

FILED

AUG 12 2022 *VB*

DIANE SANCHEZ
CLERK OF THE DISTRICT COURT

IN THE DISTRICT COURT OF THE FIRST JUDICIAL DISTRICT
OF AND FOR LARAMIE COUNTY, STATE OF WYOMING

IN THE MATTER OF:)
)
BITFRONTIER CAPITAL HOLDINGS,)
INC., a Wyoming Corporation)

Docket No. 2022-cv-200-⁶¹⁷~~187~~

**ORDER APPOINTING BRYAN WILKINSON AS CUSTODIAN OF
BITFRONTIER CAPITAL HOLDINGS, INC.**

This matter having come before the court upon the Petition for Appointment of Bryan Wilkinson as Custodian of BitFrontier Capital Holdings, Inc., and entry of default having been entered against BitFrontier Capital Holdings, Inc., on June 30, 2022, and the court having held a hearing on the Petition on July 26, 2022, which was continued and held on August 9, 2022, and the Court otherwise being fully advised in the premises, FINDS and ORDERS as follows:

THE COURT FINDS THAT:

1. Petitioner Bryan Wilkinson has brought a petition pursuant to Wyo. Stat. Ann. § 17-16-748 to be appointed custodian of BitFrontier Capital Holdings, Inc., a Wyoming corporation. Petitioner brings his petition on the grounds that the directors or those in control of the corporation are acting fraudulently and irreparable injury to the corporation is threatened or being suffered. Alternatively, Petitioner brings his petition on the grounds that the directors are constructively deadlocked in making any decisions by ignoring their corporate

duties, and the shareholders have no options for holding a meeting with the lack of leadership involvement

2. Petitioner is a shareholder and thus has standing to bring this action. Jurisdiction and venue are proper in this Court.

3. Proper grounds exist to appoint a custodian over BitFrontier Capital Holdings, Inc., as the current directors and officers are fraudulently utilizing corporate assets to operate a side business for their personal benefit, and to the detriment of the shareholders. Furthermore, the current directors and officers are generally ignoring their corporate duties by (a) failing run the corporation as a legitimate business, (b) failing to make current information publicly available, and (c) failing to hold regular corporate meetings.

4. Further harm is threatened to the corporation by the failures of the current directors and officers. The corporation is threatened with being delisted from public trading altogether for failure to make current information public, thus eliminating the value of its shares. Moreover, it is threatened with insolvency as the current directors and officers fraudulently drain away corporate assets for their own benefit.

5. Based upon his background and experience, Petitioner Bryan Wilkinson is qualified to be appointed custodian of BitFrontier Capital Holdings, Inc. His appointment is supported by approximately 20% of the outstanding shares and the sole lender to the corporation.

6. Good cause exists to appoint a custodian over BitFrontier Capital Holdings, Inc., and Petitioner Bryan Wilkinson is a suitable choice for custodian.

WHEREFORE IT IS ORDERED THAT:

7. The Petition is GRANTED. The Court appoints Bryan Wilkinson as custodian of BitFrontier Capital Holdings, Inc., effective immediately.

8. Within fifteen (15) business days of the date of appointment, the Custodian shall file with this Court an Oath of Custodian accepting the appointment and agreeing to faithfully discharge his duties, any subsequent directives by this Court, and applicable law.

9. Bryan Wilkinson shall have all of the powers of the corporation, in place of its board of directors. Mr. Wilkinson may generally manage the business and affairs of the corporation.

10. Mr. Wilkinson shall exercise the powers of the board of directors to take the following actions:

- (a) Replace all of the officers of the corporation;
- (b) Marshall the assets of the corporation and take inventory and account for the same;
- (c) Take control of the corporate real property in Pulaski, Virginia, including changing the locks and securing the real property and all personal property located therein, and may seek the assistance of local law enforcement as may be needed to do the same;
- (d) Exercise exclusive control, and become the sole signatory over the financial accounts of the corporation, including any checking or savings accounts, and establish new bank accounts as needed;

- (e) Pay any fees, taxes or debts owed by the corporation, and receive any payments owed the corporation and deposit them in corporate bank accounts;
- (f) Bring the corporation's federal and regulatory reporting requirements current, and make current information available as required by SEC Rule 15c2-11, at the earliest practicable time;
- (g) Bring all of the corporation's routine corporate activities, filings and reports current;
- (h) Ascertain the current state of the corporate shares and exercise the power of the board of directors to adjust the number, powers and types of shares as needed to protect corporate assets and business;
- (i) Marshall the corporate records of the corporation and account for them;
- (j) Attend any and all hearings set by the Court regarding the Custodianship;
- (k) Cause the corporation to hire and retain professionals and knowledgeable individuals to assist Mr. Wilkinson in managing the affairs of the corporation and fulfilling the duties of his custodianship;
- (l) File a report with the Court no later than every 60 days explaining the actions that Mr. Wilkinson has taken as custodian, and the state of affairs of the corporation; and
- (m) Request a hearing with the Court after 120 days have elapsed to provide a status report to the Court.

11. Within 9 months of being appointed custodian, Mr. Wilkinson shall exercise his power as custodian to call a special meeting of the shareholders of the corporation under the following terms:

(a) The special meeting shall be held to elect a new board of directors of the corporation;

(b) Mr. Wilkinson shall serve as Chairman of the Board of Directors of the corporation to conduct the meeting and to appoint a person to make a record of the meeting;

(c) Mr. Wilkinson shall hold the Meeting at a location and at a time and date to be selected by Mr. Wilkinson, but which is not a weekend or a legal holiday, and which is more than ten (10) days for the date on which copies of a notice of the meeting shall be mailed to the shareholders of record as Mr. Wilkinson can determine;

(d) Mr. Wilkinson shall verify that the shareholders of record are represented at the shareholder meeting in person or by a valid proxy, which shareholders shall constitute a quorum to conduct an election of directors of the corporation and who will be entitled to participate in the meeting and to vote in the election as allowed by the bylaws and articles of incorporation; and


(e) Mr. Wilkinson shall file a custodian report with the Court no later than 30 days after the meeting to inform the Court of the actions taken at the meeting.

12. Mr. Wilkinson shall keep track of all out-of-pocket expenses necessarily incurred in conducting his duties as custodian.

13. Once a new board of directors has been established and Mr. Wilkinson has completed his enumerated tasks, filed the required reports with the Court, and made a request for reimbursement of out-of-pocket expenses, if any, Mr. Wilkinson shall seek the Court's permission to be discharged as custodian.

14. The Custodian may apply to this Court for further or other instructions or powers, whenever such instructions or additional shall be deemed necessary in order for the Custodian to properly perform the duties of the office of custodian, or preserve and protect the corporation.

DATED this 11 day of Aug, 2022.



DISTRICT COURT JUDGE
Thomas Campbell

Clerk of District Court certifies copies were distributed on 8-12-22 to:
CW-Hutchins: M