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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

-against-

**RAVI V. KOTHARE,
STERLING CAPITAL PLANNERS, INC.,
S.F. ADVISORS, LLC D/B/A AFFINITY CLUB
NETWORK, LLC, and
PLAYERS CHOICE CLUB, LLC,**

Defendants.

07 Civ. 954 (LTS)

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**ORDER TO SHOW CAUSE,
TEMPORARY RESTRAINING ORDER,
AND ORDER FREEZING ASSETS AND GRANTING OTHER RELIEF**

On the Application of Plaintiff Securities and Exchange Commission for an Order:

- (1) directing defendants Ravi V. Kothare ("Kothare"), Sterling Capital Planners, Inc. ("Sterling"), S.F. Advisors, LLC d/b/a Affinity Club Network, LLC ("Affinity") and Players Choice Club, LLC ("Players Choice" or the "Club") (collectively the "Defendants") to show cause why an order should not be entered, pending a final disposition of this action:

- (a) preliminarily enjoining Defendants Kothare and Sterling from violating Sections 204, 206(1), 206(2), 206(4) and 207 of the Investment Advisers Act of 1940 (the "Advisers Act") and Rules 204-2 and 206(4)-2 thereunder;
 - (b) preliminarily enjoining the Defendants from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") and Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 thereunder;
 - (c) freezing the Defendants' assets;
 - (d) directing the Defendants to provide verified accountings;
 - (e) appointing receivers for Players Choice and Sterling; and
 - (e) prohibiting the destruction, alteration or concealment of documents.
- (2) pending adjudication of the foregoing, an Order:
- (a) temporarily restraining the Defendants from violating the aforementioned statutes and rules;
 - (b) freezing the Defendants' assets;
 - (c) directing each of the Defendants to immediately provide the verified accountings;
 - (d) appointing temporary receivers for Players Choice and Sterling;
 - (d) prohibiting the destruction, alteration or concealment of documents; and
 - (e) providing that the parties may take expedited discovery in preparation for a preliminary injunction hearing on this Order to Show Cause.

The Court has considered (1) the Complaint filed by the Commission on February 9, 2007; (2) the Declaration of John Bulla, executed on February 8, 2007 and the Exhibits thereto including the Declaration of Cynthia Ann Bellack, executed on February 2, 2007, the Declaration

of Stacy MacDonald, executed on February 3, 2007 and the Declaration of Mark and Leslie Zagarola, executed on February 2, 2007; (3) the Declaration of Doria Stetch pursuant to Local Rule 6.1, executed on February 9, 2007; (4) the Declaration of Louis M. Laurino, executed on February 7, 2007; and (5) the memorandum of law in support of Plaintiff Commission's application, dated February 8, 2007.

Based upon the foregoing documents, the Court finds that a proper showing, as required by Section 209(d) of the Advisers Act, Section 20(b) of the Securities Act, and Section 21(d) of the Exchange Act, has been made for the relief granted herein, for the following reasons:

1. It appears from the evidence presented that Defendants Kothare and Sterling have violated, and, unless temporarily restrained, will continue to violate, Sections 204, 206(1), 206(2), 206(4) and 207 of the Advisers Act and Rules 204-2 and 206(4)-2 thereunder as charged in the Complaint.
2. It appears from the evidence presented that the Defendants have violated, and, unless temporarily restrained, will continue to violate, Section 17(a) of the Securities Act, and Section 10(b) of the Exchange Act and Exchange Act Rule 10b-5, as charged in the Complaint.
3. It appears that the Defendants may attempt to dissipate, deplete, or transfer from the jurisdiction of this Court, funds, property and other assets that could be subject to an order of disgorgement or an order imposing civil penalties. It appears that an order freezing the Defendants' assets, as specified herein, is necessary to preserve the *status quo*, to protect investors and clients of the Defendants from further transfers of funds and misappropriation, to protect this Court's ability to award equitable relief in the form of disgorgement of illegal profits

