UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

U.S. COMMODITY FUTURES TRADING COMMISSION and THE PEOPLE OF THE STATE OF CALIFORNIA, by and through the CALIFORNIA CORPORATIONS COMMISSIONER, Plaintiffs, vs. MOHIT A. KHANNA, an individual, and MAK 1 ENTERPRISES GROUP, LLC, a Nevada limited liability company, Defendants; and FIRST OPPORTUNITIES MANAGEMENT GROUP, INC., a Nevada corporation, Relief Defendant.	Case No. 09-cv-01783-BEN-CAB ORDER OF PRELIMINARY INJUNCTION

Plaintiffs U.S. Commodity Futures Trading Commission ("Commission") and the People of the State of California, by and through the California Corporations Commissioner ("Commissioner"), and defendant Mohit A. Khanna ("Khanna"), by and through their respective counsel of record, agree and stipulate as follows:

A. This Court has jurisdiction over the parties to, and the subject matter of, this action. Further, venue is proper in this Court.

B. The Commission filed an *Ex Parte* Application for a Statutory Restraining Order and other Ancillary Relief (the "Application").

C. On August 18, 2009, the Court granted the Statutory Restraining Order.

D. The Court set a hearing on the Show Cause Re Preliminary Injunction and Appointment of a Permanent Receiver for August 31, 2009 at 4:00 p.m. in Courtroom 3.

E. Khanna, individually, and as an officer and director of defendant MAK 1 Enterprises Group, LLC ("MAK 1") and its subsidiaries and affiliates, does not oppose the entry of Preliminary Injunction.

F. Without admitting or denying the allegations in the Commission and Commissioner's Complaint, Khanna, individually and on behalf of MAK 1, consents to the following order:

I.

ORDER OF PRELIMINARY INJUNCTION

IT IS HEREBY ORDERED that:

1. Defendants Khanna and MAK 1 ("Defendants"), all persons insofar as they are acting in the capacity of agents, servants, employees, successors, assigns, or attorneys of Defendants, and all persons insofar as they are acting in active concert or participation with Defendants who receive actual notice of this order by personal service or otherwise, shall be

prohibited and restrained from directly or indirectly in or in connection with an offer to enter into, the entry into, the confirmation of, the execution of, or the maintenance of commodity futures transactions, cheating, defrauding, or deceiving, or attempting to cheat, defraud, or deceive, other persons, by making false, deceptive, or misleading representations and omissions of material facts in solicitations of investors, in violation of Section 4b(a)(2)(A)-(C) of the Commodity Exchange Act as amended by the Food, Conservation, and Energy Act of 2008, Pub. L. No. 110-246, Title XIII (the CFTC Reauthorization Act of 2008), § 13102, 122 Stat. 1651 (enacted June 18, 2008), to be codified at 7 U.S.C. §§ 6b(a)(2)(A)-(C), and California Corporations Code Sections 29520, 29536.

II.

STATUTORY RESTRAINING ORDER

IT IS FURTHER ORDERED that

2. The Statutory Restraining Order, dated August 18, 2009, is incorporated herein by reference and shall remain in full force and effect until further order of this Court.

III.

APPOINTMENT OF RECEIVER

IT IS FURTHER ORDERED that:

3. Charles LaBella of LaBella & McNamara, LLP is appointed the receiver ("Receiver") for Defendants, and all of their funds, properties, premises, accounts, and other assets directly or indirectly owned, beneficially or otherwise, by either of them with the full powers of an equity Receiver. The Receiver shall be the agent of this Court in acting as Receiver under this Order.

4. The Receiver is ordered to accomplish the following:

A. Assume full control of the estate of Defendants by removing any person, employee, or agent of Defendants from control and management of the affairs of Defendants;

B. Take exclusive custody, control, and possession of all the funds, property, mail and other assets of, in the possession of, or under the control of either Defendants, wherever situated. The Receiver shall have full power to sue for, collect, receive and take possession of all goods, chattels, rights, credits, moneys, effects, land, leases, books, records, work papers, and records of accounts, including computer-maintained information, and other papers and documents of Defendants, including documents related to customers or clients whose interests are now held by or under the direction, possession, custody or control of Defendants. The Receiver shall have discretion to determine that certain personal property or other assets of Defendants shall be under the Receiver's control, but shall remain in the possession or custody of Defendants;

C. Take all steps necessary to secure the business premises of Defendants and any and all other premises under the control of Defendants;

D. Preserve, hold and manage all receivership assets, and perform all acts necessary to preserve the value of those assets, in order to prevent any loss, damage or injury to customers or clients;

E. Prevent the withdrawal or misapplication of funds entrusted to Defendants, and otherwise protect the interests of customers or clients;

F. Manage and administer the estate of Defendants by performing all acts incidental thereto that the receiver deems appropriate, including hiring or dismissing any and all personnel or suspending operations;

G. Collect all money owed to Defendants;

H. Initiate, defend, compromise, adjust, intervene in, dispose of, or become a party to any actions or proceedings in state, federal or foreign court necessary to preserve or increase the assets of Defendants or to carry out his or her duties pursuant to this Order, including but not limited to bringing lawsuits on behalf of MAK 1, its investors and creditors;

I. Choose, engage and employ attorneys, accountants, appraisers, and other independent contractors and technical specialists, as the Receiver deems advisable or necessary in the performance of duties and responsibilities

under the authority granted by this Order;

J. Issue subpoenas to obtain documents and records pertaining to the receivership, and conduct discovery in this action on behalf of the receivership estate;

K. Open one or more bank accounts as designated depositories for funds of Defendants. The Receiver shall deposit all funds of Defendants' estate in such designated accounts and shall make all payments and disbursements from the receivership estate from such accounts;

L. Make payments and disbursements from the receivership estate that are necessary or advisable for carrying out the directions of, or exercising the authority granted by, this Order. The Receiver shall apply to the Court for prior approval of any payment of any debt or obligation incurred by Defendants prior to the date of entry of this Order, except for payments that the Receiver deems necessary or advisable to secure assets of Defendants;

M. Take control of any internet sites operated by Defendants or for Defendants' benefit; and

N. Liquidate any assets of Defendants' estate which may depreciate during the course of this litigation, and hold the proceeds of such liquidation until further order of this Court.

5. The Receiver shall have authority to accomplish the following:

A. Determine that certain personal property or other assets of Defendants' estate shall be under the Receiver's control, but shall remain in the possession or custody of Defendants;

B. Initiate, defend, compromise, adjust, intervene in, dispose of, or become a party to any actions or proceedings in state, federal or foreign court necessary to preserve or increase the assets of Defendants or to carry out the Receiver's duties pursuant to this Order, including but not limited to bringing lawsuits on behalf of MAK 1, its investors and creditors;

C. Choose, engage, and employ attorneys, accountants, appraisers, and other independent contractors and technical specialists, as the Receiver deems advisable or necessary in the performance of duties and responsibilities under the authority granted by this Order; and

D. Issue subpoenas to obtain documents and records pertaining to the

receivership, and conduct discovery in this action on behalf of the receivership estate.

6. Immediately upon service of this Order upon Defendants, their officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with them, and any other person or entity served with a copy of this Order, shall immediately or within such time as permitted by the Receiver in writing, deliver over to the Receiver:

A. Possession and custody of all funds, assets, property, and all other assets, owned beneficially or otherwise, wherever situated, of Defendants;

B. Possession and custody of documents of Defendants, including but not limited to, all books and records of accounts, all financial and accounting records, balance sheets, income statements, bank records (including monthly statements, canceled checks, records of wire transfers, and check registers), client lists, title documents and other papers;

C. Possession and custody of all funds and other assets belonging to members of the public now held by Defendants;

D. All keys, computer passwords, entry codes, and combinations to locks necessary to gain or to secure access to any of the assets or documents of Defendants, including, but not limited to, access to the business premises of Defendants, telephone systems, voicemail, telephone answering devices, computer systems, computer software, or other property; and

E. Information identifying the accounts, employees, properties, or other assets or obligations of Defendants.

7. Defendants shall provide reasonable cooperation with and assistance to the Receiver, subject to legal privileges and immunities. The cooperation and assistance of Defendants shall include, but not be limited to, transferring funds at the receiver's direction, providing any information to the Receiver that the Receiver deems necessary to exercising the authority and discharging the responsibilities of the Receiver under this Order, and advising all persons who owe money to Defendants that all debts should be paid directly to the Receiver.

8. Except by leave of this Court, during the pendency of the receivership ordered herein, Defendants and all other persons and entities in active concert or participation with them, shall be and hereby are stayed from taking any action to establish or enforce any claim, right, or interest for, against, on behalf of, or in the name of, Defendants, the Receiver, receivership assets, or the Receiver's duly authorized agents acting in their capacities as such, including but not limited to, the following actions:

A. Commencing, prosecuting, litigating, or enforcing any suit, except that actions may be filed to toll any applicable statute of limitations;

B. Accelerating the due date of any obligation or claimed obligation, enforcing any lien upon, or taking or attempting to take possession of, or retaining possession of, property of Defendants or any property claimed by Defendants, or attempting to foreclose, forfeit, alter, or terminate any interests of Defendants in property, whether such acts are part of a judicial proceeding or otherwise;

C. Using self-help or executing or issuing, or causing the execution or issuance of any court attachment, subpoena, replevin, execution, or other process for the purpose of impounding or taking possession of or interfering with, or creating or enforcing a lien upon any property, wherever located, owned by or in the possession of Defendants, or the Receiver, or any agent of the Receiver; and

D. Doing any act or thing to interfere with the Receiver taking control, possession, or management of the property subject to the receivership; to in any way interfere with the Receiver or the duties of the Receiver; or to interfere with the exclusive jurisdiction of this Court over the property and assets of Defendants.

This Paragraph does not stay the commencement or continuation of an action or proceeding by a governmental unit to enforce such governmental unit's civil, criminal, police, statutory, or regulatory power.

9. The Receiver and all personnel hired by the Receiver as herein authorized, including counsel to the Receiver, are entitled to reasonable compensation for the performance of

duties pursuant to this Order and for the cost of actual out-of-pocket expenses incurred by them, from the assets now held by, or in the possession or control of, or which may be received by Defendants. The Receiver shall make reports to the Court upon Order of the Court and serve on the parties periodic requests for the payment of such reasonable compensation, with the first such request filed no more than 60 days after the date of this Order and, thereafter, every 90 days. The requests for compensation shall itemize the time and specific nature of services rendered by the Receiver and all personnel hired by the Receiver. The Receiver shall not increase the hourly rates used as the bases for such fee applications without prior approval of this Court. The CFTC shall have the opportunity to review and to object to each such request for compensation.

10. Each firm, corporation, partnership, association, or other person or entity with notice which holds or which is a depository of funds, securities, assets, or other property of Defendants is prohibited, until further order of this Court, from transferring, withdrawing, removing, or disposing of any such funds, securities, assets, or other property except for the purpose of transferring such assets to the custody, control, and possession of the Receiver in accordance with this Court's Statutory Restraining Order.

11. Defendants shall notify the Commission within three days of any changes of their residential or business addresses pending resolution of this matter.

IV.

SERVICE OF ORDER

IT IS FURTHER ORDERED that:

12. Copies of this Order may be served by any means, including facsimile transmission, upon any entity or person that may have possession, custody, or control of any

documents or assets of Defendants or that may be subject to any provision of this Order, and additionally, that representatives of the Commission, are specially appointed by the Court to effect service.

V.

FORCE AND EFFECT

14. This Order shall remain in full force and effect until further order of this Court, and this Court retains jurisdiction of this matter for all purposes.

SO AGREED AND STIPULATED BY:

Dated September _3_, 2009

_____
Katherine S. Driscoll
James H. Holl, III
Attorneys for Plaintiff
U.S. Commodity Futures Trading Commission

Dated September _3_, 2009

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Joyce Tsai
Attorney for Plaintiff
California Corporations Commissioner

Dated September _3_, 2009

_____
Mohit A. Khanna
Defendant, individually, and as an officer and director of Defendant MAK 1 Enterprises Group, LLC, and Relief Defendant First Opportunities Management Group, Inc.

Dated September _3_, 2009

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Thomas A. Zaccaro
Morgan J. Miller
Paul Hastings LLP
Attorneys for Defendant Mohit A. Khanna

SO ORDERED, at San Diego, California on this __3__ day of __Sept.__ 2009.

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UNITED STATES DISTRICT JUDGE

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