination of the amount and type of supersedeas, as well as any bond or other supersedeas posted by appellant. The Court **may reinstate and proceed with the appeal on the active docket if appellants fail to file a status report by January 18, 2022.**

It is so ORDERED.

Judge's signature: /s/ Peter Kelly

☒ Acting individually ☐ Acting for the Court

Date: December 23, 2021

EXHIBIT 18



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed January 6, 2022

United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

GVS TEXAS HOLDINGS I, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 21-31121-MVL

(Jointly Administered)

Rel. Dkt. No. 319, 410, 460

ORDER ENFORCING THE GOVERNANCE AND DILIGENCE ORDERS

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: GVS Texas Holdings I, LLC (7458); GVS Texas Holdings II, LLC (1225); GVS Portfolio I, LLC (6441); GVS Portfolio I B, LLC (7171); GVS Portfolio I C, LLC (3093); WC Mississippi Storage Portfolio I, LLC (0423); GVS Nevada Holdings I, LLC (4849); GVS Ohio Holdings I, LLC (6449); GVS Missouri Holdings I, LLC (5452); GVS New York Holdings I, LLC (5858); GVS Indiana Holdings I, LLC (3929); GVS Tennessee Holdings I, LLC (5909); GVS Ohio Holdings II, LLC (2376); GVS Illinois Holdings I, LLC (9944); and GVS Colorado Holdings I, LLC (0408). The location of the Debtors' service address is: 814 Lavaca Street, Austin, Texas 78701.

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (i) enforcing the Governance Order entered by this Court on November 10, 2021 [Docket No. 319] and the *Order in Furtherance of the Governance Order Directing Access to Diligence Items* entered by the Court on December 10, 2021 (the “Diligence Order”) [Docket No. 410]; (ii) compelling certain parties’ compliance with the Governance Order and the Diligence Order; and (iii) granting such further relief granting further relief, pursuant to section 105(a) of the United States Code (the “Bankruptcy Code”); and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion being in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The relief requested in the Motion is GRANTED as set forth herein.
2. Great Value Storage, LLC, World Class Holdings I LLC, Natin Paul, Barbara Lee, and anyone under their immediate control (the “Ordered Parties”) are each ordered and directed to provide direct access to all of the information (including, but not limited to, books, records, and accounts) of the Debtors and/or related to the Debtors and their properties (the “Books and

² Capitalized terms used but not defined herein shall have the meanings given to them in the Motion.

Records”) to the Debtors, including Mr. Albergotti and Mr. Pinsly, on or before **5:00 p.m. CT on January 7, 2022**.

3. The Ordered Parties must provide a full list of all locations wherein the Books and Records are located, including any and all software, programs, and physical locations, along with the general nature of the information at each location, to the Debtors, including Mr. Albergotti and Mr. Pinsly, on or before **5:00 p.m. CT on January 7, 2022**.

4. The Ordered Parties have an ongoing obligation to timely cooperate with all reasonable requests of the Debtors, Mr. Robert Albergotti, and Mr. Stephan Pinsly, including any requests related to the sale process.

5. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order in accordance with the Motion.

6. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

7. This Court shall retain jurisdiction to hear and determine all matters arising from, or related to, the implementation, interpretation, or enforcement of this Order.

END OF ORDER

EXHIBIT 19

CAUSE NO. 2019-18855

PRINCETON CAPITAL
CORPORATION,

Plaintiff(s)

vs.

GREAT VALUE STORAGE LLC,
Defendant(s)

§
§
§
§
§
§
§

IN THE DISTRICT COURT OF

HARRIS COUNTY, TEXAS

165th JUDICIAL DISTRICT

ORDER ON "EXPEDITED DEFENDANTS' MOTION TO REVIEW

SUPERSEDEAS BONDS UNDER TEX. R. APP. P. 24.1(B)(2)"

In an "Expedited Defendants' Motion To Review Supersedeas Bonds Under Tex. R. App. P. 24.1(b)(2), "Great Value Storage, LLC ("GVS") and World Class Capital Group, LLC ("WCCG") "move[d] this Court to review their supersedeas affidavits and deposits under Tex. R. App. P. 24.1(b)(2)" and to "review and approve the bonds filed by the judgment debtors, make findings and conclusions regarding the net worth and deposit requirements for each judgment debtor."

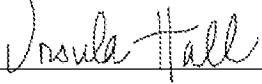
After considering Great Value Storage, LLC ("GVS") and World Class Capital Group, LLC's ("WCCG") Expedited Defendants' Motion To Review Supersedeas Bonds Under Tex. R. App. P. 24.1(b)(2), the response, the evidence, and the post-hearing submissions, the Court

GRANTS "review," DENIES "approval," and ORDERS relief under 24.2(d), it appearing to the Court that the relief sought in the motion is not found in 24.1(b)(2), but rather, 24.2(c)(2) "Contest," which Contest is, and was at the time of "Review," set for hearing. Further, because

the Court FINDS that the judgment debtors are likely to dissipate or transfer their assets to avoid satisfaction of the judgment, it is

ORDERED, ADJUDGED, and DECREED that Great Value Storage, LLC (“GVS”) and World Class Capital Group, LLC (“WCCG”) are ENJOINED from dissipating or transferring assets to avoid satisfaction of the judgment, until a ruling is entered resolving the Contest, pursuant to Tex. R. App. P. 24.2(c)(2), currently set to be heard on January 28, 2022.

Signed January 17, 2022



Hon. URSULA A. HALL
Judge, 165th District Court

EXHIBIT 20

CAUSE NO. 2019-18855

PRINCETON CAPITAL CORPORATION,	§	IN THE DISTRICT COURT
	§	
<i>Plaintiff,</i>	§	
	§	
v.	§	HARRIS COUNTY, TEXAS
	§	
GREAT VALUE STORAGE LLC,	§	
WORLD CLASS CAPITAL GROUP LLC,	§	
AND NATIN PAUL	§	
	§	
<i>Defendants.</i>	§	165 th JUDICIAL DISTRICT

Order Granting Princeton's Second Motion to Compel

The Court having considered the motion, responses and supplemental authority, and the arguments of counsel is of the opinion that Princeton's Second Motion to Compel should be GRANTED.

The Court makes the following findings:

1. Princeton is entitled to discovery from "Judgment Debtors" Great Value Storage LLC and World Class Capital Group LLCC pursuant to Princeton's properly-served June 30, 2021 post-judgment discovery requests.
2. Princeton is also entitled to discovery from Judgment Debtors pursuant to Texas Rule of Appellate Procedure 24.2(c)(2) in relation to Princeton's Contest of the Judgment Debtors' Net Worth Declarations.
3. Princeton is entitled to discovery from Judgment Debtors that includes information reflecting the value of the ownership interest in subsidiary entities that Judgment Debtors contend were transferred outside of the Judgment Debtors.
4. Judgment Debtors' January 22, 2022 Objections and Responses were untimely and the objections not legally supported.

The Court thus OVERRULES Judgment Debtors' objections to production and hereby ORDERS Judgment Debtors to produce the following documents:

1. All organizational charts for Judgment Debtors, including those that reflect the path of the ownership in any subsidiary entities from 2016 to present.
2. The identity of any bank accounts used by Judgment Debtors and their subsidiaries from 2018 to the present, and the monthly bank statements, including checks and wire transfers.
3. Monthly income and cash flow statements for Judgment Debtors and their subsidiaries from 2018 to present.
4. Complete federal, state, and local tax returns for Judgment Debtors and their subsidiaries from 2017 to the present.
5. Real and personal property records for Judgment Debtors and their subsidiaries, including motor vehicle ownership and loan information.
6. Records of any credit applications or other documents provided to any third party since 2018 stating the financial condition of Judgment Debtors and their subsidiaries.
7. Any document Debtors intend to offer as an exhibit at the Contest hearing scheduled for January 28, 2022.

Judgment Debtors are ORDERED to produce documents by 5 p.m. Central, Wednesday, January 26, 2022. Judgment Debtors are further ORDERED to disclose the identity of any witness they will call at the Contest hearing by 5 p.m. Central, Wednesday, January 26, 2022.

SIGNED this _____ day of _____, 2022.



The Honorable Ursula A. Hall

EXHIBIT 21

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

BARCLAYS TRUST,

Plaintiff,

V.

**NATIN PAUL; WORLD CLASS
HOLDING COMPANY, LLC; and
WORLD CLASS MANAGEMENT
COMPANY, LLC,**

Defendants.

§
§
§
§
§
§
§
§

A-20-CV-947-RP

ORDER SETTING HEARING

The court **SETS** Plaintiff Barclays Trust's Motion to Enforce the Court's January 13, 2022 Order (Dkt. #59) for hearing at **2:00 p.m. on February 15, 2022**, in Courtroom Eight on the seventh floor of the Federal Courthouse located at **501 W. 5th Street, Austin, Texas 78701**. Defendants should be prepared to **SHOW CAUSE** for their failure to comply with the court's January 13, 2022 Order.

Defendant Natin Paul is **ORDERED** to personally appear at the hearing. Current counsel is **ORDERED** to provide Mr. Paul with a copy of this Order. Additionally, the Clerks' Office is directed to serve Mr. Paul with this Order by mail and email at:

Mr. Nate Paul
President and CEO
World Class
814 Lavaca Street
Austin, Texas 78701
legaldocs@world-class.com
(512) 327-3300.

SIGNED February 4, 2022.



MARK LANE
UNITED STATES MAGISTRATE JUDGE

EXHIBIT 22

CAUSE No. D-1-GN-20-007513

GIBSON, DUNN & CRUTCHER LLP

JUDGMENT CREDITOR,

v.

WORLD CLASS CAPITAL GROUP, LLC AND WORLD
CLASS ACQUISITIONS, LLC

JUDGMENT DEBTORS.

§
§
§
§
§
§
§
§

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

53RD JUDICIAL DISTRICT

ORDER ON MOTIONS FOR CONTEMPT

On January 27, 2022, the Court heard the Motion for Contempt and Sanctions, filed December 30, 2022, and the Motion to Hold Nate Paul in Contempt, filed January 4, 2022, by Judgment Creditor Gibson, Dunn & Crutcher LLP (Gibson Dunn). Having considered Gibson Dunn's Motions, Judgment Debtors' Response, authorities, and the argument of counsel, the Court hereby **ORDERS** the following:

1. Judgment Debtor World Class Capital Group, LLC (WCCG) is found to be in contempt of Court.
2. Daily sanctions in the above-styled case shall be increased from \$1,000 to \$5,000 beginning from the date of this Order.
3. Natin Paul (a.k.a. Nate Paul) shall be individually liable for the daily sanctions jointly and severally with WCCG from the date of this Order.
4. WCCG and World Class Acquisitions, LLC (WCA) (WCCG and WCCG are jointly referred to as the Judgment Debtors) and Mr. Paul shall produce to Gibson Dunn all documents relevant to the satisfaction of the judgment in the above-styled case and the whereabouts and value of all assets, accounts, and property belonging to the Judgment Debtors by no later than **Friday, February 4, 2022, at 10:00 A.M. CST.**
5. Mr. Paul shall appear for a deposition pursuant to Rule 199 of the Texas Rules of Civil Procedure. The deposition will take place on **Tuesday, February 22, 2022, from noon to 5:00 P.M. CST.** The undersigned shall preside over the deposition and rule on any objections raised. The Court's staff will forward to the parties' counsel the Zoom ID and password, and the links to Box to upload documents to be used as exhibits. Mr. Paul shall be prepared to testify regarding all matters relevant to the

satisfaction of the judgment in the above-styled case and the whereabouts and value of all assets, accounts, and property belonging to the Judgment Debtors. The parties may meet and confer regarding any clarification needed related to the scope this topic.

6. If (a) all documents are not produced by the deadline pursuant to paragraph 4 above or (b) Mr. Paul does not appear or is not adequately prepared for the deposition pursuant to paragraph 5 above, the Court will issue a show cause order directing Mr. Paul to appear and show cause why he should not be held in civil contempt and jailed.

SIGNED on February 1, 2022.



Jan Soifer, Judge Presiding

EXHIBIT 23

Cause No. D-1-GN-22-000195

WC 4TH AND RIO GRANDE, LP,

Plaintiff,

v.

LA ZONA RIO, LLC,

Defendant.

§ IN THE DISTRICT COURT

§

§

§ 345th JUDICIAL DISTRICT

§

§

§

§ TRAVIS COUNTY, TEXAS

ORDER DENYING MOTION TO SHOW AUTHORITY

On this day came on for consideration: (1) *Amended Motion to Show Authority and Request for Rule 13 Sanctions*, and (2) *Receiver's Objection to Affidavit or Testimony by Attorney Mr. Matt Parks in Support of Amended Motion to Show Authority and Request for Rule 13 Sanctions*. After careful consideration, the Court concludes that Receiver's objection should be sustained and the motion to show authority should be denied. It is, therefore,

ORDERED that *Receiver's Objection to Affidavit or Testimony by Attorney Mr. Matt Parks in Support of Amended Motion to Show Authority and Request for Rule 13 Sanctions* is SUSTAINED.

(✓) Mr. Parks's affidavit is struck.

() Mr. Parks is disqualified from this case.

ORDERED that *Amended Motion to Show Authority and Request for Rule 13 Sanctions* is DENIED.

Signed 16 Feb 2022.


HON. JUDGE CATHERINE A. MAUZY
419TH DISTRICT COURT
TRAVIS COUNTY, TEXAS

Automated Certificate of eService

This automated certificate of service was created by the eFiling system. The filer served this document via email generated by the eFiling system on the date and to the persons listed below. The rules governing certificates of service have not changed. Filers must still provide a certificate of service that complies with all applicable rules.

James Volberding
Bar No. 00786313
jamesvolberding@gmail.com
Envelope ID: 62287013
Status as of 3/3/2022 5:11 PM CST

Associated Case Party: World Class Capital Group, LLC

Name	BarNumber	Email	TimestampSubmitted	Status
Brent Clark Perry	15799650	bperry@burfordperry.com	3/3/2022 5:00:40 PM	SENT
Robert R. Burford	3371700	rburford@burfordperry.com	3/3/2022 5:00:40 PM	SENT
Michael Merrick	24041474	mmerrick77@gmail.com	3/3/2022 5:00:40 PM	SENT
Shawn Johnson	24097056	shawn@sajlawpllc.com	3/3/2022 5:00:40 PM	SENT
Matt E.Parks		mparks@burfordperry.com	3/3/2022 5:00:40 PM	SENT
Burford Perry Service		service@burfordperry.com	3/3/2022 5:00:40 PM	SENT
Michael J.Merrick		mmerrick@world-class.com	3/3/2022 5:00:40 PM	SENT

Case Contacts

Name	BarNumber	Email	TimestampSubmitted	Status
Seth Kretzer	24043764	seth@kretzerfirm.com	3/3/2022 5:00:40 PM	SENT
James Wesley Volberding	786313	jamesvolberding@gmail.com	3/3/2022 5:00:40 PM	SENT
Ann Kennon		akennonassistant@gmail.com	3/3/2022 5:00:40 PM	SENT
Jesseca Wilson		jesseca@kretzerfirm.com	3/3/2022 5:00:40 PM	SENT
Daniel Wilson		dwilson@susmangodfrey.com	3/3/2022 5:00:40 PM	SENT

Associated Case Party: Princeton Capital Corporation

Name	BarNumber	Email	TimestampSubmitted	Status
Mark L. D. Wawro	20988275	mwawro@susmangodfrey.com	3/3/2022 5:00:40 PM	SENT
Abigail Noebels	24083578	anoebels@susmangodfrey.com	3/3/2022 5:00:40 PM	SENT
Taylor Biddle		tbiddle@susmangodfrey.com	3/3/2022 5:00:40 PM	SENT
Moustapha El-Hakam		melhakam@susmangodfrey.com	3/3/2022 5:00:40 PM	SENT
Rachel Solis		rsolis@susmangodfrey.com	3/3/2022 5:00:40 PM	SENT