

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

**UNITED STATES SECURITIES
AND EXCHANGE COMMISSION,**

Plaintiff,

V.

NORTHRIDGE HOLDINGS, LTD., ET AL.,

Defendants.

Civil Action No. 19-cv-05957

Hon. Ronald A. Guzman

Magistrate Judge Susan E. Cox

RECEIVER'S REPORT FOR THE PERIOD OF
OCTOBER 1, 2022 THROUGH DECEMBER 31, 2022

N. Neville Reid, not individually, but solely as the Court-appointed receiver (the “Receiver”) for the Estate of Defendant Northridge Holdings, Ltd. (“Northridge”) and its related entities and affiliates as more particularly set forth in the Receivership Order (as defined herein) (collectively, the “Receivership Defendants” or “Receivership Entities,” and their assets as more particularly identified therein, the “Receivership Assets,” and such estate, the “Receivership Estate” or the “Estate”, and such administration, the “Receivership”), and pursuant to the requirements of the *Order Appointing Receiver* entered by the Court on September 12, 2019 [Dkt. 22] and as amended by the Court on February 13, 2020 [Dkt. 18; see also Dkt. 102] (the “Receivership Order”),¹ respectfully submits this *Receiver’s Thirteenth Report* (the “Report”) *for the Period of October 1, 2022 through December 31, 2022* (the “Thirteenth Reporting Period”).

The purpose of this Report is to provide the Court and all interested parties with a description of the nature of the Receiver’s activities during the Thirteenth Reporting Period.

1 Capitalized terms not defined herein shall be given the same meaning ascribed to such terms in the Receivership Order.

I. TWELFTH AMENDED LIQUIDATION PLAN.

1. Pursuant to the Receivership Order, the Receiver attaches his Twelfth Amended Liquidation Plan as **Exhibit A** hereto (the “Twelfth Amended Liquidation Plan”). [Receivership Order at ¶ 59.] The Twelfth Amended Liquidation Plan provides a summary of real property sales and an update on the Receiver’s efforts to identify, pursue and settle potential litigation claims, including third-party receivable claims, “finder” claims, “net winner” claims and insider claims. Accordingly, such information is not repeated in the body of this Report.

II. EXECUTIVE SUMMARY.

2. On September 19, 2022, pursuant to order of this Court, the Receiver, the United States Securities and Exchange Commission (the “SEC”) and Mr. Glenn Mueller (“Mr. Mueller”) jointly filed a Joint Status Report. [Dkt. 356]

3. The following chart states the primary outstanding tasks for completing the administration of the Receivership Estate:

<u>Task Description</u>	<u>Task Status</u>
Obtaining greater tax finality from the IRS	<p>The Chicago office of the IRS has agreed to review what the Receiver’s tax team deems as the four highest priority tax returns (i.e. the returns containing the largest deductions and most critical issues). The Chicago office has not, however, committed to any timeline to complete their review. The Receiver continues to seek updates from the Chicago office.</p> <p>Additionally, Mr. Mueller is engaged in a separate proceeding with the IRS. The Receiver’s tax team is working to ensure this proceeding does not have any negative impact on the Receivership.</p>
Resolving insider claims	<p>The Receiver is working in good faith with opposing counsel to settle claims against and asserted by Mr. and/or Mrs. Mueller (subject to SEC and Court-approval). The Receiver completed Mrs. Mueller’s deposition in the</p>

	Thirteenth Reporting Period.
Sale of North Dakota Property	As part of the Receiver's settlement with Dale Mueller (Dkt. 346), the Receiver is seeking to sell a property in North Dakota. A buyer has been identified and the Receiver anticipates filing a Motion to Approve Sale in the very near future. It is anticipated that the purchase price for this property will be approximately \$309,000.00. The property is unencumbered and the Receiver will be entitled to all of the net proceeds under his settlement agreement with Dale Mueller.
General wind-up of operations and the Receivership	The Receiver continues efforts to wind down the estate (pending completing of the outstanding tasks set forth herein).

III. REAL PROPERTY ASSETS

a. Management of Real Property Assets Generally.

2. In prior reporting periods, as set forth in prior Receiver Reports, all the Receivership Estate's substantial Real Property Assets were sold and now, all of the Receivership Estate's Real Property Assets have been sold.

3. Matters specific to each of the Real Property Assets are as follows:

b. Sales Closed

4. As set forth in the Twelfth Amended Liquidation Plan, the following real properties were sold and closed in prior reporting periods:

- The **Chablis Property** sale closed on September 20, 2019, and the Estate received (a) **\$3,882,611** in net proceeds from that sale; and (b) **\$82,000.00** in escrow return post-closing;
- The **Palatine Property** sale closed on February 10, 2020, and the Estate received **\$129,420.28** in net proceeds from that sale;
- The **Bartlett Lake Property** sale closed on June 24, 2020, and the Estate received (a) **\$7,810,079.26** in net proceeds from that sale; (b) **\$230,029.20** in escrow return post-closing; and (c) approximately **\$34,000.00** for post-closing rental collections and prorations;

- The **Surrey Property** sale closed on July 24, 2020, and the Estate received **\$2,039,766.16** in net proceeds from that sale.
- The **Elston Property** sale closed on October 19, 2020, but this was a “short” sale, and the Estate did not receive proceeds at closing. However, the secured lender’s deficiency claim was minimized due to the Receiver’s sale efforts. The lender’s asserted deficiency claim is \$13,821.97;
- The **Miami Property** sale closed on November 17, 2020, and the Estate received **\$178,847.12** in net proceeds from that sale;
- The **Timber Lake Property** sale closed on December 9, 2020, and the Estate received (a) **\$27,299,163.97** in net proceeds from that sale; and (b) **\$928,064.51** in escrow return post-closing; and
- The Vacant Lots Property sale closed on January 11, 2022, and the Estate received **\$22,782.13** in net proceeds from that sale.

c. Real Property Asset Operations During the Thirteenth Reporting Period.

5. For certain of the Real Property Assets that closed in prior reporting periods, some post-closing activity was required. Additionally, some expenses and operations are run through the main Northridge Holdings, Ltd. entity and through the Amberwood entity. An accounting of that activity is attached hereto as group **Exhibit B**.

6. The Receiver is continuing to investigate the existence and nature of other real estate that may constitute Receivership Assets.

IV. OTHER ASSETS.

7. As more fully set forth in the Twelfth Amended Liquidation Plan, the Receivership Estate has identified potential assets that are not real property assets. Such assets are comprised primarily of: (a) shares of a penny stock; (b) a term life insurance policy on Mueller; (c) rights to sale proceeds of a home located at 22W371 Emerson Avenue, Glen Ellyn, Illinois 60137 (the “Glen Ellyn Property”); and (d) various potential litigation claims. The Receiver is continuing his investigation to identify additional assets of the Receivership Estate.

8. In summary, during the Thirteenth Reporting Period, the Receiver settled the one

remaining material non-insider claim (American Realty Services Inc. and Mrs. And Mrs. Virgilio) resulting in a claim reduction from \$200,000.00 to \$39,000.00. *See* Dkt Nos. 363, 365. From the inception of the receivership to the date of this report, the Receiver has negotiated settlements totaling approximately \$610,000.00 in cash and approximately \$676,000.00 in claim reductions — amounting to a total benefit to the Estate of approximately \$1,286,000.00.

9. During the Thirteenth Reporting Period, the Receiver also worked with the SEC in connection with the assertion of insider claims and potential settlement of the same. Mrs. Mueller sat for her deposition, which has been concluded. The Receiver and counsel for Mr. Mueller and certain related persons and parties have been and will continue to work toward final resolution and settlement.

V. BUSINESS OPERATION AND PRESERVATION OF BOOKS AND RECORDS.

10. Business operations during the Thirteenth Reporting Period are described above. With respect to preservation of books and records, there is no update since the last report. The Receiver's review of these books and records and materials produced by Mr. Mueller and others is ongoing.

VI. BANK AND INVESTMENT ACCOUNTS.

11. The Receiver continues to use a combination of pre-Receivership and post-Receivership accounts. Now that most of the operating assets have been sold and the Court has approved the “pooling” of assets to pay all claimants, the Receiver has closed and consolidated accounts. The Receiver has consolidated many of the Receivership accounts into one primary account at Axos Bank. The Receiver continues to use Receivership accounts to collect liquid assets of the Receivership Estate and to pay the administrative and other ordinary course expenses of the Receivership Estate.

VII. CASH, ADMINISTRATIVE EXPENSES, UNENCUMBERED FUNDS, AND RECEIPTS AND DISBURSEMENTS

18. The Receiver's Standardized Fund Accounting Report ("SFAR") for the Thirteenth Reporting Period is attached hereto as Exhibit C. The SFAR sets forth certain funds received by and disbursed from the Receivership Estate during the Thirteenth Reporting Period. As reported in the SFAR, the amount of cash on hand in the Receivership Accounts (in the Receivership Estate) as of December 31, 2022 was \$20,241.002.19. The information set forth in the SFAR is based upon information and records available to the Receiver as of the date of this Report.

19. The Operating Accounts had a collective balance of \$31,068.35 as of December 31, 2022.

20. Collectively, the Receivership Estate had approximately \$20,272.070.54 of cash on hand as of December 31, 2022. The reduction of cash from the prior reporting period was primarily due to payment of the Third Interim Distribution to investors and creditors and payment of court-approved professional fees.

21. The approximate amount of administrative expenses incurred during the Thirteenth Reporting Period is summarized as follows²:

Professional	Month/Year	Fees & Costs Incurred
Fox Swibel	October – December 2022	\$69,505.00
AlixPartners	October – December 2022	\$5,336.26
Dickler Kahn	October – December 2022	\$0.00
KRD	October – December 2022	\$3,856.25

² The Receiver is in the process of reviewing all professionals' invoices, and thus the fees and costs stated herein are subject to modification/reduction. All finalized fees and costs of professionals approved by the Receiver will be set forth in the forthcoming fee application covering the Thirteenth Reporting Period.

ALAP	October – December 2022	\$2,070.00
Plante Moran	October – December 2022	\$0.00
Miller Kaplan	October – December 2022	\$5,517.60
Chapman & Chapman	October – December 2022	\$2,070.00
<u>Total</u>		<u>\$87,925.11</u>

VIII. WORK PERFORMED BY PROFESSIONALS

a. Fox Swibel.

22. Fox Swibel's work during the Thirteenth Reporting Period related primarily to the following:

a. Assisting the Receiver with all tasks related to complying with the Court's previous order relating to distributions and resolving all investor issues relating to the prior approved investor distributions;

b. Resolving potential litigation claims and monetize the Receivership Estate's remaining assets as set forth in the Twelfth Amended Liquidation Plan.

c. Continuing work relating to seeking to obtain certainty/finality as to the federal and state taxes owed/paid by the Receivership Entities. During the Thirteenth Reporting Period, the Receiver and his team engaged with the IRS to put the Receivership Estate on a path to resolve any remaining issues as soon as possible;

d. Assisting the Receiver with the Third Interim Distribution and investor issues related to same;

e. Preparing for and completing the deposition of Mrs. Mueller; and

f. Monitoring the Investor hotline to more cost efficiently respond to Investor questions and issues. Fox Swibel, pursuant to SEC billing guidelines, does not bill for routine Investor inquiries.

b. Forensic Accountant.

29. During the Thirteenth Reporting Period, AlixPartners LLP ("AlixPartners"), the Receiver's forensic accountant performed the following work: (a) supported the Receiver's efforts related to making Court-approved distributions, including the Third Interim Distribution; (b) assisted the Receiver with preparing for Mrs. Mueller's deposition; and (c) assisted with case

administration.

30. Finally, AlixPartners assisted the Receiver with respect to general case administration. AlixPartners continues to keep the Receivership Website (www.northridgereceiver.alixpartners.com) up to date. These efforts facilitated efficient, cost-effective responses to Investors' questions.

c. Tax Accountant, Forensic Tax Accountant and Tax Consultant.

31. During the Thirteenth Reporting Period, Kutchins, Robbins & Diamond Ltd. ("KRD") continued to provide accounting, tax, payroll, and related services for the Receivership and the Receivership Defendants, including work related to tax issues related to the Court-approved investor distributions and seeking finality from the IRS on tax issues.

32. During the Thirteenth Reporting Period, ALAP Limited ("ALAP") assisted KRD in providing accounting, tax, and related services for the Receivership and the Receivership Defendants, including work related to tax issues related to the Court-approved investor distributions and seeking finality from the IRS on tax issues.

33. During the Thirteenth Reporting Period, Miller Kaplan Arase LLP ("Miller Kaplan") advised the Receiver on issues relating to obtaining finality on outstanding and potential tax issues and all filed tax returns.

34. During the Thirteenth Reporting Period, no services were provided by Plante Moran, PLLC.

D. Condominium Association Counsel.

35. During the Thirteenth Reporting Period, Dickler, Kahn, Slowikowski, & Zavell, Ltd. ("Dickler Kahn") did not provide any services.

E. North Dakota Counsel.

36. During the Thirteenth Reporting Period, Chapman & Chapman provided work relating to the Receiver's settlement with Dale Mueller *et al.* [Dkt. 360] and the related North Dakota real property sale.

IX. COMMUNICATIONS WITH INVESTORS.

37. During the Thirteenth Reporting Period, the Receiver has primarily communicated with Investors through: (a) the northridgereceiver.alixpartners.com website; (b) the Investor hotline now monitored by Fox Swibel; and (c) the Receiver and his legal team's direct communication with Investors, much of which was related to the Court-ordered distributions and case status generally. All calls were responded to (and the Receiver and his legal team are not charging for this time in accordance with the SEC's Billing Instructions, unless the call is with respect to substantive claims resolution and/or Distribution Plan and/or First Interim Distribution related issues). With respect to the website, it has been continually updated throughout the Thirteenth Reporting Period.

X. LIABILITIES/INVESTOR CLAIMS.

40. As set forth above, in conjunction with the claims process, the Receiver has completed his investigation regarding the existence and nature of potential liability and Investor claims. Based on the analysis performed to date, such Investor claims are generally as described in the SEC's *Emergency Motion for a Temporary Restraining Order to Prevent Violations of the Federal Securities Laws, to Appoint a Receiver, and Provide for Other Ancillary Relief* [Dkt. 3].

41. To date, based on work performed prior reporting periods and the passing of the relevant Bar Date, the amount of claims against the receivership which the Receiver presently does not have objection to is approximately \$41,874,000.00. Additionally, one claims in the

amount of approximately \$170,000.00 is presently in dispute. As a result, the Receiver presently estimates the non-administrative claims against the Receivership Estate to be between \$41,874,000.00 and \$42,2089,000.00.

XI. LIQUIDATED AND UNLIQUIDATED CLAIMS

42. The Receiver's investigation of liquidated and unliquidated claims is ongoing.

XII. OPEN LITIGATION

43. As of the end of the Thirteenth Reporting Period, no open litigation exists.

XIII. RECEIVERSHIP ASSET DESCRIPTION

44. The assets of the Receivership Estate are described in the attached Twelfth Amended Liquidation Plan which in turn includes descriptions of anticipated and/or proposed dispositions of such assets. At this time, the Receiver anticipates liquidating substantially all of the Receivership Assets. With respect to any assets that have no net benefit to the Estate, the Receiver intends to seek Court-approval to abandon them. Therefore, no assets are expected to be retained.

XIV. KNOWN CREDITORS

45. Now that the Bar Date has passed, the creditor body is fully known and is described above and in the previously filed Distribution Plan Motion.

XV. STATUS OF CREDITOR CLAIMS PROCEEDINGS

46. The Bar Date has passed, and the creditor body is known as set forth above.

47. As of this filing, there is one unresolved claim dispute (Mrs. Mueller) which the Receiver is seeking to resolve via settlement.

XVI. RECOMMENDATION FOR CONTINUATION OF RECEIVERSHIP

48. In order to ensure the orderly liquidation of the Receivership Estate and equitable distribution of the funds obtained from such liquidation, the Receiver recommends that the

Receivership continue.

Dated: January 31, 2023

Respectfully submitted,

N. Neville Reid, Receiver

By: /s/ Ryan T. Schultz

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General Counsel to the Receiver

EXHIBIT A

(Twelfth Amended Liquidation Plan)

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
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**UNITED STATES SECURITIES
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RECEIVER'S TWELFTH AMENDED LIQUIDATION PLAN

N. Neville Reid, not individually, but solely as the Court-appointed receiver (the “Receiver”) for the Estate of Defendant Northridge Holdings, Ltd. (“Northridge”) and its related entities and affiliates as more particularly set forth in the Receivership Order (as defined herein) (collectively, the “Receivership Defendants,” and their assets as more particularly identified therein, the “Receivership Assets,” and such estate, the “Receivership Estate,” and such administration, the “Receivership”), and pursuant to the powers vested in him by the *Order Appointing Receiver* entered by the Court on September 12, 2019 [Dkt. 22], as amended by the Court on February 13, 2020 [Dkt. 108; see also Dkt. 102] (the “Receivership Order”),¹ respectfully submits this *Twelfth Amended Liquidation Plan* (the “Liquidation Plan”).

I. COVID-19 IMPACT

1. As set forth more fully below, the unprecedented COVID-19 crisis impacted the Receiver's operation and liquidation of the Receivership Assets but did not prevent the closing of the sale of nearly all of the real estate holdings of the estate, yielding substantial net proceeds

1 Capitalized terms not defined herein shall be given the same meaning ascribed to such terms in the Receivership Order.

totaling nearly \$40 million.

II. REAL ESTATE ASSETS

2. The Receivership Assets included the following real estate (collectively, the “Real Estate Assets”): (a) a 96-unit apartment building located in Addison, Illinois (the “Chablis Property”); (b) a 576-unit apartment building located in West Chicago, Illinois (the “Timber Lake Property”); (c) a 192-apartment complex located in Bartlett, Illinois (the “Bartlett Lake Property”); (d) 48 condominiums located at 106 Surrey, Glen Ellyn, Illinois (the “Surrey Property”); (e) an office building located at 5097 N. Elston, Chicago, Illinois (the “Elston Property”); (f) a condominium unit located in Palatine, Illinois (the “Palatine Property”); (g) a condominium located at 3470 E. Coast Avenue, Unit #1003, Miami, Florida 33137 (the “Miami Property”); and (h) 36 vacant residential lots located near Palms Springs, California (the “Vacant Lots Property”).

3. As part of the marketing and sales process for the Real Estate Assets (subject to sale orders), the Receiver sought professional guidance in order to maximize the value of the Real Estate Assets. With respect to each Real Estate Asset, the details of each sale follows:

a. Chablis Property (Sale Closed).

4. The Receivership Order authorized Defendant Glenn C. Mueller (“Mueller”) to consummate a pending sale of the Chablis Property. [Dkt. 22, ¶ 40.] The Chablis Property closing occurred on September 20, 2019. In connection therewith, the Receiver (a) reviewed closing documents to ensure compliance with the Receivership Order; (b) ensured proper payment of the outstanding mortgage loan balance encumbering the Chablis Property; and (c) secured receipt of the remaining proceeds into the Receivership Estate. [*Id.* at ¶¶ 40(h)-(j).] The

Receivership Estate was paid \$3,882,611.02 at closing.²

5. Soon after the closing, the Receiver determined that the mortgage lender had failed to timely turn over a mortgage loan overpayment and tax escrow balance to the Receiver. Accordingly, the Receiver made a demand for turnover of the same and subsequently filed a *Motion to Enforce Receivership Order and For Entry of an Order Compelling J.P. Morgan Chase Bank, N.A. to Account for and Turn Over Receivership Assets to the Receiver* (the “Turnover Motion”). [Dkt. 53.] The Receiver and mortgage lender subsequently resolved the Turnover Motion consensually, resulting in the Receiver’s recovery of an additional (approximately) \$82,000.00 into the Receivership Estate.

b. Bartlett Lake Property (Sale Closed).

6. The Receiver engaged Essex Realty Group, Inc. (“Essex”) as real estate broker for the Bartlett Lake Property. [See Dkt. 62.] Additionally, the Receiver sought and obtained Court approval for sale procedures for the Bartlett Lake Property. [See Dkts. 72, 92.] On February 27, 2020, the Receiver filed his *Motion to Authorize Sale of Real Estate and Related Relief (Bartlett Property)* (the “Bartlett Sale Motion”). [Dkt. 110.] The Bartlett Sale Motion sought approval of the sale of the Bartlett Lake Property to Monument Capital Management IV, LLC, an affiliate of Monument Capital Management (the “Bartlett Buyer”), for a purchase price of \$19.3 million. Approval of the Bartlett Sale Motion was delayed due to Mueller’s assertion of a potential objection and the COVID-19 crisis. The objection was resolved consensually. On March 31, 2020, the Court entered an order approving the sale (the “Bartlett Sale Order”). [Dkt. 131.]

² With respect to all of the Real Estate Assets, the Receiver is still investigating the tax treatment of sales of the same and is working with his accountants to minimize any tax burden. As a result, all amounts realized or estimated at closings are in pre-tax dollars.

Under the relevant agreement, the sale was required to close on or before May 7, 2020.³

7. In the weeks immediately following entry of the Bartlett Sale Order, the COVID-19 crisis worsened, thereby negatively impacting, among other things, residential real estate values. As a result, the Bartlett Buyer requested certain concessions from the Receiver, including a purchase price reduction. The Receiver determined in his business judgment that preserving the transaction through a reasonable price reduction outweighed – and protected against – the risk and uncertainty of navigating a renewed marketing and sale process amidst the pandemic. Accordingly, the Receiver filed a motion seeking (i) approval of the sale to the Bartlett Buyer at a reduced purchase price (\$17.8 million) and (ii) related relief. [Dkt. 143.] On May 19, 2020, the Court entered an order approving the sale of the Bartlett Lake Property at the reduced purchase price. [Dkt. 147.]

8. On June 24, 2020, the sale of the Bartlett Lake Property closed. At closing, after payment of all encumbrances and closing costs (secured lender, commissions, etc.), the Receivership Estate realized \$7,810,079.26 in net proceeds from the sale of the Bartlett Lake Property. Shortly after closing, the lender for the Bartlett Lake Property refunded to the Receivership Estate \$230,029.20 in tax, insurance and reserve escrows. Post-closing, the Receiver received approximately \$34,000.00 relating to post-closing rental collections and pro-rations.

c. Surrey Property (Sale Closed).

9. The Receiver engaged 33 Realty as real estate broker for the Surrey Property. On December 10, 2019, the Receiver filed his *Motion for Court Approval of: (A) Rates to be Charged by Receiver's Real Estate Broker (Surrey Property) and (B) Sales Procedures (Surrey*

³ Under the executed contract, the buyer retained the option to extend the closing date by posting additional non-refundable earnest money.

Property). [See Dkt. 82.] On January 6, 2020, the Court granted this motion. [Dkt. 93.]

10. After completion of the marketing process, the Receiver selected an offer with which to proceed. On April 28, 2020, the Receiver filed his *Motion (1) to Authorize Sale of Real Estate and Related Relief (Surrey Property) and (2) For Partial Relief from the Court's COVID-19 Order* (the “Surrey Sale Motion”). [Dkt. 138.] The Surrey Sale Motion sought approval of the sale of the Surrey Property to Wildwood Property Ventures, LLC (the “Surrey Buyer”) for a purchase price of \$5.7 million.⁴ In the interest of efficiently closing the transaction during the COVID-19 crisis and related market uncertainty, the Receiver filed the Surrey Sale Motion while due diligence remained pending and the Surrey Buyer's financing contingency remained outstanding (i.e., the Receiver filed the Surrey Sale Motion so that any objection period and the due diligence/contingency period would run concurrently).

11. During due diligence, the Surrey Buyer identified certain issues with the Surrey Property, and the COVID-19 crisis continued to harm the real estate market. As a result, the Surrey Buyer requested a modest purchase price reduction. After good faith negotiations between the parties, the Receiver agreed to reduce the purchase from \$5.7 million to \$5.425 million in exchange for the Surrey Buyer's agreement to solidify the certainty of the transaction by (a) increasing its earnest money deposit from \$100,000 to \$400,000, and (b) waiving any outstanding due diligence and financing contingencies.

12. On May 29, 2020, the Receiver simultaneously filed a motion to withdraw the Surrey Sale Motion [Dkt. 153] and an amended motion for approval of the sale of the Surrey Property (the “Amended Surrey Sale Motion”). [Dkts. 152, 153.] The Amended Surrey Sale Motion sought approval of the sale of the Surrey Property to the Surrey buyer at the reduced

⁴ In a prior version of the Receiver's Liquidation Plan, the Receiver stated that he had obtained a broker opinion of value in excess of \$8 million. That valuation, however, was for all sixty (60) units – of which the Receivership Estate owned just forty-eight (48) – and was completed prior to the COVID-19 crisis.

purchase price. On June 2, 2020, the Court granted the Receiver's request to withdraw the Surrey Sale Motion. [Dkt. 155.] After the expiration of the relevant objection period, on June 17, 2020, the Court granted the Amended Surrey Sale Motion. [Dkt. 158.]

13. On July 24, 2020, the sale of the Surrey Property closed. At closing, after payment of all encumbrances and closing costs (secured lender, commissions, etc.), the Receivership Estate received **\$2,039,766.16** in net proceeds from the sale of the Surrey Property.⁵

d. Timber Lake Property (Sale Closed).

14. In order to maximize the value of the Timber Lake Property, the Receiver's professionals recommended completing the then-pending parking lot expansion (to increase occupancy) and securing additional tenants to rent vacant units (to demonstrate demand to potential buyers) in advance of marketing the Timber Lake Property for sale. Both of these recommended steps were completed.

15. In order to select a broker for the Timber Lake Property, the Receiver solicited broker proposals from five reputable local and national brokers, conducted interviews of such brokers and checked their references. After completion of this competitive process, the Receiver selected CBRE, Inc. ("CBRE") as broker. The Receiver then sought and received the Court's approval of the commission rate to be paid to the CBRE and the sales procedures for the Timber Lake Property. [See Dkts. 112 and 156.]

16. On September 22, 2020, the Receiver filed a motion seeking authority to sell the Timber Lake Property and related relief (the "Timber Lake Sale Motion"). [See Dkt. No. 183.] In summary, the Timber Lake Sale Motion: (a) sought authority to sell the Timber Lake Property to TMIF II Timber Lake LLC, an affiliate of Turner Impact Capital for **\$50.25 million**;

⁵ Here, the secured lender applied all escrow balances to reduce the loan balance to be paid at closing.

(b) described the marketing process for the Timber Lake Property and the Receiver's selection of the buyer; (c) sought authority to pay the relevant secured lender; and (d) sought to add as a receivership entity Timberwood Recreational Center, Inc., a fee owner of certain parcels of the Timber Lake Property. Mueller filed an objection to the Timber Lake Sale Motion asserting that more time should be given to another potential buyer that expressed interest in purchasing the Timber Lake Property for a higher price. After a hearing on the matter, the Court denied Mueller's objection, approved the sale of the Timber Lake Property and entered orders relating to the same. [See Dkt. Nos. 209, 214, 215.]

17. This sale closed on December 9, 2020, and the Estate received (a) \$27,299,163.97 in net proceeds from that sale; and (b) \$928,064.51⁶ in escrow return post-closing. The Receiver has also collected funds for post-closing rent prorations and real estate tax re-prorations as set forth in the relevant purchase agreement.

e. Elston Property (Sale Closed).

18. The Receiver engaged Millennium Properties R/E, Inc. ("MPI") as real estate broker for the Elston Property. On January 17, 2020, the Receiver filed his *Motion for Court Approval of (A) Rates to be Charged by Receiver's Real Estate Broker (Elston Property); (B) Sales Procedures (Elston Property); (C) Rates to be Charged by Receiver's Real Estate Broker (Vacant Lots Property); and (D) Sales Procedures (Vacant Lots Property)*. [See Dkt. 96.] On February 7, 2020, the Court granted this motion. [See Dkt. 106.] Pursuant to the sale procedures, MPI marketed the Elston Property for auction, which auction was to be held on March 19, 2020. Due to the onset of the COVID-19 crisis the week of the auction, the auction was postponed.

⁶ Total escrow funds on hand as of closing were \$929,064.51. However, the lender identified a \$1,000.00 charge that was mistakenly omitted from the lender's payoff letter and the Receiver agreed to allow the lender to offset this amount from the escrow funds.

19. During the continued marketing of the Elston Property, it became clear that a significant recovery was not likely with respect to this property. As a result, the Receiver sought to sell the Elston Property at the highest price in order to limit the claim the bank would have against the Receivership Estate and minimize potential dilution of recovery for the investors.

20. A buyer was located, and the Receiver sought and obtained court approval of the sale of the Elston Property for \$650,000.00. [See Dkt. Nos. 166, 178.] This sale closed on October 19, 2020. This sale did not result in proceeds for the Receivership Estate, but limited the bank's deficiency claim to \$13,821.97.

f. Miami Property (Sale Closed).

21. The Receiver engaged LG Realty Group, Inc. ("LG") to broker the Miami Property. LG marketed and solicited offers for the Miami Property for the Receiver's review and consideration. LG received offers in the \$220,000-\$235,000 range. The Receiver was finalizing an offer to purchase when the COVID-19 crisis started, and the pandemic ultimately prevented consummation of the transaction. As such, the Receiver was forced to continue to market this property, but the COVID-19 crisis impacted the marketing of the property because access to this condominium building was materially restricted.

22. On or about August 28, 2020, the Receiver received a \$198,000.00 all-cash offer with no financial contingencies. After negotiation and execution of a real estate contract, the Receiver sought and obtained court approval of the sale. [See Dkt. Nos. 180, 201.] This sale closed on November 17, 2020, and the Estate received **\$178,847.12** in net proceeds from that sale.

g. Palatine Property (Sale Closed).

23. The Receivership owned a condominium unit located at 486 Lake Shore Drive,

Palatine, Illinois 60067, Unit 486 (the “Palatine Property”). There have been no renters or operations with respect to the Palatine Property during the Receivership.

24. The Receiver sought and obtained authority to sell the Palatine Property for \$145,000. [See Dkts. 88, 92.] Closing occurred on February 10, 2020. There was no mortgage on this property, and, after payment of closing costs, the Receiver received **\$129,420.28** for the Estate.

h. Vacant Lots Property (Sale Closed).

25. The Receiver engaged First Team Real Estate (“First Team”) as real estate broker for the Vacant Lots Property. On January 17, 2020, the Receiver filed his *Motion for Court Approval of (A) Rates to be Charged by Receiver’s Real Estate Broker (Elston Property); (B) Sales Procedures (Elston Property); (C) Rates to be Charged by Receiver’s Real Estate Broker (Vacant Lots Property); (D) Sales Procedures (Vacant Lots Property)*, which was granted by the Court. [See Dkt. Nos. 96, 106.] Pursuant to the proposed sales procedures, First Team was marketing the Vacant Lots Property and procured an offer for \$36,000.00. On August 6, 2021, the Receiver filed his *Motion to Authorize Sale of Real Estate (California Vacant Lots) and For Related Relief* (the “Vacant Lots Sale Motion”). [Dkt. No. 276] On August 27, 2021, the Vacant Lots Sale Motion was granted an order approving same entered. [Dkt. No. 284]

26. Closing occurred on January 11, 2022. There was no mortgage on this property, and, after payment of closing costs, the Receiver received **\$22,782.13** for the Estate.

III. OTHER ASSETS

a. Securities Assets.

27. The Receivership Estate includes approximately 412,190 shares of stock in The Wellness Center USA, Inc. (“WCUP” and such shares the “Shares”), through the Charles Schwab

brokerage firm. The price per share as of December 31, 2021 was approximately \$0.02. While various creditors and insiders of the Northridge Entities claim ownership of the Shares, based on the advice of counsel and his financial consultants the Receiver has concluded that the WCUI shares should be treated and liquidated like any other asset of the receivership estate, with the proceeds distributed to investors in accordance with a court-approved distribution plan. The Receiver filed a motion seeking authority to sell the Shares, which was granted by the Court. [See Dkt Nos. 267, 270.]

28. As of this filing, the Shares have sold for a collective sale price of \$9,554.96. The Receiver, with the assistance of the Charles Schwab brokerage firm, continued to seek to liquidate the remaining Shares. Approximately 412,190 Shares remain unsold.

b. Glen Ellyn Property.

29. The Receiver asserted an interest in a house located at 22W371 Emerson Avenue, Glen Ellyn, Illinois 60137 (the “Glen Ellyn Property”). The Glen Ellyn Property was owned by Bruce and Cheryl Swift (together, the “Swifts”), acquaintances of Mueller (the Swifts are also investors in the Receivership Entities). Regarding the pre-Receivership arrangement, in or about June 2008, Northridge paid the Swifts \$70,000 for the right to rent out the Glen Ellyn Property and keep all related rental proceeds. Under this agreement, Northridge paid all expenses associated with the Glen Ellyn Property and kept all of the rents. Upon sale, the proceeds were to be split between the parties. While the deal seems to have been amended at times (both orally and possibly in writing), the essential terms of the deal have remained the same. The Receiver negotiated with the Swifts’ attorney to (a) place the Glen Ellyn Property on the market for sale; (b) share in some of the carrying costs; and (c) come to a settlement with respect to the division of the proceeds of a sale of the property. The Swifts were then paying the carrying costs on the

property (Northridge was doing so pre-Receivership). The Receiver sought and received Court approval of this settlement. [See Dkt. Nos. 134, 149.]

30. The sale of the Glen Ellyn Property closed on August 17, 2020 for \$269,900.00. The Receivership has received **\$18,188.76** pursuant to the settlement with the Swifts.

c. Rocky Ridge L.P.

31. Mueller owns a 50% interest in Rocky Ridge L.P. which, in turn, is the fee owner of a large piece of vacant real estate in North Dakota (the “North Dakota Property”). The Receiver negotiated with Mueller and his legal team to sell the property with proceeds escrowed subject to further order of the Court. (Mueller’s brother, Dale, also owns a percentage of this property either directly or indirectly through entity ownership.) The Receiver settled with Dale Mueller and Glenn Mueller pursuant to which the non-homestead part of the North Dakota Property (approximately 105 acres) would be sold to a buyer approved by the Receiver, and all of the proceeds of such sale (less commission and other closing costs and certain pre-closing costs to maintain the property) would be remitted to the estate and applied to future distributions. This settlement was approved by the Court. [Dkt. 360] The North Dakota Property (the portion subject to the settlement) was listed for sale and the Receiver accepted an offer for \$308,910.00. The Receiver’s legal team is working to finalize the written purchase agreement and related documents and anticipates filing a motion to approve sale in the very near future.

d. Life Insurance.

32. Receivership Defendant Amberwood Holdings Limited Partnership purchased a key man term life insurance policy on Mueller in the amount of \$5,000,000.00 (as the death benefit). The policy is a term policy so it has no current cash value. The monthly premium is approximately \$3,000, which the Receiver has confirmed is an excellent rate for someone of

Mueller's age (75). Based on the Receiver's further consultation with insurance market experts and brokers, it does not appear at this time that the policy has any material market value in part because of how the policy is structured. While the Receiver is continuing to evaluate all options related to the policy, including whether it can or should be assigned to a trust for the benefit of the applicable creditors of the Receivership, the Receiver currently anticipates abandoning the policy to Mueller at the end of the case, who would then be responsible for making further premium payments.

e. Litigation Claims.

33. The Receiver has identified potential litigation targets that can primarily be summarized as follows: (a) claims to recover receivables of the Receivership Defendants; (b) claims against "finders" to recover fees/commissions paid for sourcing investments in the Receivership Defendants; (c) claims against "net-winners" for amounts paid to investors over and above the cash that such investors put into the Receivership Defendants; and (d) numerous claims against the insiders of the Receivership Defendants. The Receiver also sought and received authority for settlement procedures with respect to settling claims valued at less than \$1 million. [See Dkt. Nos. 175, 191.]

34. With respect to the receivable claims, the Receiver has settled all viable claims.

35. With respect to the "finder" claims, the Receiver has settled all viable claims.

36. With respect to the "net winner" claims, the Receiver has settled all viable claims.

37. As of the date hereof, the Receiver has negotiated settlements for receivable, "finder" and "net-winner" claims collectively totaling (1) approximately \$610,000.00 in cash and (2) approximately \$676,000.00 in claim reductions — amounting to a total benefit to the Estate of approximately \$1,286,000.00. The Receiver believes he has collected substantially all of the

remaining receivable, “finder” and “net-winner” claims.

38. With respect to claims against insiders, the Receiver has sent demand letters and is working with the SEC to identify and quantify these claims. Settlement discussions are ongoing.

f. Tax Refunds.

39. The Receiver’s tax professionals have completed all outstanding tax returns. All are filed or will soon be filed. Presently, the Receiver estimates that the Receivership Entities are entitled to approximately \$430,000.00 in tax refunds, which the Estate has already received. These refunds relate to amounts paid the Illinois Department of Revenue on behalf of out-of-state investors as required by Illinois law. While the Receiver originally believed such payments were necessary, the Receiver’s filed returns and amended returns that assert no taxable gain.

45. As set forth in the Receiver’s Distribution Plan Motion (*See* Dkt. No. 272) and the Order Granting Receiver’s Motion for an Order Approving Distribution Plan and Certain Other Related Relief (the “Distribution Plan Order” or “DPO”) (Dkt. No. 288), the Receiver was authorized and in fact did deduct the amount of taxes paid on behalf of each relevant Investors from such Investor’s first interim distribution. These refunds are a subject to a Motion filed by the Receiver to reserve these refunds for the benefit of out-of-state investors as their distributions have been reduced to account for these payments. *See* Dkt. Nos. 306, 313.

g. Investigation Ongoing.

40. The Receiver is continuing to investigate the existence and nature of other assets and claims that may constitute Receivership Assets.

Dated: January 31, 2023

Respectfully submitted,

N. Neville Reid, Receiver

By: /s/ Ryan T. Schultz_____

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General Counsel to the Receiver

EXHIBIT B

(Group Exhibit – Operating Entity Financials)

Northridge Holdings, LTD.

Profit & Loss

October through December 2022

Oct - Dec 22

Ordinary Income/Expense

Expense

Bank Service Charges 15.00

Insurance

Workmen's Comp 150.00

Total Insurance 150.00

Internet 604.75

Payroll Expenses 15,317.76

Payroll Taxes

FICA 156.37

FUTA 0.00

Medicare 222.10

SUTA 27.74

Payroll Taxes - Other 142.49

Total Payroll Taxes 548.70

Penalties 27.96

Postage and Delivery 32.50

Rent 6,468.00

Repairs

Computer Repairs 3,414.83

Total Repairs 3,414.83

Telephone 1,700.00

Utilities

Gas and Electric 1,300.69

Total Utilities 1,300.69

Total Expense 29,580.19

Net Ordinary Income -29,580.19

Other Income/Expense

Other Income

Real Estate Refund 54.18

Total Other Income 54.18

Net Other Income 54.18

Net Income -29,526.01

Amberwood Holdings

Profit & Loss

October through December 2022

Oct - Dec 22

Ordinary Income/Expense

Expense

Bank Service Charges 15.00

Insurance

Life - Glenn 9,054.45

Total Insurance 9,054.45

Total Expense 9,069.45

Net Ordinary Income -9,069.45

Net Income -9,069.45

EXHIBIT C
(SFAR and Schedules)

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis

Receivership: Civil Court Case No. 1:2019cv05957

REPORTING PERIOD 10/01/2022 TO 12/31/2022

FUND ACCOUNTING (See Instructions):		Current Reporting Period 10/01/22 to 012/31/22			09/12/19 to 12/31/22
		Detail	Subtotal	Grand Total	Case to Date
Line 1	Beginning Balance (as of 7/1/2022)			\$22,095,557.48	
<i>Increases in Fund Balance:</i>					
Line 2	Business Income				\$117,317.98
Line 3	Cash and Securities				
Line 4	Interest/Dividend Income	\$7,252.38		\$7,252.38	\$171,839.66
Line 5	Business Asset Liquidation				\$43,334,849.32
Line 6	Personal Asset Liquidation				
Line 7	Third-Party Litigation	\$0		\$0	\$562,919.80
Line 8	Miscellaneous – Other				\$438.25
	Total Funds Available (Lines 1-8):			\$22,102,809.86	\$44,187,365.01
<i>Decreases in Fund Balance:</i>					
Line 9	Disbursements to Senior Secured Lenders/Investors	\$1,256,901.17		\$1,256,901.17	\$17,442,397.89
Line 10	Disbursements for Receivership Operations				
Line 10a	Disbursements to Receiver or Other Professionals	\$526,119.50		\$526,119.56	\$3,687,565.58
Line 10b	Business Asset Expenses	\$41,469.00		\$41,469.00	\$2,045,938.02
Line 10c	Personal Asset Expenses				
Line 10d	Hospital Settlements & Investment Expenses				
Line 10e	Third-Party Litigation Expenses				
	1. Attorney Fees				\$35,657.63
	2. Litigation Expenses				
	Total Third-party Litigation Expenses				
Line 10f	Tax Administrator Fees and Bonds	-			
Line 10g	Federal and State Tax Payments	\$37,318.00		\$37,318.00	\$734,803.70
	Total Disbursements for Receivership Operations		-	\$1,861,807.67	\$23,946,362.82
Line 11	Disbursements for Distribution Expenses Paid by the Fund:	-	-		
Line 11a	Distribution Plan Development Expenses:	-	-		
	1. Fees:	-	-		
	Fund Administrator	-	-		
	Independent Distribution Consultant (IDC)	-	-		
	Distribution Agent	-	-		
	Consultants	-	-		
	Legal Advisers	-	-		
	Tax Advisers	-	-		
	2. Administrative Expenses	-	-		
	3. Miscellaneous	-	-		
	Total Plan Development Expenses		-		
Line 11b	Distribution Plan Implementation Expenses:	-	-		
	1. Fees:	-	-		
	Fund Administrator	-	-		
	IDC	-	-		
	Distribution Agent	-	-		
	Consultants	-	-		
	Legal Advisers	-	-		

	Tax Advisers	-			
	2. Administrative Expenses	-			
	3. Investor Identification:	-			
	Notice/Publishing Approved Plan	-			
	Claimant Identification	-			
	Claims Processing	-			
	Web Site Maintenance/Call Center	-			
	4. Fund Administrator Bond	-			
	5. Miscellaneous	-			
	6. Federal Account for Investor	-			
	Restitution (FAIR) Reporting Expenses	-			
	<i>Total Plan Implementation Expenses</i>	-			
	Total Disbursements for Distribution Expenses Paid by the Fund		-	-	
Line 12	Disbursements to Court/Other:		-		-
Line 12a	<i>Investment Expenses/Court Registry</i>	-			
Line 12b	<i>Investment System (CRIS) Fees</i>	-			
	<i>Federal Tax Payments</i>	-			
	Total Disbursements to Court/Other:		-	-	-
	Total Funds Disbursed (Lines 9-12):			\$1,861,807.67	\$23,946,362.86
Line 13	Ending Balance (As of 12/31/22):			\$20,241,002.19	\$20,241,002.19
Line 14	Ending Balance of Fund - Net Assets:				
Line 14a	<i>Cash & Cash Equivalents</i>			\$31,068.35	\$31,068.35
Line 14b	<i>Investments</i>			Undetermined-	Undetermined-
Line 14c	<i>Other Assets or Uncleared Funds</i>			Investigating-	Investigating-
	Total Ending Balance of Fund - Net Assets			\$20,272,070.54	\$20,272,070.54

OTHER SUPPLEMENTAL INFORMATION:		10/01/22 to 12/31/22			09/12/19 to 12/31/22
		Detail	Subtotal	Grand Total	Case to Date
Line 15	Report of Items NOT To Be Paid by the Fund:				
	Disbursements for Plan Administration Expenses Not Paid by the Fund:	-	-		-
Line 15	<i>Disbursements for Plan Administration Expenses</i>	-			
Line 15a	<i>Plan Development Expenses Not Paid by the Fund:</i>	-			
	1. Fees:	-			
	Fund Administrator	-			
	IDC	-			
	Distribution Agent	-			
	Consultants	-			
	Legal Advisers	-			
	Tax Advisers	-			
	2. Administrative Expenses	-			
	3. Miscellaneous	-			
	<i>Total Plan Development Expenses Not Paid by the Fund</i>	-			
Line 15b	<i>Plan Implementation Expenses Not Paid by the Fund:</i>	-			
	1. Fees:	-			
	Fund Administrator	-			
	IDC	-			
	Distribution Agent	-			
	Consultants	-			
	Legal Advisers	-			
	Tax Advisers	-			
	2. Administrative Expenses	-			
	3. Investor Identification:	-			

	Notice/Publishing Approved Plan	-			
	Claimant Identification	-			
	Claims Processing	-			
	Web Site Maintenance/Call Center	-			
	4. Fund Administrator Bond	-			
	5. Miscellaneous	-			
	6. FAIR Reporting Expenses	-			
	Total Plan Implementation Expenses Not Paid by the Fund	-			
Line 15c	Tax Administrator Fees & Bonds Not Paid by the Fund	-			
	Total Disbursements for Plan Administrative Expenses Not Paid by the fund	-		-	
Line 16	Disbursements to Court/Other Not Paid by the Fund:	-	-		-
Line 16a	Investment Expenses/CRIS Fees	-			
Line 16b	Federal Tax Payments	-			
	Total Disbursements to Court/Other Not Paid by the Fund:	-		-	-
Line 17	DC & State Tax Payments	-	-		-
Line 18	No. of Claims:				
Line 18a	# of Claims Received This Reporting Period				0-
Line 18b	# of Claims Received Since Inception of Fund				0-
Line 19	No. of Claimants / Investors:				
Line 19a	# of Claimants / Investors Paid This Reporting Period		40		40-
Line 19b	# of Claimants / Investors Paid Since Inception of Fund				821-

Receiver:

By:

(signature)

N. Neville Reid

(printed name)

Receiver

(title)

Date:

1/30/23

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis
Receivership; Civil Court Case No. 1:2019cv05957
REPORTING PERIOD 10/1/22 - 12/31/22

Entity	Bank Name	Account Number	As of Date	Balance
Amberwood	Axos Bank	***0153	10/1/2022	\$ -
Azlan Group, LLC	Axos Bank	***0161	10/1/2022	\$ -
Brookstone Investment Group, Ltd	Axos Bank	***0179	10/1/2022	\$ -
Cornerstone Limited Partnership	Axos Bank	***0187	10/1/2022	\$ -
Eastridge Holdings, Ltd.	Axos Bank	***0195	10/1/2022	\$ -
Guardian Investment Group, Ltd.	Axos Bank	***0203	10/1/2022	\$ -
Northridge Holdings, Ltd.	Axos Bank	***0211	10/1/2022	\$ -
Paragon Group Limited	Axos Bank	***0229	10/1/2022	\$ -
Ridgeview Group I	Axos Bank	***0237	10/1/2022	\$ -
Southridge Holdings, Ltd.	Axos Bank	***0245	10/1/2022	\$ -
Unity Investment Group, Ltd.	Axos Bank	***0252	10/1/2022	\$ -
106 Surrey	Axos Bank	***0260	10/1/2022	\$ -
561 Deere Park	Axos Bank	***0278	10/1/2022	\$ -
610 Lincoln	Axos Bank	***0286	10/1/2022	\$ -
Timber Lake Apartments, LLC	Axos Bank	***0294	10/1/2022	\$ -
5097 Elston Limited Partnership	Axos Bank	***0302	10/1/2022	\$ -
5528 Hyde Park Limited Partnership	Axos Bank	***0310	10/1/2022	\$ -
106 Surrey Limited Partnership	Axos Bank	***0328	10/1/2022	\$ -
610 Lincoln Limited Partnership	Axos Bank	***0336	10/1/2022	\$ -
G&C Mueller Family Limited Partnership	Axos Bank	***0344	10/1/2022	\$ -
149 Mason Limited Partnership	Axos Bank	***0351	10/1/2022	\$ -
Beacon Foundation	Axos Bank	***0369	10/1/2022	\$ -
Willow Creek Landscaping LP	Axos Bank	***0377	10/1/2022	\$ -
139 Austin LP	Axos Bank	***0385	10/1/2022	\$ -
149 Mason/Trust #12655	Axos Bank	***0393	10/1/2022	\$ -
Mueller Painting & Decorating	Axos Bank	***0401	10/1/2022	\$ -
Ameritrade	Axos Bank	***0419	10/1/2022	\$ -
Northridge Holdings Recievership Settlement Fund	Axos Bank	***0591	10/1/2022	\$ 22,095,557.48
				<u>\$ 22,095,557.48</u>

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis
Receivership; Civil Court Case No. 1:2019cv05957
REPORTING PERIOD 10/1/22 - 12/31/22

Line 4 - INTEREST/DIVIDEND INCOME

Date	Bank Name	Account Name	Account No.	Payor	Description	Amount
10/2/2022	Axos	Northridge Holdings Receivership Settlement Fund (NHRSF)	0591	Axos Bank	Interest	\$ 2,049.25
10/31/2022	Axos	NHRSF	0591	Axos Bank	Interest	\$ 1,716.23
11/30/2022	Axos	NHRSF	0591	Axos Bank	Interest	\$ 1,726.99
12/31/2022	Axos	NHRSF	0591	Axos Bank	Interest	\$ 1,759.91
						<u>\$ 7,252.38</u>

Line 5-BUSINESS ASSET LIQUIDATION

Date	Bank Name	Account Name	Account No.	Payor	Description	Amount
						<u>\$ -</u>

Line 7 - THIRD PARTY LITIGATION

Date	Bank Name	Account Name	Account No.	Payor	Description	Amount
						<u>\$ -</u>

Increases in Funds Balance Lines 1-8 \$ 7,252.38

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis
Receivership; Civil Court Case No. 1:2019cv05957
REPORTING PERIOD 10/1/22 - 12/31/22

Line 9 Disbursements to Senior Secured Lenders/Investors

Date	Bank Name	Account Name	Account No.	Description	Amount
	Axos	NORTHRIDGE HOLDINGS RECEIVERSHIP SETTLEMENT FUND (NHRSF)	0591	Third Interim Distribution to Investors - FORGE TRUST CO.	\$ 935,182.61
10/3/2022	Axos	NHRSF	0591	Third Interim Distribution to Investors - CHARLES SCHWAB & CO., INC.	\$ 3,828.49
10/4/2022	Axos	NHRSF	0591	Third Interim Distribution to Investors - CHARLES SCHWAB & CO., INC.	\$ 44,446.80
10/4/2022	Axos	NHRSF	0591	Third Interim Distribution to Investors - CHARLES SCHWAB & CO., INC.	\$ 4,884.61
10/4/2022	Axos	NHRSF	0591	Third Interim Distribution to Investors - CHARLES SCHWAB & CO., INC.	\$ 8,104.92
10/5/2022	Axos	NHRSF	0591	Third Interim Distribution to Investors - CHARLES SCHWAB & CO., INC.	\$ 14,866.01
10/5/2022	Axos	NHRSF	0591	Third Interim Distribution to Investors - PROVIDENT TRUST GROUP	\$ 86,855.72
10/6/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 119	\$ 19,168.05
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 139	\$ 455.92
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 221	\$ 1,914.24
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 260	\$ 612.56
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 484	\$ 4,413.46
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 676	\$ 4,186.15
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 743	\$ 506.49
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 770	\$ 3,923.11
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 801	\$ 8,411.19
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 859	\$ 14,548.26
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 715	\$ 7,656.98
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 890	\$ 13,814.72
10/11/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 890 IRA	\$ 21,349.32
10/11/2022	Axos	NHRSF	0591	Return of Funds Sent in Error FRGE TST	\$ (8,104.92)
10/21/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 653 Reversal Check should be sent directly to Millennium Trust Company.	\$ (2,049.23)
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 264	\$ 3,073.79
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 265	\$ 6,994.62
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 265	\$ 2,934.68
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 407	\$ 13,016.86
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 574	\$ 2,126.44
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 616	\$ 3,828.49
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 653	\$ 4,341.50
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 653	\$ 2,049.23
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 677	\$ 3,105.91
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 775	\$ 1,886.91
10/25/2022	Axos	NHRSF	0591	Third interim distribution to Investor No. 793	\$ 3,828.49

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis
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REPORTING PERIOD 10/1/22 - 12/31/22

10/25/2022	Axos	NHRSF	0591 Distribution	\$	4,609.50
10/25/2022	Axos	NHRSF	0591 Third interim distribution to Investor No. 897	\$	918.84
10/25/2022	Axos	NHRSF	0591 Third interim distribution to Investor No. 653	\$	2,049.23
	Axos	NHRSF	0591 Third interim distribution to Investor No. 676		
10/29/2022			Reversal	\$	(4,186.15)
11/8/2022	Axos	NHRSF	0591 Third interim distribution to Investor No. 676	\$	4,186.15
12/15/2022	Axos	NHRSF	0591 Interim Distributions	\$	20,818.20
	Axos	NHRSF	0591		
12/16/2022			Interim distribution to Investor No. 531 Reversal	\$	(7,656.98)
				\$	<u>1,256,901.17</u>

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis
Receivership; Civil Court Case No. 1:2019cv05957
REPORTING PERIOD 10/1/22 - 12/31/22

Line 10a - Disbursements to Receiver or Other Professionals

Date	Bank Name	Account Name	Account No.	Payee	Description	Amount
	Axos	NORTHRIDGE HOLDINGS RECEIVERSHIP SETTLEMENT FUND (NHRSF)	0591			
12/15/2022				ALAP Limited	Northridge - Q2/3 2022 Fee Payments	9290.00
12/15/2022	Axos	NHRSF	0591		Northridge - Q2/3 2022 Fee Payments	6972.10
	Axos	NHRSF	0591			
12/20/2022				ALIXPARTNERS LLP	Q2/3 2022 Fee Payments (incl. current and prior holdbacks)	\$ 316,121.24
	Axos	NHRSF	0591		Q2/3 2022 Fee Payments (incl. Q4 2021)	\$ 63,947.04
12/20/2022	Axos	NHRSF	0591	FOX SWIBEL LEVIN & CARROLL LLP	Q2/3 2022 Fee Payments	\$ 107,334.12
12/20/2022	Axos	NHRSF	0591	KUTCHINS, ROBBINS & DIAMOND,	Q2/3 2022 Fee Payments	\$ 21,465.00
12/20/2022	Axos	NHRSF	0591	DICKLER KAHN SLOWIKOWSKI & Z	Q2/3 2022 Fee Payments	\$ 990.00
						\$ 526,119.50

Line 10b - Disbursements for Receivership Operations

Date	Bank Name	Account Name	Account No.	Payee	Description	Amount
	Axos	NHRSF	0591			
10/12/2022				Chicago Print Plus	Mailing Services - Third Interim Distribution; invoice # 96196	2264.00
	Axos	NHRSF	0591		Mailing Services - Notice of Third Interim Distribution; invoice #	
10/12/2022				Chicago Print Plus	96132	2559.00
	Axos	NHRSF	0591		Check creation; third interim distribution; invoice 236008	512.00
10/20/2022				Axos Fiduciary Services		
	Axos	NHRSF	0591	NORTHRIDGE HOLDINGS LTD		
12/7/2022					To enable payment of property- related expenses thru 1/31/23	\$ 36,134.00
						\$ 41,469.00

Line 10g - Disbursements for Federal and State Tax Payments

Date	Bank Name	Account Name	Account No.	Payee	Description	Amount
12/7/2022	Axos	NHRSF	0591	Illinois Department of Revenue	2021 Tax Liability	\$ 37,318.00
						\$ 37,318.00

Decreases in Funds Balance Lines 9-12 \$ 1,861,807.67

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis
Receivership; Civil Court Case No. 1:2019cv05957
REPORTING PERIOD 10/1/22 - 12/31/22

Entity	Bank Name	Account Number	As of Date	Balance
Amberwood	Axos Bank	***0153	12/31/2022	\$ -
Azlan Group, LLC	Axos Bank	***0161	12/31/2022	\$ -
Brookstone Investment Group, Ltd	Axos Bank	***0179	12/31/2022	\$ -
Cornerstone Limited Partnership	Axos Bank	***0187	12/31/2022	\$ -
Eastridge Holdings, Ltd.	Axos Bank	***0195	12/31/2022	\$ -
Guardian Investment Group, Ltd.	Axos Bank	***0203	12/31/2022	\$ -
Northridge Holdings, Ltd.	Axos Bank	***0211	12/31/2022	\$ -
Paragon Group Limited	Axos Bank	***0229	12/31/2022	\$ -
Ridgeview Group I	Axos Bank	***0237	12/31/2022	\$ -
Southridge Holdings, Ltd.	Axos Bank	***0245	12/31/2022	\$ -
Unity Investment Group, Ltd.	Axos Bank	***0252	12/31/2022	\$ -
106 Surrey	Axos Bank	***0260	12/31/2022	\$ -
561 Deere Park	Axos Bank	***0278	12/31/2022	\$ -
610 Lincoln	Axos Bank	***0286	12/31/2022	\$ -
Timber Lake Apartments, LLC	Axos Bank	***0294	12/31/2022	\$ -
5097 Elston Limited Partnership	Axos Bank	***0302	12/31/2022	\$ -
5528 Hyde Park Limited Partnership	Axos Bank	***0310	12/31/2022	\$ -
106 Surrey Limited Partnership	Axos Bank	***0328	12/31/2022	\$ -
610 Lincoln Limited Partnership	Axos Bank	***0336	12/31/2022	\$ -
G&C Mueller Family Limited Partnership	Axos Bank	***0344	12/31/2022	\$ -
149 Mason Limited Partnership	Axos Bank	***0351	12/31/2022	\$ -
Beacon Foundation	Axos Bank	***0369	12/31/2022	\$ -
Willow Creek Landscaping LP	Axos Bank	***0377	12/31/2022	\$ -
139 Austin LP	Axos Bank	***0385	12/31/2022	\$ -
149 Mason/Trust #12655	Axos Bank	***0393	12/31/2022	\$ -
Mueller Painting & Decorating	Axos Bank	***0401	12/31/2022	\$ -
Ameritrade	Axos Bank	***0419	12/31/2022	\$ -
Northridge Holdings Receivership Settlement Fund	Axos Bank	**0591	12/31/2022	\$ 20,241,002.19
				<u>\$ 20,241,002.19</u>

STANDARDIZED FUND ACCOUNTING REPORT for SEC v. Northridge Holdings, Ltd. et al - Cash Basis
Receivership; Civil Court Case No. 1:2019cv05957
REPORTING PERIOD 10/1/22 - 12/31/22

Line 13, 14a - Cash & Cash Equivalents

Bank Balance all accounts as of 12/31/2022

Line 13 Axos Bank \$ 20,241,002.19

Parkway Bank; First American Bank

Line 14a (operating accounts) \$ 31,068.35

Total (including Parkway/FAB operating) \$ 20,272,070.54

Line 14b - Investments

Real Property Assets of Receivership - value still being determined

Line 14c - Other Assets or Uncleared Funds

Other Assets of Receivership - Receiver is investigating

Account Name	Parkway Account/ (First American Bank)	Parkway Account/ (First American Bank)	Axos Account	Axos Balance
Amberwood Holdings	*1756	\$ 851.36	*0153	\$ -
Timberwood Recreational Center Inc	*1845	\$ -	N/A	\$ -
5528 Hyde Park LP	*2221	\$ -	*0310	\$ -
106 Surrey LP N	*2329	\$ -	*0328	\$ -
149 Mason LP N	*2337	\$ -	*0351	\$ -
610 Lincoln LP N	*2345	\$ -	*0336	\$ -
9620 Ivanhoe LP N	*2353	\$ -	N/A	\$ -
Azlan Group N	*2396	\$ -	*0161	\$ -
Beechwood Group I LP N	*2418	\$ -	N/A	\$ -
Brookstone Inv. Group N	*2426	\$ -	*0179	\$ -
Cornerstone LP N	*2434	\$ -	*0187	\$ -
Eastridge Holdings Ltd N	*2442	\$ -	*0195	\$ -
Guardian Inv. Group N	*2450	\$ -	*0203	\$ -
Paragon Group N	*2469	\$ -	*0229	\$ -
Ridgeview Group I N	*2477	\$ -	*0237	\$ -
Town Square Mgmt. N	*2485	\$ -	N/A	\$ -
Unity Inv. Group Ltd. N	*2493	\$ -	*0252	\$ -
Glen Ellyn Court Condo Assoc N	*2507	\$ -	N/A	\$ -
106 Surrey/Trust #14029 N	*2515	\$ -	*0260	\$ -
441-447 N LSD Dr Townhome Assoc N	*2523	\$ -	N/A	\$ -
480-486 N LSD Dr Townhome Assoc N	*2531	\$ -	N/A	\$ -
5097 Elston LP	*2558	\$ -	*0302	\$ -
Timberlake Apartments N	*2604	\$ -	*0294	\$ -
610 Lincoln/Trust #13741 N	*2612	\$ -	*0286	\$ -
561 Deere Park/Trust #14106 N	*2620	\$ -	*0278	\$ -
Southridge Holdings LTD I	*2639	\$ -	*0245	\$ -
Northridge Holdings LTD N	*2647	\$ 30,216.99	*0211	\$ -
G&C Mueller Family LP	*2353	\$ -	*0344	\$ -
Beacon Foundation	*9622	\$ -	*0369	\$ -
Willow Creek Landscaping LP	N/A	\$ -	*0377	\$ -
139 Austin LP	*2701(FAB)	\$ -	*0385	\$ -
149 Mason/Trust #12655	*7801(FAB)	\$ -	*0393	\$ -
Mueller Painting & Decorating	*7302(FAB)	\$ -	*0401	\$ -
Ameritrade	N/A	\$ -	*0419	\$ -
Northridge Holdings Receivership Settlement Fund			*0591	\$ 20,241,002.19
	Total Parkway Bank/ (First American Bank)	\$ 31,068.35	Total Axos Bank	\$ 20,241,002.19