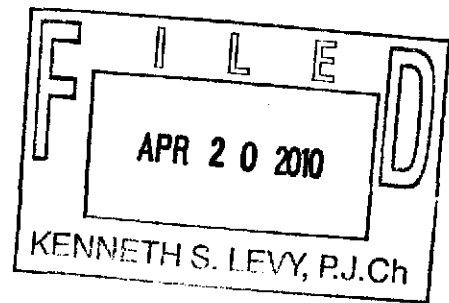


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SUPERIOR COURT OF NEW JERSEY
CHANCERY DIVISION: GENERAL
EQUITY
ESSEX COUNTY
DOCKET NO. ESX-C-46-2010

PAULA T. DOW,
Attorney General of
New Jersey, on behalf of
MARC B. MINOR, Chief of the
New Jersey Bureau of
Securities,

Plaintiff,

v.

JACOB EISENSTARK A/K/A JAY
EISENSTARK,
individually, as the
principal of Eisenstark
Advisory, Inc. a/k/a
Eisenstark
Advisory Inc. Capital
Management, and as the
principal and President of
J.N.J. Capital
Management, Inc.;
BLANCHE EISENSTARK,
individually, and as the
Secretary of J.N.J. Capital
Management, Inc.;
J.N.J. CAPITAL MANAGEMENT,
INC.,
a New Jersey Corporation;
and
EISENSTARK ADVISORY, INC.
a/k/a EISENSTARK ADVISORY

CIVIL ACTION

ORDER GRANTING PLAINTIFF
PRELIMINARY INJUNCTIVE
RELIEF AND ANCILLARY RELIEF
AGAINST DEFENDANTS

INC. CAPITAL MANAGEMENT,
a New Jersey Corporation,

Defendants.

THIS MATTER was brought before the Court by Paula T. Dow, Attorney General of New Jersey, on behalf of Marc B. Minor, Chief of the New Jersey Bureau of Securities ("Bureau" or "Plaintiff"), (Elizabeth R. Lash, Deputy Attorney General, appearing), seeking preliminary injunctive relief and ancillary relief pursuant to N.J.S.A. 49:3-69, R. 4:52, and R. 4:67-1(a), for acts or practices declared to be illegal or prohibited by the Uniform Securities Law (1997), N.J.S.A. 49:3-47, et seq. (the "Securities Law"). The Court determined that Plaintiff made a *prima facie* showing that unlawful conduct has been committed, is being committed, or is about to be committed, and entered Plaintiff's Order to Show Cause on February 24, 2010. And, the Court having considered the papers submitted in support thereof, and no opposition having been submitted by defendants, and having heard oral argument on April 15, 2010, and for the reasons stated on the record, and for good cause shown,

IT IS on the 20th day of April, 2010 ORDERED that:

1. defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. are preliminarily enjoined and restrained from engaging in the conduct set forth in the Verified Complaint;

2. defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. are preliminarily enjoined and restrained from acting, from and within the State of New Jersey as: an investment adviser and or an investment adviser representative as defined in N.J.S.A. 49:3-49(g); or from controlling or associating in any capacity with any investment adviser doing business from, into or within the State of New Jersey, or from controlling an issuer, as defined in N.J.S.A. 49:3-49(h), whose securities are traded in New Jersey;
3. defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. are preliminarily enjoined and restrained from violating N.J.S.A. 49:3-52(b) and N.J.S.A. 49:3-53(a)(1)-(3);
4. defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. are preliminarily enjoined and restrained from future violations of the Securities Law;
5. defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. are preliminarily enjoined and restrained and such persons who receive actual or constructive notice of this Order from

destroying, altering, concealing, transferring, disposing or removing in any manner, directly or indirectly, any books, records, documents, information stored in electronic format, including on computers or electronic devices, maintained in any form, relating in any way to the business and personal affairs of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc.;

6. the assets of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. are frozen in which any or all of them hold a legal or equitable interest, including all real and personal property, in that such assets should not be disposed of, transferred, dissipated, encumbered, or withdrawn, removed, or sold pending further order of this Court;
7. any person with actual or constructive notice of this Order who aids, abets, counsels, commands or instructs any person or entity to perform any act prohibited by this Order shall be subject to punishment;
8. a receiver, LEO Zatta of Wiss and Company, LIVINGSTON, N.J. is appointed pursuant to N.J.S.A. 49:3-69, to serve without bond, who will:

- a) immediately take into possession and take title to all of the real and personal property of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. including, but not limited to, holdings and interests in all bank, brokerage, and trading accounts, causes of action and all such assets obtained in the future, and undertake all actions necessary or appropriate to maintain optimal value of these assets, including the liquidation of such assets. Should the receiver determine that the liquidation of any asset is necessary or appropriate to maintain optimal value of said asset, the receiver shall apply to the Court ~~within ___ days of the receiver's determination~~ for approval of such liquidation;
- b) review all the books and records of and pertaining to defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. and report to the Court within ninety (90) days of this Order:
- i. the identities of all investors and creditors of said defendants, past and present, and the status of their accounts;

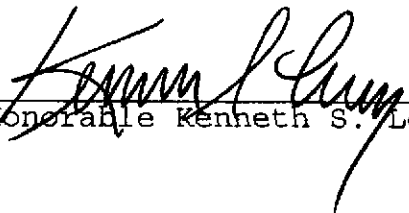
- ii. the financial condition of said defendants, their successors, subsidiaries and affiliates; and
 - iii. a preliminary plan to distribute the assets of said defendants to investors and creditors;
- c) determine, and report to the Court, within __ days of this Order, a reasonable living expense allowance for defendants Jacob Eisenstark a/k/a Jay Eisenstark and Blanche Eisenstark and should a dispute arise regarding the reasonable living expense allowance, such dispute shall be presented to the Court for resolution;
- d) determine the necessity of retaining professionals including, but not limited to, accountants and attorneys, to assist the receiver in fulfilling the responsibilities as ordered by the Court, and upon making a determination of necessity and obtaining Plaintiff's consent, make application to the Court for an order permitting the retention of such professionals by the receiver;
- e) be held harmless from and against any liabilities, including costs and expenses of defending claims, for which the receiver may become liable or incur by reason of any act or omission to act in the course of performing the receiver's duties, except upon a finding by this Court of gross negligence or willful failure of the receiver to comply with the terms of

this or any other order of this Court, irrespective of the time when such claims are filed;

- f) be compensated out of the estate of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc., their successors, subsidiaries and affiliates, and/or such funds as the receiver may recover, upon Court approval;
 - g) be permitted to resign upon giving written notice to the Court and Plaintiff of the receiver's intention to resign, which resignation shall not become effective until appointment by the Court of a successor which shall be subject to Plaintiff's approval; and
 - h) have the full statutory powers to perform the receiver's duties, including the powers delineated in N.J.S.A. 49:3-69 (c) and (d) and Title 14 of the New Jersey Statutes, Corporation, General, including, but not limited to, those set forth at N.J.S.A. 14a:14-1, et seq. or so far as the provisions thereof are applicable;
9. defendants Jacob Eisenstark a/k/a Jay Eisenstark, Blanche Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. are required to turn over any and all documentation immediately upon the receiver's request and

execute any and all documentation as requested by the receiver that the receiver deems necessary to carry out the receiver's duties and fulfill the receiver's obligations to the investors and creditors;

10. Plaintiff may impound from the defendants' Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. business premises located at 389 Walnut Street, Livingston, New Jersey, all documents, files, records, computers, keyboard, monitors, printers, and any other tangible item relating to the personal and business affairs of defendants Jacob Eisenstark a/k/a Jay Eisenstark, Eisenstark Advisory, Inc. a/k/a Eisenstark Advisory Inc. Capital Management, and J.N.J. Capital Management, Inc. and retain such documents, files, records, computers, keyboard, monitors, printers, and any other tangible item, until the completion of this litigation, or further order of this Court;
11. the parties shall appear for a case management conference on May 19, 2010 ^{at 1:30 p.m.} where expedited discovery periods shall be set; and
12. Plaintiff shall serve a copy of this Order upon all parties within seven (7) days of Plaintiff's counsel's receipt of same.


Honorable Kenneth S. Levy, P.J.Ch.