

IN THE CIRCUIT COURT FOR MONTGOMERY COUNTY, MARYLAND

SACHS CAPITAL FUND I, LLC, et al.

Plaintiffs,

v.

EM GROUP, LLC, et al.

Defendants.

*
*
*
*
*
*
*
*
*
*
*

Case No. 480195-V

* * * * *

CONSENT PRELIMINARY INJUNCTION ORDER

Plaintiffs Sachs Capital Fund I, LLC, Sachs Capital-Empire, LLC, and Sachs Capital-Empire B, LLC, Intervenor Plaintiff TZG-Sachs Empire, LLC, and Defendants EM Group, LLC, and Eli Kimel (collectively the "Parties"), having agreed to convert the Court's Temporary Restraining Order issued on May 22, 2020, at 4 p.m. into a Preliminary Injunction that will remain in effect until final judgment is entered in this action, it is this 1st day of JUNE, 2020, hereby

ORDERED, that Defendants EM Group, LLC, EMSG, LLC, and Eli Kimel, and anyone acting with them in concert or on their behalf, shall upon receipt, deposit all proceeds of the sale of Empire Petroleum Partners, LLC to GPM Investments, LLC, and shall also deposit any other distributions received from or in respect of Empire Petroleum Partners, LLC, received from this date forward, into the registry of the Clerk of the Circuit Court for Montgomery County; and it is further

ORDERED, that this Court authorizes immediate payment to Intervenor Plaintiff TZG-Sachs Empire, LLC for that portion of the proceeds deposited into the registry of the Court that the Parties have agreed will fully pay and satisfy the amounts due and owing to it as follows: (i)

the amount of Twenty Million Sixty-Three Thousand Four Hundred Sixty-Seven Dollars and Forty-Two Cents (\$20,063,467.42) which is the amount due and owing for principal, interest and late charges as of June 1, 2020, (ii) an additional amount representing per diem interest at the rate of \$8,271.41 for every day after June 1, 2020 until paid in full, and (iii) attorney's fees and costs in an amount calculated at Fifty-Thousand Four Hundred Fourteen Dollars and Eight Cents (\$50,414.08) as of June 1, 2020, with additional amounts as incurred but not to exceed an aggregate total of Fifty-Five Thousand Dollars (\$55,000.00), assuming only ministerial involvement remains for Intervenor Plaintiff TZG-Sachs Empire, LLC's counsel, and absent further Order of this Court; and it is further

ORDERED, that bond is waived under Md. Rule 15-503(c) for the reasons set forth on the record during the Temporary Restraining Order hearing on May 22, 2020 and in this Court's Order of May 22, 2020, and, further, because under Section 12.13(b) of the Third Amended and Restated Limited Liability Company Agreement of EMSG, LLC, the posting of a bond has been expressly waived by the parties thereto; and it is further

ORDERED, that this Preliminary Injunction shall remain in effect until final judgment is entered in this action.



Ronald B. Rubin, Judge

Copies to:

Jeremy W. Schulman
Koushik Bhattacharya
James "Jake" Schaller
Sabina Schiller
Schulman Bhattacharya, LLC
7500 Old Georgetown Road, Suite 901
Bethesda, Maryland 20814

Jeffrey M. Schwaber
Eduardo Garcia
Stein Sperling Bennett De Jong Driscoll PC
25 West Middle Lane
Rockville, Maryland 20850

Bradley Wine
Natalie Fleming Nolen
Eileen Brogan
Arvind Miriyala
Morrison & Foerster LLP
2000 Pennsylvania Ave., NW
Washington, D.C. 20006

Hon. James Eyler (Ret.)
2339 Boston Street, Unit 4
Baltimore, Maryland 21224