

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

SECURITIES AND EXCHANGE)	
COMMISSION,)	
)	CIVIL ACTION FILE
Plaintiff,)	NO. 1:06-CV01171-CC
)	
v.)	
)	
GEOFFREY A. GISH; WESTON)	
RUTLEDGE FINANCIAL SERVICES,)	
INC.; ZAMINDARI CAPITAL, LLC;)	
LEXINGTON INTERNATIONAL FUND,)	
LLC, a/k/a LEXINGTON)	
INTERNATIONAL FUND, INC.; AND)	
OXFORD ADAMS CAPITAL, LLC,)	
)	
Defendants.)	

RECEIVER’S MOTION TO FILE
CROSS-CLAIM AGAINST GEOFFREY A. GISH

Thomas S. Richey, as Receiver for Weston Rutledge Financial Services, Inc.; Zamindari Capital, LLC; Lexington International Fund, LLC, a/k/a Lexington International Fund, Inc.; and Oxford Adams Capital, LLC (the “Receivership Companies”) (the “Receiver”), through his undersigned counsel, pursuant to Fed. R. Civ. P. 13(g), hereby files this Motion to File Cross-Claim Against Geoffrey A. Gish, showing the Court as follows:

PROCEDURAL BACKGROUND

1. On May 17, 2006, the Securities and Exchange Commission (“SEC”) filed this action seeking injunctive and monetary relief against Geoffrey Gish and the Receivership Companies and also seeking the appointment of a receiver for the Receivership Companies.
2. On May 17, 2006, the Court also entered an order granting a temporary restraining order and asset freeze against the Defendants and appointed Thomas S. Richey as Receiver of the Receivership Companies. On June 30, 2006, the Court entered a consent order preliminarily enjoining the Defendants from violations of the federal securities laws, continuing the asset freeze, and confirming the receivership appointment.
3. The May 17, 2006 Order Appointing the Receiver gives the Receiver the power “to pursue...all suits, actions, claims and demands...which may be brought by...the Receiver Estate.” See Paragraph X of the May 17, 2006 Order. These powers conferred upon the Receiver were reaffirmed by the Court in its June 30, 2006 Order. See Paragraph VI of the June 30, 2006 Order.
4. Defendant Geoffrey A. Gish answered the complaint in this action on June 29, 2006, denying liability.

5. The case is currently in discovery. The Receiver and the other parties have produced documents; subpoenas have been issued to numerous third parties, with productions of their documents ongoing; and depositions have been taken of several witnesses.

ARGUMENT AND CITATION TO AUTHORITY

6. Defendants may file claims against one another “arising out of the transaction or occurrence that is the subject matter either of the original action or of a counterclaim therein or relating to any property that is the subject matter of the original action.” Fed. R. Civ. P. 13(g).

7. The Receiver, on behalf of the Receivership Companies, has claims against Defendant Gish that arise out of the same transaction and occurrence of the subject matter of the present action and that relate to property that is the subject matter of the present action.

8. Attached hereto as Exhibit A is a copy of the proposed Receiver’s Cross-Claim Against Geoffrey A. Gish, which the Receiver seeks to file.

9. The Receiver has not filed a cross-claim against Defendant Gish thus far because of the time necessary to discover the claims available and to gather the evidence supporting such claims.

10. The Receiver was appointed the same day that the SEC filed its Complaint. Prior to the filing of the SEC's Complaint and the Receiver's appointment, the Receivership Companies were dominated by Gish and were, accordingly unable to assert their claims against him, and the Receiver had no understanding of Defendant Gish's role in the Receivership Companies, his conduct with respect to them and his performance of his duties to them.

11. The Receiver has since conducted an investigation of the Receivership Companies and Defendant Gish's role, conduct and performance in the Receivership Companies. The investigation is currently ongoing.

12. Through his investigation, the Receiver has discovered that the Receivership Companies have meritorious claims against Defendant Gish, as set forth in the attached proposed cross-claim and to fulfill his duties to the Receivership Companies and their investors to attempt to recover for their losses, the Receiver must assert these claims, either in this action or in a separate action.

13. The claims that the Receiver has against Defendant Gish are closely related to the claims that the SEC brought against Defendant Gish in its Complaint, but they are claims that belong to the Receivership Companies. Only the Receiver has the right and duty to assert these claims; the SEC does not have standing to assert the claims and has not sought to do so.

14. Discovery conducted in this case supports the claims the Receiver seeks to bring against Defendant Gish.

15. Judicial economy would be best served if the Receiver is permitted to bring the Receivership Companies' cross-claim in this action rather than filing a separate action. Among other things, permitting the Receiver to assert his cross-claims in this action would permit the use of discovery already conducted, which might otherwise have to be duplicated.

16. Given the early state of this case, Defendant Gish will suffer no prejudice from the Receiver's filing a cross-claim against him in this action.

17. The SEC consents to the Receivership Companies filing a cross-claim against Defendant Gish.

WHEREFORE, the Receiver respectfully requests that the Court grant this Motion to File Cross-Claim against Geoffrey A. Gish.

A proposed order is attached hereto for the Court's convenience as Exhibit B.

[Signatures on following page]

Respectfully submitted this 13th day of October 2006.

/s/ Jennifer D. Odom
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and Oxford Adams Capital, LLC

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CERTIFICATE OF SERVICE

I hereby certify that I electronically filed the foregoing **Receiver’s Motion to File Cross-Claim Against Geoffrey A. Gish** with the Clerk of Court using the CM/ECF system which will automatically send email notification of such filing to the attorneys of record.

This 13th day of October 2006.

/s/ Stacey Godfrey Evans
Stacey Godfrey Evans