

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

CASE NO.: 23-24903-CIV-JB

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

RISHI KAPOOR; *et al.*,

Defendants.

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**AGREED ORDER GRANTING IN PART RISHI KAPOOR'S MOTION TO  
STAY STATE COURT PROCEEDINGS AND PERMIT SALE  
OF ASSET SUBJECT TO ASSET FREEZE**

**THIS CAUSE** came before the Court upon Defendant Rishi Kapoor's Motion to Stay State Court Proceedings and Permit Sale of Asset Subject to Asset Freeze. ECF No. [94]. Upon due consideration of the Motion, being advised that the relief set forth in this order is agreed to by Rishi Kapoor, the Receiver, the Securities and Exchange Commission, and Los Pinos Acquisition, LLC ("Lender"), it is hereby **ORDERED AND ADJUDGED** that Defendant Rishi Kapoor's Motion, ECF No. [94], is **GRANTED IN PART** as stated herein:

1. Rishi Kapoor shall direct the dismissal of the bankruptcy case filed by 7233 Los Pinos, LLC ("7233 Los Pinos" or "Debtor"), with prejudice for a period of at least 360 days. This Order shall become effective upon the dismissal of the 7233 Los Pinos bankruptcy case.

2. The Court finds that the property at 7233 Los Pinos Blvd, Coral Gables FL, 33134 (the "Property") and any proceeds thereof are subject to the Asset Freeze

Order.

3. Upon dismissal of the bankruptcy case in accordance with Paragraph 1, the Asset Freeze Order, ECF#10, is modified in part solely to provide that 7233 Los Pinos shall be permitted to sell the Property subject to the terms herein.

4. The terms of any sale shall be fully disclosed to and approved by the Receiver and the Securities and Exchange Commission ("SEC") in advance of sale, or subject to the approval of this Court upon motion if no such agreement is reached. All terms of any proposed sale, offers on the Property, and/or any information relating to the Property shall be shared with the Lender.

5. 7233 Los Pinos is authorized to retain Boschetti Realty Group as listing agent for the Property in accordance with the terms set forth in the Exclusive Right of Sale Listing Agreement attached to the Debtor's Amended Application for Employment of Boschetti Realty Group as Exclusive Real Estate Broker filed in the bankruptcy court on May 9, 2024.

6. No insider of the Debtor (including but not limited to Jennie Frank Kapoor and Rishi Kapoor) shall be the listing agent or otherwise participate as a professional in the sale of the Property. Nor shall any insider of the Debtor (including but not limited to Jennie Frank Kapoor and Rishi Kapoor) be permitted to receive any commission or other compensation from the sale of the Property.

7. All net proceeds from the sale of the Property, after satisfaction of valid non-insider liens against the Property (i.e., the Lender, and those claims listed as undisputed secured claims in the Debtor's bankruptcy schedules), shall be escrowed

with Receiver's counsel pending a determination as to entitlement by this Court. Bankruptcy Court approved fees and costs of counsel for 7233 Los Pinos (up to \$60,000, after application of the retainer held by Debtor's counsel) shall be paid from the proceeds of sale of the Property as a creditor of 7233 Los Pinos.

8. In the event there are net proceeds from the sale of the Property after the payment of the amounts set forth in paragraph 7, the Receiver will propose procedures for all remaining creditors of 7233 Los Pinos not paid at closing to submit claims for the Receiver and Court to consider, and the Court shall adjudicate the amount and entitlement of such claims.

9. Upon the earlier of expiration of the Foreclosure Stay Period or 145 days from the date of this Order, the parties in the state foreclosure action commenced by Lender ("Foreclosure Action") shall submit a proposed final judgment consented to by 7233 Los Pinos LLC and Kapoor LLC that sets a foreclosure sale not earlier than 165 days after the date of the bankruptcy dismissal. Lender shall be permitted to serve all additional defendants added in the Amended Complaint, and prosecute through to judgment against the additional defendants.

10. The Foreclosure Action shall be partially stayed for a period of 90 days from the date of the dismissal of the 7233 Los Pinos bankruptcy case ("Foreclosure Stay Period"). The stay shall apply to all actions other than those identified in the immediately preceding paragraph. The Foreclosure Stay Period may be extended for up to an additional 90 days upon the written request of the Receiver prior to the expiration of the initial 90-day period. Unless extended, the Foreclosure Stay Period

expires without further action by the Receiver or the Court; however, in no event shall the Foreclosure Stay Period extend beyond the second 90-day period, which also expires without further action by the Receiver or the Court.

11. Lender's debt shall accrue interest at all times at the default rate. However, if 7233 Los Pinos enters into a bona fide contract (as determined by the Receiver) for sale of the Property within ninety (90) days of the date of this Order, then Lender shall provide borrower a credit at closing of an amount equal to the difference between the contract non-default rate and the default rate, limited to the aforesaid ninety (90) days). If 7233 Los Pinos does not enter into a bona fide contract during said ninety (90) days, then 7233 Los Pinos shall not be entitled to any credit.

12. In the event that 7233 Los Pinos does not sell the Property prior to the expiration of the initial Foreclosure Stay Period, and the Receiver elects not to extend the Foreclosure Stay Period, Lender agrees to provide Receiver an amount equal to the difference between default rate and contract non-default rate for an accrual period of ninety (90) days as consideration for not electing to extend the Foreclosure Stay Period.

13. 7233 Los Pinos shall provide reasonable access to the Property upon request from the Receiver or the Lender. The Receiver and Lender shall be permitted to communicate with Boschetti Realty Group regarding the sale process, and all offers for the Property shall be conveyed to Receiver and Lender upon receipt.

14. Nothing in this order is intended to or shall be construed as having the effect of altering any claims, rights or interests of the Receiver, the SEC, Mr. Kapoor,

Kapoor LLC, or Mrs. Kapoor, or any other person or entity with regard to the Property or the proceeds thereof, or any defenses thereto.

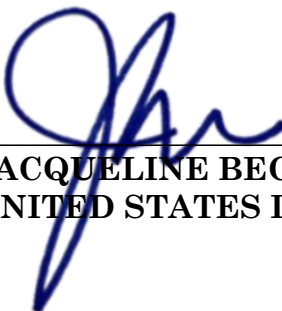
15. All other relief sought in Rishi Kapoor's Motion to Stay State Court Proceedings and Permit Sale of Asset Subject to Asset Freeze, ECF No. [94], is **denied**.

16. 7233 Los Pinos shall promptly move to dismiss the bankruptcy and, in the dismissal order, provide that it cannot file for bankruptcy for 360 days after dismissal. If 7233 Los Pinos fails to obtain a dismissal within thirty (30) days from the date of this Order, the Foreclosure Stay Period is lifted automatically.

17. 723 Los Pinos must maintain insurance on the Property. 7233 Los Pinos' failure to maintain insurance shall result in an automatic termination of the Foreclosure Stay Period upon Receiver filing a notice with the Court of termination of the insurance.

18. The Kapoors must vacate the Property by no later than the earlier of: (i) closing on the sale of the Property; (ii) 45 days from the expiration of Foreclosure Stay Period or (iii) 166 days from the date of this Order unless further extended by the Receiver at Receiver's discretion.

**DONE AND ORDERED** in Miami, Florida this 3rd day of June, 2024.

  
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**JACQUELINE BECERRA**  
**UNITED STATES DISTRICT JUDGE**