

STATE OF NORTH CAROLINA
COUNTY OF BEAUFORT

IN THE GENERAL COURT OF JUSTICE
SUPERIOR COURT DIVISION
11 CVS 1012

FCC, LLC, d/b/a FIRST CAPITAL,)
)
Plaintiff,)

v.)

AMERICAN MARINE HOLDINGS,)
LLC; DONZI MARINE, LLC; AMH)
GOVERNMENT SERVICES, LLC;)
PRO-LINE BOATS, LLC; FOUNTAIN)
POWERBOATS, LLC; FOUNTAIN)
POWERBOAT INDUSTRIES, INC.;)
FOUNTAIN POWERBOATS, INC.;)
FOUNTAIN DEALERS' FACTORY)
SUPER STORE, INC.; BAJA BY)
FOUNTAIN, INC.; PALMETTO PARK)
FINANCIAL, LLC; 50509 MARINE,)
LLC; LIBERTY ACQUISITION FPB,)
LLC and JOSEPH G. WORTLEY)

Defendants.)

**CONSENT ORDER TERMINATING
RECEIVERSHIP AND
DISCHARGING RONALD L. GLASS
AND GLASSRATNER ADVISORY &
CAPITAL GROUP, LLC AS
RECEIVER**

THIS CAUSE CAME TO BE HEARD upon consent of all Parties in the action to terminate the receivership herein created by this Court's *Order Appointing Temporary Receiver*, dated October 20, 2011 (the "Receivership"), whereby Ronald L. Glass and GlassRatner Advisory Group, LLC (collectively, "Glass" or "Receiver") were appointed as Receiver. Based upon the consent of the Parties and in accordance with the Parties' separate Mediation Settlement Agreement, this Court makes the following:

Findings of Fact

A. This matter has been settled by the Parties pursuant to a separate Mediation Settlement Agreement being filed under seal, and by which the Court retains jurisdiction to enforce the terms of the Mediation Settlement Agreement.

B. The purposes for which the Receivership was created have been fulfilled and there is no need for the Receivership to continue.

C. All Parties have consented to the termination of the Receivership, the discharge of the Receiver and the return of the Receiver's Bond filed in connection with this Receivership.

Based upon the foregoing findings, it is hereby ORDERED AND ADJUDGED as follows:

1. Glass is discharged, released and relieved from and of any and all further duties, responsibilities, and obligations as Receiver effective as of May 24, 2012 at 8:00 a.m.

2. Glass shall transfer custody and control of the assets covered by the Receivership to Defendants as of May 24, 2012 at 8:00 a.m., the ownership of which assets shall re-vest in Defendants. Such re-vesting shall not affect Plaintiff's security interest in such assets.

3. The Parties consent to and the Court directs that any Receiver's Bond posted by the Receiver shall be immediately released and discharged, and the original of such Bond returned by the Clerk to a representative of the Receiver.

4. The Receiver shall prepare a final accounting within 14 days of this Order, will transfer the Receiver accounts to the Defendants as quickly as possible following entry of this Order, and will be reasonably available to answer questions from the Parties to aid in the transition.

5. As required by the Mediation Settlement Agreement, Defendants and the Receiver will execute mutual general releases of any and all claims against each other within 5 business days, and Defendants will file a dismissal with prejudice of all claims against the Receiver.

6. As directed by Paragraph 9 of this Court's October 20, 2011 Order, the Receiver will file with the Court a Notice of Compensation and Reimbursement (and serve a copy on Plaintiff) with the Receiver's proposed compensation for professional services rendered under the Order (including any outstanding expenses such as

attorneys' fees) and Plaintiff FCC shall pay and/or object to those reasonable fees and expenses in accordance with the procedures in the Receiver Order.

7. This Order shall not otherwise affect or modify the obligations of Plaintiff and Defendants under their Mediation Settlement Agreement.

IT IS SO ORDERED, this 23rd day of May, 2012.

/s/ James L. Gale
James L. Gale
Special Superior Court Judge
for Complex Business Cases