

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION
Civil Action No: 1:13-cv-1036

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ROBERT A. HELMS; ET AL.,

Defendants,

and

WILLIAM L. BARLOW, and GLOBAL
CAPITAL VENTURES, LLC,

Relief Defendants, solely for the
purposes of equitable relief.

UNOPPOSED MOTION
TO INTERVENE

Philip Gaucher (“Gaucher”) files this Motion to Intervene in order to oppose the motion of the court-appointed receiver in this matter (the “Receiver”) seeking to compel the production of privileged documents. (*See* Doc. No. 162). Neither the Receiver nor the S.E.C. opposes the Motion to Intervene for the limited purpose of permitting Gaucher to oppose the portion of the Receiver’s Motion to Compel, filed on December 24, 2014, that is directed at Gaucher. In further support thereof, Gaucher shows the Court the following:

FACTUAL BACKGROUND

Gaucher possesses an interest in an entity named Cambrian Royalties, LLC, which is a member of Clovis Capital Ventures, LLC (“Clovis”), an Intervenor in this matter. Through Gaucher’s involvement with Clovis in this respect, the Receiver issued a subpoena to Gaucher on

June 12, 2014. (*See* Doc. No. 162 Exh. A). Despite the fact that Gaucher partially complied with the subpoena on July 18, 2014, and fully complied with the subpoena on September 18, 2014, the Receiver has moved to compel the production of further documentation from Gaucher.

Gaucher seeks to oppose the relief sought by the Receiver on the grounds that the documents the Receiver seeks are privileged and are thus protected from disclosure. However, Gaucher is not a party to this lawsuit. Therefore, Gaucher seeks to intervene for the limited purpose of opposing the portion of the Receiver's Motion to Compel (Doc. No. 162) that is directed at Gaucher.

LEGAL ARGUMENT

I. Intervention as of Right

When existing parties to a lawsuit do not adequately represent the interests of a non-party seeking to intervene, Federal Rule of Civil Procedure 24(a) requires this Court to permit intervention if the non-party "claims an interest relating to the property or transaction that is the subject of the action, and is so situated that disposing of the action may as a practical matter impair or impede the movant's ability to protect its interest." The portion of the Receiver's Motion to Compel that is directed at Gaucher clearly places Gaucher's interests at issue. If Gaucher is denied the opportunity to intervene, he will have no other legal avenue through which to protect his interests. Therefore, because the Receiver has filed a Motion to Compel directed at Gaucher, and because Gaucher is so situated that disposing of the Motion to Compel without permitting intervention would prevent Gaucher from protecting his interests, Gaucher is entitled to intervene as of right under Rule 24(a) as a matter of due process.

II. Permissive Intervention

Alternatively, the Court may permit any non-party to intervene if the non-party “has a claim or defense that shares with the main action a common question of law or fact.” Fed. R. Civ. P. 24(b)(1)(B). In his Motion to Compel, the Receiver seeks to compel Clovis and Gaucher to produce documents for the same reasons. The defenses of Clovis and Gaucher will be similar and will undoubtedly share common questions of law and fact. In addition, because Gaucher seeks to intervene for the limited purpose of opposing the Receiver’s Motion to Compel, permitting Gaucher to intervene will not unduly delay the proceedings. *See* Fed. R. Civ. P. 24(b)(3). Therefore, as an alternative to intervention as of right under Rule 24(a), this Court should in the least permit Gaucher to intervene under Rule 24(b)(1)(B).

CONCLUSION

Rule 24 supports Gaucher’s position that the Court should grant his Motion to Intervene. If the Court were to deny this relief, Gaucher would be unable to protect his interests by opposing the relief sought by the Receiver. Simply put, Gaucher should not be left without an opportunity to respond to the Receiver’s Motion to Compel.

For the foregoing reasons, Gaucher respectfully requests that the Court grant its Unopposed Motion to Intervene for the limited purpose stated herein. Pursuant to Federal Rule of Civil Procedure 24(c), Gaucher has attached hereto as **Exhibit A** his Opposition to the Receiver’s Motion to Compel. Further, pursuant to Local Rule 7(g), a Proposed Order granting Clovis’ Motion to Intervene is attached hereto as **Exhibit B**.

Submitted, this 30th day of December, 2014.

/s/ William R. Terpening

William R. Terpening
Admitted Pro Hac Vice

Charles G. Miller
Texas Bar No. 14061810

NEXSEN PRUET, PLLC
227 West Trade Street, Suite 1550
Charlotte, NC 28203
Telephone: (704) 338-5358
Facsimile: (704) 805-4735

Attorneys for Philip Gaucher

CERTIFICATE OF CONFERENCE

Pursuant to Local Rule 7(i), Counsel for Gaucher has made a good-faith effort to reach an agreement with the Receiver and the S.E.C. with regard to the instant Motion. Neither the Receiver nor the SEC oppose this Motion to Intervene for the limited purpose of permitting Gaucher to oppose the Receiver's Motion to Compel (Doc. No. 162).

/s/ William R. Terpening
Attorney for Philip Gaucher

CERTIFICATE OF SERVICE

I certify that I filed the foregoing **UNOPPOSED MOTION TO INTERVENE** which will serve all registered counsel of record as follows:

Timothy S. McCole
Christopher Davis
801 Cherry Street
Fort Worth, Texas 76102
Counsel for the Securities and Exchange Commission

Thomas L. Taylor III (Court Appointed Receiver)
4550 Post Oak Place Drive
Suite 241
Houston, Texas 77027-3117

Counsel for Defendants Vendetta Royalty Partners, Ltd.; Vendetta Royalty Management, LLC; Vesta Royalty Partners, LP; Vesta Royalty Management, LLC; Iron Rock Royalty Partners, LP; Iron Rock Royalty Management, LLC; Arcady Resources, LLC; Barefoot Minerals, GP; G3 Minerals, LLC; Haley Oil Company, Inc.; Lake Rock, LLC; Sebud Minerals, LLC; and Technicolor Minerals, GP

Jack D. Ballard
Ballard & Littlefield, LLP
3700 Buffalo Speedway
Suite 250
Houston, TX 77098

Donald Littlefield
Ballard & Littlefield, LLP
16475 Dallas Parkway
Suite 400
Dallas, TX 75001

Robert A. Helms
11708 Rydalwater Lane
Austin, TX 78754

Janniece S. Kaelin
11708 Rydalwater Lane
Austin, Texas 78754

I further certify that I served the foregoing **UNOPPOSED MOTION TO INTERVENE** upon the unrepresented parties via US Mail as follows:

Deven Sellers
7607 Coors Court
Arvada, Colorado 80003

Roland Barrera
1762 Kenwood Place Unit H
Costa Mesa, California 92627

This the 30th day of December, 2014.

/s/ William R. Terpening
Attorney for Philip Gaucher

Exhibit A

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION
Civil Action No: 1:13-cv-1036

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ROBERT A. HELMS; ET AL.,

Defendants,

and

WILLIAM L. BARLOW, and GLOBAL
CAPITAL VENTURES, LLC,

Relief Defendants, solely for the
purposes of equitable relief.

**INTERVENOR PHILIP
GAUCHER'S OPPOSITION TO
RECEIVER'S MOTION TO
COMPEL THE PRODUCTION
OF DOCUMENTS**

Philip Gaucher ("Gaucher") files this Opposition to the Receiver's Motion to Compel the Production of Documents (Doc. No. 162).

INTRODUCTION

The court-appointed receiver in this matter (the "Receiver") moves the Court to compel the production of documents from Philip Gaucher ("Gaucher"), who is not a party to this case. As a result, Gaucher was forced to file a motion to intervene so that he would be permitted to oppose the Receiver's Motion to Compel.¹ More specifically, in response a subpoena issued by

¹ As explained below, Gaucher opposes the Receiver's Motion to Compel for many of the same reasons that Clovis Capital Ventures, LLC ("Clovis") opposes the Motion to Compel. Unless otherwise expressly stated, all relevant arguments made in Clovis' Opposition to the Receiver's Motion to Compel are hereby incorporated fully as if made expressly herein.

the Receiver (*see* Doc. No. 162 Exh. A), Gaucher fully complied with the subpoena by appearing to testify, producing voluminous documentation, and providing the Receiver with a privilege log identifying documents properly withheld based on privilege as required by Federal Rule of Civil Procedure 45(e)(2)(A). Indeed, on July 18, 2014, Gaucher partially satisfied the subpoena by producing over 10,000 pages of documents along with a privilege log (*see* Attachment A), and he supplemented that production and completely satisfied the subpoena on September 18, 2014 by producing almost 10,000 additional pages of requested documentation along with a revised privilege log (*see* Attachment B). Now, more than three months after Gaucher completely satisfied the subpoena, and more than five months after Gaucher made his initial production, the Receiver seeks the Court's involvement to compel Gaucher to produce communications between Gaucher—as a representative of Clovis Capital Ventures, LLC's ("Clovis")—and Clovis' attorney Avery Chapman ("Chapman").²

As a threshold matter, the inclusion of Gaucher in this Motion to Compel is troublesome and arguably inappropriate but is nonetheless consistent with the unorthodox and wayward procedural maneuvers implemented by the Receiver since the inception of this case. For instance, the Receiver makes the argument that Gaucher has waived privilege regarding certain documents pursuant to the offensive use doctrine because Gaucher is allegedly using those documents to seek affirmative relief. But of course, Gaucher as a non-party up to this point, could not possibly be seeking affirmative relief from the Court. Indeed, Gaucher is not even subject to this Court's Ancillary Scheduling Order which permits the underlying Motion to Compel in the first place. (*See* Doc. No. 149). Furthermore, Gaucher fully complied with the subpoena issued to him—and provided the Receiver with a complete privilege log—on

² The Receiver indicates that his Motion to Compel is limited to communications involving Avery Chapman. (*See* Doc. No. 162 at 2 n.2).

September 18, 2014. (*See Attachment B*). The Receiver has waited over three months to complain about some of the privileged documents, and has waited over five months to complain about others. Therefore, this untimely Motion to Compel, which erroneously lumps a non-party (Gaucher) in with an intervenor (Clovis), and proceeds to advance outlandish arguments against him, should be dismissed summarily.

In addition, the Receiver hand-picks certain testimony (and disregards contrary testimony that he himself obtained through deposition inquiry) to argue that Chapman was not Clovis' attorney. He further asserts the offensive use doctrine against Gaucher. However, Chapman, who has every reason to lie in order to protect himself, as explained in Clovis' Opposition to the Receiver's Motion to Compel, was undoubtedly Clovis' lawyer, and Gaucher does not seek affirmative relief from the Court, which nullifies the application of the offensive use doctrine. For these reasons, the Court should deny the Receiver's Motion to Compel.

ARGUMENT

I. BECAUSE CHAPMAN SERVED AS COUNSEL FOR CLOVIS, COMMUNICATIONS BETWEEN CLOVIS, GAUCHER, AND CHAPMAN ARE PRIVILEGED.

The Receiver's primary argument in support of his Motion to Compel is that the attorney-client privilege and the work product doctrine are inapplicable because Chapman was not Clovis' attorney. For the same reasons explained in Clovis' Opposition to the Receiver's Motion to Compel, which is filed herewith, the Court should deny the Receiver's Motion to Compel as it relates to Gaucher because Chapman was Clovis' attorney, making communications with Chapman (including communication between Chapman and Gaucher, acting as a representative of Clovis) privileged. Gaucher likewise requests that the Court make a finding on the record that Chapman was Clovis' attorney at all relevant times.

II. THE OFFENSIVE USE DOCTRINE IS INAPPLICABLE BECAUSE GAUCHER HAS NOT SOUGHT AFFIRMATIVE RELIEF.

The Receiver's second argument is that Gaucher has waived privilege under the offensive use doctrine. For the same reasons explained in Clovis' Opposition to the Receiver's Motion to Compel, which is filed herewith, the offensive use doctrine is inapplicable because Gaucher does not seek the requisite affirmative relief from the Court, which nullifies application of the offensive use doctrine. Indeed, the Receiver's argument in this respect is preposterous because to this point, Gaucher has not been a party to this lawsuit. Therefore, he could not possibly have sought affirmative relief from the Court.³

CONCLUSION

For the reasons set forth herein and those explained in Clovis' Opposition the Receiver's Motion to Compel, the Court should deny the Receiver's Motion to Compel as it relates to Gaucher. Gaucher also requests, for the sake of judicial efficiency, that the Court make an explicit determination on the record that Chapman was Clovis' attorney at all relevant times

Pursuant to Local Rule 7(g), a Proposed Order denying the Receiver's Motion to Compel is attached hereto as Attachment C.

³ The Receiver's third argument, in which he merely emphasizes the potential importance of the privileged documents to his case, should likewise be disregarded for the reasons explained in Clovis' Opposition to the Receiver's Motion to Compel.

Submitted this 30th day of December, 2014.

/s/ William R. Terpening

William R. Terpening
Admitted Pro Hac Vice

Charles G. Miller
Texas Bar No. 14061810

NEXSEN PRUET, PLLC
227 West Trade Street, Suite 1550
Charlotte, NC 28203
Telephone: (704) 338-5358
Facsimile: (704) 805-4735

Attorneys for Philip Gaucher

CERTIFICATE OF SERVICE

I certify that I filed the foregoing INTERVENOR PHILIP GAUCHER'S OPPOSITION TO RECEIVER'S MOTION TO COMPEL THE PRODUCTION OF DOCUMENTS via the Court's CM/ECF System, which will serve all registered counsel of record as follows:

Timothy S. McCole
Christopher Davis
801 Cherry Street
Fort Worth, Texas 76102
Counsel for the Securities and Exchange Commission

Thomas L. Taylor III (Court Appointed Receiver)
4550 Post Oak Place Drive
Suite 241
Houston, Texas 77027-3117
Counsel for Defendants Vendetta Royalty Partners, Ltd.; Vendetta Royalty Management, LLC; Vesta Royalty Partners, LP; Vesta Royalty Management, LLC; Iron Rock Royalty Partners, LP; Iron Rock Royalty Management, LLC; Arcady Resources, LLC; Barefoot Minerals, GP; G3 Minerals, LLC; Haley Oil Company, Inc.; Lake Rock, LLC; Sebud Minerals, LLC; and Technicolor Minerals, GP

Jack D. Ballard
Ballard & Littlefield, LLP
3700 Buffalo Speedway
Suite 250
Houston, TX 77098

Donald Littlefield
Ballard & Littlefield, LLP
16475 Dallas Parkway
Suite 400
Dallas, TX 75001

Robert A. Helms
11708 Rydalwater Lane
Austin, TX 78754

Janniece S. Kaelin
11708 Rydalwater Lane
Austin, Texas 78754

I further certify that I served the foregoing INTERVENOR PHILIP GAUCHER'S OPPOSITION TO RECEIVER'S MOTION TO COMPEL THE PRODUCTION OF DOCUMENTS upon the unrepresented parties via US Mail as follows:

Deven Sellers
7607 Coors Court
Arvada, Colorado 80003

Roland Barrera
1762 Kenwood Place Unit H
Costa Mesa, California 92627

This the 30th day of December, 2014.

/s/ William R. Terpening
Attorney for Philip Gaucher

Attachment A

NEXSEN|PRUET

William R. Terpening
Member
Admitted in NC, GA

July 18, 2014

HAND DELIVERY

Andrew M. Goforth
The Taylor Law Offices, P.C.
4550 Post Oak Place Drive
Suite 241
Houston, TX 77027

Re: Subpoena to Philip Gaucher;
S.E.C. v. Helms, et al. (1:13-cv-01036)

Dear Andrew:

In response to the subpoena issued to Philip Gaucher ("Mr. Gaucher"), enclosed are documents marked PG 00001 – PG 10252. Mr. Gaucher has diligently searched for responsive documents and reasonably believes that this production partially satisfies the subpoena. Because of the volume of potentially responsive documents, I expect we will make a supplemental production in the near future.

Certain documents included in this production arguably are covered by the attorney- client privilege. Specifically, Mr. Gaucher has produced communications regarding the Vendetta due diligence and pre- investment process between Clovis' members and its counsel, Avery Chapman. Although Mr. Gaucher produces documents in this narrow category, Clovis expressly does not waive its general attorney- client privilege or any of the protections provided by the work product doctrine.

Certain documents have been withheld as covered by the attorney- client privilege or work product doctrine. A privilege log is attached. If Clovis or Mr. Gaucher learn that Mr. Gaucher inadvertently produced privileged documents, Mr. Gaucher retains the right to require you to return any inadvertently produced documents, and to destroy all copies.

Charleston

Charlotte

Columbia

Greensboro

Greenville

Hilton Head

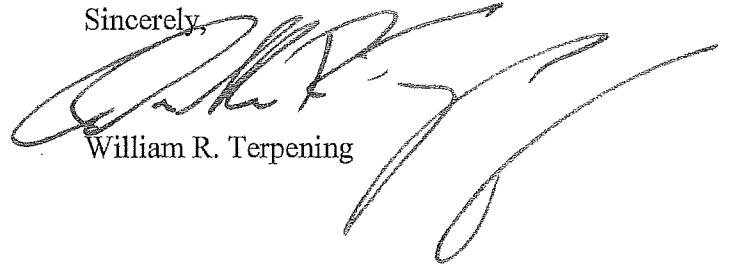
Myrtle Beach

Raleigh

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T 704.338.5358
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E WTerpening@nexsenpruet.com
Nexsen Pruet, PLLC
Attorneys and Counselors at Law

Sincerely,

A handwritten signature in black ink, appearing to read 'W. R. Terpening', written in a cursive style. The signature is positioned above the printed name 'William R. Terpening'.

William R. Terpening

Enclosures

SEC v. Helms, 1:13-cv-1036-LY**Log of Privileged/Protected Documents in Discovery Produced to Receiver
In Response to 6/12/2014 Subpoena Issued to Philip Gaucher¹**

| Description | From | To | Date | Basis of Privilege Claim |
|---|-----------------------------|-------------------------------|--------------|---|
| Email discussing and attaching revisions to consulting services agreement | Joseph Kahn and Mark Bender | Doug Smith and Philip Gaucher | 4/3/2013 | Attorney-Client Privilege, Work Product |
| Email discussing potential candidates to manage a trust fund | Avery Chapman | Doug Smith and Philip Gaucher | 9/18-19/2013 | Attorney-Client Privilege |
| Email discussing Taurus Royalty lawsuit | Avery Chapman | Doug Smith and Philip Gaucher | 11/24/2013 | Attorney-Client Privilege |
| Email discussing Taurus Royalty lawsuit | Avery Chapman | Doug Smith and Philip Gaucher | 11/24/2013 | Attorney-Client Privilege |

¹ While this Log is intended to set forth all protected and/or privileged documents, failure to include a document on this Log should not be construed as a waiver of any privilege or protection. Furthermore, nothing in this log should be construed as relating in any way to the evidentiary admissibility of any document, whether included on this list or not.

Attachment B

NEXSEN|PRUET

William R. Terpening
Member
Admitted in NC, GA

September 18, 2014

VIA FEDERAL EXPRESS

Andrew M. Goforth
The Taylor Law Offices, P.C.
4550 Post Oak Place Drive
Suite 241
Houston, TX 77027

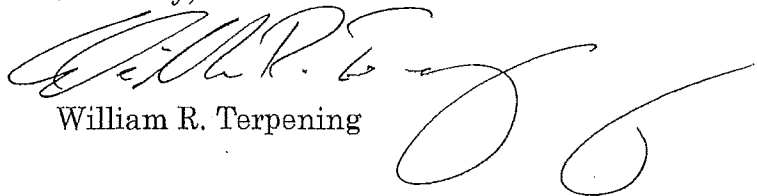
Re: Production 2 in Response to Subpoena to Philip Gaucher;
S.E.C. v. Helms, et al. (1:13-cv-01036)

Dear Andrew:

Charleston
Charlotte
Columbia
Greensboro
Greenville
Hilton Head
Myrtle Beach
Raleigh

In response to the subpoena issued to Philip Gaucher ("Mr. Gaucher"), enclosed is Production 2, marked PG 10253 – PG 20049. Mr. Gaucher has diligently searched for responsive documents and reasonably believes that this production, along with his earlier production, satisfies the subpoena. The caveats and reservations of rights in the July 18, 2014 letter enclosed with Mr. Gaucher's first production continue to apply to the entire production. A privilege log is enclosed.

Sincerely,


William R. Terpening

Enclosures

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Suite 1550
Charlotte, NC 28202
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T 704.338.5358
F 704.805.4735
E WTerpening@nexsenpruet.com
Nexsen Pruet, PLLC
Attorneys and Counselors at Law

SEC v. Helms, 1:13-cv-1036-LYLog of Privileged/Protected Documents in Discovery Produced to Receiver
In Response to 6/12/2014 Subpoena Issued to Philip Gaucher¹

| Description | From | To | Date | Basis of Privilege Claim |
|---|----------------|-------------------------------|------------|---------------------------|
| Multiple emails setting forth due diligence check list | Philip Gaucher | Avery Chapman | 11/16/2012 | Attorney-Client Privilege |
| Multiple emails providing full names and states of residence for Janniece Kaelin, Robert Helms, and William Brock | Philip Gaucher | Avery Chapman | 11/16/2012 | Attorney-Client Privilege |
| Multiple emails discussing and attaching Vendetta Partners' document setting forth reasons to invest | Avery Chapman | Doug Smith and Philip Gaucher | 11/18/2012 | Attorney-Client Privilege |
| Email responding to questions about Vendetta Partners' reasons to invest | Philip Gaucher | Avery Chapman and Doug Smith | 11/19/2012 | Attorney-Client Privilege |
| Multiple emails responding to questions about Vendetta Partners' reasons to invest and discussing travel from airport to offices of | Avery Chapman | Philip Gaucher | 11/19/2012 | Attorney-Client Privilege |

¹ While this Log is intended to set forth all protected and/or privileged documents, failure to include a document on this Log should not be construed as a waiver of any privilege or protection. Furthermore, nothing in this log should be construed as relating in any way to the evidentiary admissibility of any document, whether included on this list or not.

| | | | | | | |
|---|----------------|----------------|------------|---------------------------|--|--|
| Vendetta Partners | | | | | | |
| Multiple emails responding to questions about Vendetta Partners' reasons to invest and discussing travel from airport to offices of Vendetta Partners | Philip Gaucher | Avery Chapman | 11/19/2012 | Attorney-Client Privilege | | |
| Multiple emails attaching proposed term sheet | Philip Gaucher | Avery Chapman | 11/21/2012 | Attorney-Client Privilege | | |
| Multiple emails confirming receipt of email discussing term sheet, executive summary, and internal profit sharing agreement | Avery Chapman | Philip Gaucher | 11/21/2012 | Attorney-Client Privilege | | |
| Multiple emails discussing term sheet, executive summary, and internal profit sharing agreement | Philip Gaucher | Avery Chapman | 11/21/2012 | Attorney-Client Privilege | | |
| Email discussing and attaching sharing calculation information provided by Bill Brock with commentary from Robert Helms | Philip Gaucher | Avery Chapman | 11/26/2012 | Attorney-Client Privilege | | |
| Multiple emails forwarding email from Janniece Kaelin discussing portfolio performance and | Philip Gaucher | Avery Chapman | 11/26/2012 | Attorney-Client Privilege | | |

| | | | | | | |
|---|-----------------|-------------------------------|--|------------|----------------------------|--|
| attaching documentation of same | | | | | | |
| Email discussing Reserve Report from Janniece Kaelin | Philip Gaucher | Avery Chapman | | 11/26/2012 | Attorney-Client Privilege | |
| Email discussing assignment of interests in collateral | Philip Gaucher | Avery Chapman | | 11/29/2012 | Attorney-Client Privilege | |
| Email discussing collateralizing Vendetta interests | Avery Chapman | Doug Smith and Philip Gaucher | | 11/29/2012 | Attorney-Client Privilege | |
| Email discussing and attaching assignment documentation | Avery Chapman | Philip Gaucher | | 11/29/2012 | Attorney-Client Privilege | |
| Multiple emails discussing investment memorandum | Philip Gaucher | Avery Chapman | | 12/11/2012 | Attorney-Client Privilege | |
| Multiple emails forwarding email from Janniece Kaelin regarding Vendetta Royalty Landmen Workload | Philip Gaucher | Avery Chapman | | 1/29/2013 | Attorney-Client Privilege | |
| Multiple emails discussing and attaching VRP 1031 Exchange Update provided by Vendetta Partners | Philip Gaucher | Avery Chapman | | 2/22/2013 | Attorney-Client Privilege | |
| Multiple emails discussing status of engineering and proposed sale | Philip Gaucher | Avery Chapman and Doug Smith | | 3/16/2013 | Attorney-Client Privilege | |
| Email discussing and | Joseph Kahn and | Doug Smith and Philip Gaucher | | 4/3/2013 | Attorney-Client Privilege, | |

| | | | | | | |
|---|----------------|----------------------------------|--|--------------|--|---|
| attaching revisions to consulting services agreement | Mark Bender | | | | | Work Product |
| Email forwarding update from Janniece Kaelin regarding "Last set of wells to pull for Phdwin" | Philip Gaucher | Doug Smith and Avery Chapman | | 7/10/2013 | | Attorney-Client Privilege |
| Email forwarding email from Janniece Kaelin providing Amended Special Exemptions in LaCova lawsuit | Philip Gaucher | Avery Chapman | | 8/5/2013 | | Attorney-Client Privilege |
| Multiple emails discussing Vendetta Partners' Amended Answer in the LaCova lawsuit and how that affects Clovis' relationship with Vendetta Partners | Avery Chapman | Doug Smith and Philip Gaucher | | 8/5/2013 | | Attorney-Client Privilege, Work Product |
| Multiple emails discussing prior email from Janniece Kaelin regarding status of sale | Avery Chapman | Doug Smith and Philip Gaucher | | 8/23/2013 | | Attorney-Client Privilege |
| Email discussing potential candidates to manage a trust fund | Avery Chapman | Doug Smith and Philip Gaucher | | 9/18-19/2013 | | Attorney-Client Privilege |
| Multiple emails discussing response to Robert Helms' refusal to provide information on sharing ratio discrepancy | Doug Smith | Avery Chapman and Philip Gaucher | | 9/22-23/2013 | | Attorney-Client Privilege |

| | | | | | | |
|---|----------------|-------------------------------|------------|---------------------------|--|--|
| as requested | | | | | | |
| Multiple emails discussing response to Robert Helms' refusal to provide information on sharing ratio discrepancy as requested | Avery Chapman | Doug Smith and Philip Gaucher | 9/22/2013 | Attorney-Client Privilege | | |
| Multiple emails discussing response to Robert Helms' refusal to provide information on sharing ratio discrepancy as requested | Philip Gaucher | Doug Smith and Avery Chapman | 9/22/2013 | Attorney-Client Privilege | | |
| Multiple emails commenting on prior email from Philip Gaucher to Robert Helms discussing discrepancy in sharing ratio calculation | Avery Chapman | Philip Gaucher | 9/24/13 | Attorney-Client Privilege | | |
| Email discussing LaCova lawsuit and discussing proposed course of action for Clovis | Avery Chapman | Doug Smith and Philip Gaucher | 11/13/2013 | Attorney-Client Privilege | | |
| Multiple emails discussing Taurus Royalty lawsuit | Avery Chapman | Doug Smith and Philip Gaucher | 11/24/2013 | Attorney-Client Privilege | | |
| Email discussing email from Tom Taylor to Limited Partners regarding his appointment as receiver | Avery Chapman | Doug Smith and Philip Gaucher | 12/8/2013 | Attorney-Client Privilege | | |

| | | | | |
|--|----------------|-------------------------------|-----------|---------------------------|
| Email discussing email from Tom Taylor to Limited Partners regarding his appointment as receiver and attaching order | Avery Chapman | Doug Smith and Philip Gaucher | 12/8/2013 | Attorney-Client Privilege |
| Email discussing possible agreement to market Vendetta Partners' next portfolio (RRRP) | Philip Gaucher | Will Terpening | 6/23/2014 | Attorney-Client Privilege |
| Multiple emails discussing referral fee | Philip Gaucher | Will Terpening | 6/26/2014 | Attorney-Client Privilege |
| Email discussing due diligence list | Philip Gaucher | Will Terpening | 6/26/2014 | Attorney-Client Privilege |

Attachment C

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION
Civil Action No: 1:13-cv-1036

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ROBERT A. HELMS; ET AL.,

Defendants,

and

WILLIAM L. BARLOW, and GLOBAL
CAPITAL VENTURES, LLC,

Relief Defendants, solely for the
purposes of equitable relief.

ORDER

This matter came before the Court upon the Court-appointed Receiver's motion to compel the production of documents from Clovis Capital Ventures, LLC and Philip Gaucher (Doc. No. 162). For the reasons set forth in Intervenor Clovis Capital Ventures, LLC's Opposition to the Receiver's Motion to Compel and in Intervenor Philip Gaucher's Opposition to the Receiver's Motion to Compel, it is hereby ORDERED that the Receiver's Motion to Compel is DENIED.

The Court also finds that Avery Chapman served as the attorney for Clovis Capital Ventures, LLC at all relevant times.

This the ___ day of January, 2015.

Judge Mark Lane
United States Magistrate Judge

Exhibit B

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION
Civil Action No: 1:13-cv-1036

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ROBERT A. HELMS; ET AL.,

Defendants,

and

WILLIAM L. BARLOW, and GLOBAL
CAPITAL VENTURES, LLC,

Relief Defendants, solely for the
purposes of equitable relief.

ORDER

This matter came before the Court upon the unopposed motion of Philip Gaucher (“Gaucher”), filed on December 30, 2014, seeking to intervene pursuant to Federal Rules of Civil Procedure 24(a) and 24(b). For the reasons set forth in Gaucher’s Motion, it is hereby ORDERED that Gaucher’s Motion to Intervene is GRANTED.

This the ___ day of January, 2015.

Judge Mark Lane
United States Magistrate Judge