

<p>DISTRICT COURT, DENVER COUNTY, COLORADO</p> <p>1437 Bannock Street Denver, CO 80202</p> <p>GERALD ROME, Securities Commissioner for the State of Colorado,</p> <p>Plaintiff,</p> <p>v.</p> <p>GARY DRAGUL, GDA REAL ESTATE SERVICES, LLC, and GDA REAL ESTATE MANAGEMENT, LLC,</p> <p>Defendants.</p>	<p>DATE FILED: August 29, 2018 4:20 PM FILING ID: 117E6D798E49D CASE NUMBER: 2018CV33011</p> <p>▲ COURT USE ONLY ▲</p>
<p>CYNTHIA H. COFFMAN, Attorney General ROBERT W. FINKE, 40756* First Assistant Attorney General SUEANNA P. JOHNSON, 34840* Senior Assistant Attorney General MATTHEW J. BOUILLON MASCARENAS, 46684* Assistant Attorney General Ralph L. Carr Judicial Building 1300 Broadway, 8th Floor Denver, CO 80203 Tel: (720) 508-6000 Fax: (720) 508-6037 robert.finke@coag.gov; sueanna.johnson@coag.gov matthew.bouillon@coag.gov *Counsel of Record <i>Attorney for Plaintiff, Gerald Rome, Securities Commissioner for the State of Colorado</i></p> <p>JEFFREY A. SPRINGER, 6793 Springer and Steinberg, P.C. 1600 Broadway, Suite 1200 Denver, CO 80202 Tel: (303) 861-2800 Fax: (303) 832-7116 jspringer@springersteinberg.com <i>Attorney for Defendants Gary Dragul, GDA Real Estate Services, LLC, and GDA Real Estate Management, LLC</i></p>	<p>Case No.: 2018 CV 33011</p> <p>Courtroom: 424</p>
<p align="center">STIPULATED MOTION TO VACATE PRELIMINARY INJUNCTION HEARING AND ENTER PRELIMINARY INJUNCTION ORDER</p>	

PLAINTIFF GERALD ROME, Securities Commissioner for the State of Colorado (“Commissioner”), by and through the Colorado Attorney General and undersigned counsel, and Defendants Gary Dragul, GDA Real Estate Services, LLC, and GDA Real Estate Management, LLC by and through Springer and Steinberg, P.C., hereby stipulate and agree as follows:

PROCEDURAL BACKGROUND

1. The Commissioner filed this action on August 15, 2018 by filing a Complaint for Injunctive and Other Relief (“Complaint”), together with a Verified *Ex Parte* Motion for Temporary Restraining Order and Preliminary Injunction, and Order to Freeze Assets, which sought injunctive and other relief.

2. The Court issued an *ex parte* Temporary Restraining Order and Order Freezing Assets on August 15, 2018.

3. The preliminary injunction hearing was originally scheduled for August 22, 2018.

4. The Defendants requested a continuance of the August 22nd preliminary injunction hearing upon opposition from the Commissioner. On August 22, 2018, while keeping the TRO in effect, the Court granted the continuance and rescheduled the preliminary injunction hearing for August 30, 2018.

STIPULATED AGREEMENT

In order to avoid the cost and uncertainty of litigation, the Commissioner and Defendants Gary Dragul, GDA Real Estate Services, LLC, and GDA Real Estate Management, LLC do stipulate and agree as follows:

5. A preliminary injunction shall issue enter, in the form attached hereto as EXHIBIT A, and all of its terms shall remain in effect throughout the duration of this above-captioned matter, or until further order of the Court.

6. The Defendants waive further service of the Preliminary Injunction Order, attached as EXHIBIT A, to the extent any service is required under C.R.C.P. 65.

7. The Defendants have voluntarily executed this Stipulation and understand the legal consequences of this Stipulation and accompanying Order.

8. The Court shall retain jurisdiction of this action and reserve the power to enter additional orders to effectuate the fair and orderly administration of this action as may be appropriate to ensure the Defendants' compliance with this Stipulation and Order.

9. The Defendants acknowledge that their failure to comply with this Stipulation and the Order may be punished by contempt.

10. Nothing in the Order shall be construed to limit or alter the powers granted to the Receiver that shall be appointed in the Stipulated Motion for Appointment of Receiver, filed contemporaneously with this Stipulation.

11. The Parties request that the preliminary injunction hearing scheduled for August 30, 2018 commencing at 8:30 AM be vacated upon entry of the attached Order.

Respectfully submitted this 29th day of August, 2018.

CYNTHIA H. COFFMAN
Attorney General

/s/ Sueanna P. Johnson

ROBERT FINKE, 40756*
First Assistant Attorney General
SUEANNA P. JOHNSON, 34840*
Senior Assistant Attorney General
MATTHEW J. BOUILLON MASCARENAS, 46684*
Assistant Attorney General
Financial and Health Services Unit
*Attorney for Plaintiff Gerald Rome, Securities
Commissioner*
*Counsel of Record

SPRINGER AND STEINBERG, P.C.

/s/ Jeffrey A. Springer

JEFFREY A. SPRINGER, 6793
*Attorney for Defendants Gary Dragul, GDA Real
Estate Services, LLC, and GDA Real Estate
Management, LLC*

<p>DISTRICT COURT, DENVER COUNTY, COLORADO</p> <p>1437 Bannock Street Denver, CO 80202</p> <p>GERALD ROME, Securities Commissioner for the State of Colorado,</p> <p>Plaintiff,</p> <p>v.</p> <p>GARY DRAGUL, GDA REAL ESTATE SERVICES, LLC, and GDA REAL ESTATE MANAGEMENT, LLC,</p> <p>Defendants.</p>	<p>DATE FILED: August 29, 2018 4:20 PM FILING ID: 117E6D798E49D CASE NUMBER: 2018CV33011</p> <p>▲ COURT USE ONLY ▲</p>
<p>BY THE COURT:</p>	<p>Case No.: 2018 CV 33011</p> <p>Courtroom: 424</p>
<p align="center">ORDER OF PRELIMINARY INJUNCTION</p>	

THIS MATTER is before the Court on the Stipulated Motion to Vacate Preliminary Injunction Hearing and Enter Preliminary Injunction Order (“Stipulated Motion”) filed by the Plaintiff, Gerald Rome, Securities Commissioner for the State of Colorado (“Commissioner”), and the Defendants, Gary Dragul, GDA Real Estate Services, LLC, and GDA Real Estate Management, LLC (collectively the “Defendants”). By entering into the Stipulated Motion, Defendants have neither admitted nor denied as true any of the allegations, grounds, or claims of liability asserted against them in the Complaint for Injunctive and Other Relief.

THEREFORE, IT IS ORDERED:

1. The Court has jurisdiction over the Defendants and the subject matter of this action.
2. Good cause is shown for the entry of this Order of Preliminary Injunction.
3. Defendants Gary Dragul, GDA Real Estate Services, LLC, GDA Real Estate Management, LLC, their officers, agents, servants, employees, successors and attorneys, as may be; any person who, directly or indirectly, through one or

<p>EXHIBIT</p> <p>A</p>

more intermediaries, controls, is controlled by, or is under the common control with the Defendants; and all those in active concert or participation with the Defendants who receive actual notice of the court's Order by personal service, facsimile or email transmission, or overnight delivery service, or otherwise, are preliminarily restrained and enjoined from engaging in the following acts:

a. Offering to sell or selling any security unless it is registered pursuant to §§11-51-302, 303, or 304, C.R.S., or successor statute or exempt from registration pursuant to sections 11-51-307, 308, or 309, C.R.S., or successor statutes; and

b. Engaging in business in Colorado as a securities broker-dealer, sales representative, investment adviser, or investment adviser representative, as may be, in violation of §§ 11-51-401 and 402, C.R.S., or successor statute; and

c. In connection with the offer, sale, or purchase, of any security or investment in Colorado, directly or indirectly:

i. Employing any device, scheme or artifice to defraud;

ii. Making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

iii. Engaging in any action, practice or course of business which operates or would operate as a fraud or deceit upon any person; in violation of § 11-51-501, C.R.S., or successor statute.

d. Destroying, mutilating, altering or in any other way dissipating the books and records of GDA Real Estate Services, LLC and GDA Real Estate Management, LLC, including but not limited to any electronic documents such as e-mails, computer files, or any other electronic record kept in any form whatsoever, and further including documents of any entity affiliated with, controlled by, or in which investor funds were deposited by Gary Dragul or his agents or employees or affiliates, GDA Real Estate Services, LLC, or GDA Real Estate Management, LLC.

e. Engaging in any conduct in violation of any provision of the Colorado Securities Act.

4. The Defendants, their affiliates, agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them who receive actual notice of this order by personal service or otherwise, and each of

them, shall hold and retain within their control, and otherwise prevent any disposition, transfer, pledge, encumbrance, assignment, dissipation, concealment, or other disposal whatsoever of any of their funds or assets or things of value presently held by them, under their control, or over which they exercise actual or apparent investment or other authority, in whatever form such assets may presently exist and wherever located. This paragraph shall apply to all of the assets and property of Gary Dragul, to the extent such assets and property were derived directly or indirectly from GDA Real Estate Services, LLC or GDA Real Estate Management, LLC or any other entity managed by Gary Dragul, or any entity in which Gary Dragul received investor funds.

5. Nothing in this Order shall be deemed to modify or limit the powers granted to the Court Appointed Receiver, as appointed by this Court in an order dated _____.

6. To the extent that any asset or account of Dragul, GDA Real Estate Services, LLC, or GDA Real Estate Management or entities managed or controlled by those Defendants are not governed by the Order Appointing Receiver, the Order Freezing Assets entered on August 15, 2018 shall not be extended during the duration of the preliminary injunction. Specifically, the escrow account held by Fidelity National Title Insurance Company pursuant to the Amended and Restated Escrow Agreement dated August 5, 2015, for environmental remedial work at 6460 E. Yale Avenue, Denver, CO 80222, as it relates to the January 20, 2015 stipulation and order entered in *Colorado Department of Public Health and Environment vs. YM Retail 07A, LLC et al*, Denver Dist. Ct. Case No. 13-CV-33076 and the November 2, 2015 first amended order appointing Receiver in *MLMT 2005-LC1 Yale Retail, LLC v. YM Retail 07 A, LLC* is not subject to the terms of this Order.

7. The preliminary injunction hearing scheduled for August 30, 2018 at 8:30 AM is hereby vacated.

DONE this ___ day of _____, 2018.

BY THE COURT:

MARTIN F. EGELHOFF
Denver District Court Judge

<p>DISTRICT COURT, DENVER COUNTY, COLORADO</p> <p>1437 Bannock Street Denver, CO 80202</p> <p>GERALD ROME, Securities Commissioner for the State of Colorado,</p> <p>Plaintiff,</p> <p>v.</p> <p>GARY DRAGUL, GDA REAL ESTATE SERVICES, LLC, and GDA REAL ESTATE MANAGEMENT, LLC,</p> <p>Defendants.</p>	<p>DATE FILED: August 29, 2018 4:20 PM FILING ID: 117E6D798E49D CASE NUMBER: 2018CV33011</p> <p style="text-align: center;">▲ COURT USE ONLY ▲</p>
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THEREFORE, IT IS ORDERED:

1. The Court has jurisdiction over the Defendants and the subject matter of this action.
2. Good cause is shown for the entry of this Order of Preliminary Injunction.
3. Defendants Gary Dragul, GDA Real Estate Services, LLC, GDA Real Estate Management, LLC, their officers, agents, servants, employees, successors and attorneys, as may be; any person who, directly or indirectly, through one or

more intermediaries, controls, is controlled by, or is under the common control with the Defendants; and all those in active concert or participation with the Defendants who receive actual notice of the court's Order by personal service, facsimile or email transmission, or overnight delivery service, or otherwise, are preliminarily restrained and enjoined from engaging in the following acts:

a. Offering to sell or selling any security unless it is registered pursuant to §§11-51-302, 303, or 304, C.R.S., or successor statute or exempt from registration pursuant to sections 11-51-307, 308, or 309, C.R.S., or successor statutes; and

b. Engaging in business in Colorado as a securities broker-dealer, sales representative, investment adviser, or investment adviser representative, as may be, in violation of §§ 11-51-401 and 402, C.R.S., or successor statute; and

c. In connection with the offer, sale, or purchase, of any security or investment in Colorado, directly or indirectly:

i. Employing any device, scheme or artifice to defraud;

ii. Making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

iii. Engaging in any action, practice or course of business which operates or would operate as a fraud or deceit upon any person; in violation of § 11-51-501, C.R.S., or successor statute.

d. Destroying, mutilating, altering or in any other way dissipating the books and records of GDA Real Estate Services, LLC and GDA Real Estate Management, LLC, including but not limited to any electronic documents such as e-mails, computer files, or any other electronic record kept in any form whatsoever, and further including documents of any entity affiliated with, controlled by, or in which investor funds were deposited by Gary Dragul or his agents or employees or affiliates, GDA Real Estate Services, LLC, or GDA Real Estate Management, LLC.

e. Engaging in any conduct in violation of any provision of the Colorado Securities Act.

4. The Defendants, their affiliates, agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them who receive actual notice of this order by personal service or otherwise, and each of

them, shall hold and retain within their control, and otherwise prevent any disposition, transfer, pledge, encumbrance, assignment, dissipation, concealment, or other disposal whatsoever of any of their funds or assets or things of value presently held by them, under their control, or over which they exercise actual or apparent investment or other authority, in whatever form such assets may presently exist and wherever located. This paragraph shall apply to all of the assets and property of Gary Dragul, to the extent such assets and property were derived directly or indirectly from GDA Real Estate Services, LLC or GDA Real Estate Management, LLC or any other entity managed by Gary Dragul, or any entity in which Gary Dragul received investor funds.

5. Nothing in this Order shall be deemed to modify or limit the powers granted to the Court Appointed Receiver, as appointed by this Court in an order dated _____.

6. To the extent that any asset or account of Dragul, GDA Real Estate Services, LLC, or GDA Real Estate Management or entities managed or controlled by those Defendants are not governed by the Order Appointing Receiver, the Order Freezing Assets entered on August 15, 2018 shall not be extended during the duration of the preliminary injunction. Specifically, the escrow account held by Fidelity National Title Insurance Company pursuant to the Amended and Restated Escrow Agreement dated August 5, 2015, for environmental remedial work at 6460 E. Yale Avenue, Denver, CO 80222, as it relates to the January 20, 2015 stipulation and order entered in *Colorado Department of Public Health and Environment vs. YM Retail 07A, LLC et al*, Denver Dist. Ct. Case No. 13-CV-33076 and the November 2, 2015 first amended order appointing Receiver in *MLMT 2005-LC1 Yale Retail, LLC v. YM Retail 07 A, LLC* is not subject to the terms of this Order.

7. The preliminary injunction hearing scheduled for August 30, 2018 at 8:30 AM is hereby vacated.

DONE this ___ day of _____, 2018.

BY THE COURT:

MARTIN F. EGELHOFF
Denver District Court Judge