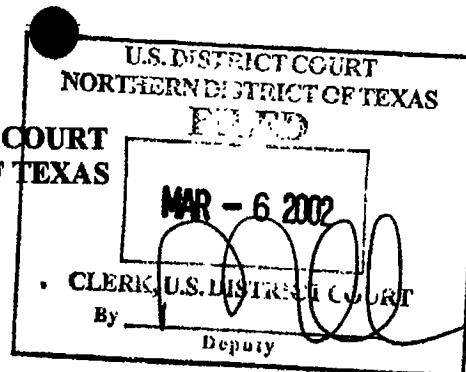


ORIGINAL

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

FUNDING RESOURCE GROUP, a/k/a FRG Trust; et al.,

Defendants,

and

HOWE FINANCIAL TRUST, et al.,

Defendants Solely for Purposes
of Equitable Relief.

Civil Action No.
3:98-CV-2689-M



**AGREED FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER
EQUITABLE RELIEF AGAINST CAROLYN DON HICKS**

Plaintiff Securities and Exchange Commission ("Commission"), having filed its Complaint and amendments thereto in this matter, and Defendant Carolyn Don Hicks ("Hicks"), through his Stipulation and Consent ("Consent"), having admitted service of the Summons and of the Complaint, together with amendments thereto, having admitted the jurisdiction of this Court over him and over the subject matter of this action, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having entered into his Consent voluntarily, no threats, promises of immunity or assurances having been made by the Commission or by any of its members, officers, agents or representatives to induce him to enter into this Consent, having consented, without admitting or denying any of the allegations in the

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Commission's Complaint and amendments thereto, except as to jurisdiction as set forth above, to entry without further notice of this Final Judgment of Permanent Injunction and Other Equitable Relief ("Final Judgment") enjoining Hicks from engaging in transactions, acts, practices and courses of business which constitute and would constitute violations of sections 5(a) and (c) and 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§5(a) and (c) and 77q(a), section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §78j(b), and Commission Rule 10b-5, 17 C.F.R. §240.10b-5; it further appearing that this Court has jurisdiction over Hicks and the subject matter of this action and that no further notice of hearing for the entry of this Final Judgment need be given; and the Court being fully advised in the premises:

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED That Hicks and his agents, servants, employees, attorneys and all other persons in active concert or participation with him who receive actual notice of this order by personal service or otherwise, be and hereby are permanently restrained and enjoined from violating section 5(a) and (c) of the Securities Act, 15 U.S.C. §77e(a) and (c), by directly or indirectly

(a) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell a security through the use or medium of a prospectus or otherwise; or

(b) carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, a security for the purpose of sale or for delivery after sale,

unless a registration statement has been filed and is in effect as to the security.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That Hicks and his agents, servants, employees, attorneys and all other persons in active concert or participation with him

who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating section 17(a) of the Securities Act, 15 U.S.C. §77q(a), in the offer or sale of securities from making use of any means or instruments of transportation or communication in interstate commerce, or of the mails, by directly or indirectly:

- (a) employing any device, scheme or artifice to defraud;
- (b) obtaining money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or
- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That Hicks and his agents, servants, employees, attorneys and all other persons in active concert or participation with him who receive actual notice of this order by personal service or otherwise, be and hereby are permanently restrained and enjoined from violating section 10(b) of the Exchange Act, 15 U.S.C. §78j(b) or Commission Rule 10b-5, 17 C.F.R. §240.10b-5, by directly or indirectly, in connection with the purchase or sale of securities from making use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) using or employing any manipulative or deceptive device, scheme or contrivance;
- (b) employing any artifice to defraud;

(c) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or

(d) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^{me} That Hicks shall disgorge the amount of \$172,810.50, representing his receipts from the conduct alleged in the Complaint and the amendments thereto, plus prejudgment interest thereon in the amount of \$29,008.76. Based upon Hicks' sworn representations in his Sworn Statement of Financial Condition dated ~~August 13~~ ^{me} August 13, 200~~8~~ ^{me}, submitted to the Commission, if Hicks shall make disgorgement to Michael J. Quilling, Esq. ("Quilling"), Quilling, Selander, Cummiskey & Lownds, PC, 2001 Bryan Street, Suite 1800, Dallas, Texas 75201-3070, Telephone: 214/871-2100, Facsimile: 214/871-2111, as temporary receiver, of \$45,000.00, the balance of the amount which Hicks is to disgorge shall be waived.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^{me} That, based upon Hicks' sworn representations in its Sworn Statement of Financial Condition dated ~~August 13~~ ^{me} August 13, 200~~8~~ ^{me}, submitted to the Commission, the Court is not ordering Hicks to pay a civil money penalty pursuant to the provisions of section 20(d) of the Securities Act of 1933, 15 U.S.C. §77t(d), and section 21(d)(3) of the Securities Exchange Act of 1934, 15 U.S.C. §78u(d)(3).

IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^{me} That the determination not to impose a civil penalty and to waive payment of a portion of the disgorgement amount and prejudgment interest thereon is expressly contingent upon the accuracy and completeness of Hicks' Sworn Statement of Financial Condition dated ~~August 13~~ ^{me} August 13, 200~~8~~ ^{me}, submitted to the Commission

and that, if at any time following the entry of this Final Judgment, the Commission obtains information indicating that Hicks' representations to the Commission concerning his assets, income, liabilities and/or net worth were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to Hicks, petition this Court for an order requiring Hicks to pay disgorgement, prejudgment and post-judgment interest thereon, less the amount and value of all disgorgement previously made by Hicks, and a civil penalty. In connection with any such petition, the only issues shall be whether the financial information provided by Hicks was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Hicks to turn over funds and assets, directing the forfeiture of any assets and imposing sanctions for contempt of this Final Judgment, and the Commission may also request additional discovery. Hicks may not, by way of defense to such petition, challenge the validity of his Consent or this Final Judgment, contest the allegations in the Complaint filed by the Commission, the amendments thereto or the amount of disgorgement and interest or assert that disgorgement or payment of a civil penalty should not be ordered.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^{ml} That Hicks' Consent filed herein shall be and is incorporated into this Final Judgment with the same force and effect as if fully set forth herein.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^{ml} That Hicks shall deliver all of his books of account and financial records to Quilling, as temporary receiver.

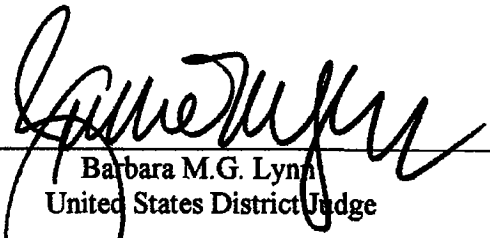
IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^{ml} That this Court shall retain

jurisdiction of this action for all purposes, including for purposes of entertaining any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court, including but not limited to the relief requested by the Commission in its Complaint in this action.

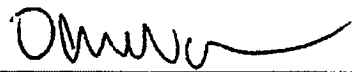
IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^{file} That this Final Judgment may be served upon Hicks in person or by mail either by the United States marshal, by the Clerk of the Court or by any member of the staff of the Commission.

IT IS FINALLY ORDERED ^{file} that, based on an express determination that there is no just reason for delay, the Clerk of Court shall enter judgment accordingly.

Dated: 7/6/02


Barbara M.G. Lynn
United States District Judge

Approved As To Form And Content:


Dan R. Waller
Texas Bar No. 20782600
SECORE & WALLER, L.L.P.
2290 One Galleria Tower
13355 Noel Road
Dallas, TX 75240-6657
Telephone: (972) 776-0200
Facsimile: (972) 776-0240
Attorney for Carolyn Don Hicks



Robert A. Brunig
Texas Bar No. 24008381
SECURITIES & EXCHANGE COMMISSION
Fort Worth District Office
801 Cherry Street
Suite 1900
Fort Worth, TX 76102
Telephone: (817) 978-3821
Facsimile: (817) 978-2700
Attorney for Securities and Exchange Commission



Michael J. Quilling
Texas Bar No. 16432300
QUILLING, SELANDER, CUMMISKEY & LOWNDS, PC
2001 Bryan Street
Suite 1800
Dallas, Texas 75201-3070
Telephone: (214) 871-2100
Facsimile: (214) 871-2111
Temporary Receiver