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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;
QUENTIN HIX;
GENE COULTER;
STEVEN C. ROBERTS;
MVP NETWORK, INC., a Texas corporation, a/k/a
MVP Network (Trust);
FMCI TRUST;
FUNDERS MARKETING COMPANY, INC.,
a Texas corporation;
RAYMOND G. PARR;
WILLARD VEARL SMITH;
EARL D. MCKINNEY;
FORTUNE INVESTMENTS, LTD., a Nevada
corporation;
ROBERT CORD, a/k/a Robert F. Schoonover, Jr.;
WINTERHAWK WEST INDIES, LTD.,
IGW TRUST;
CAROLYN DON HICKS and
CARL LADANE WEAVER,

Defendants,

and

HOWE FINANCIAL TRUST, an Indiana corporation;
TREDS FINANCIAL TRUST;
and MARY ANN BAUCE,

Defendants Solely for Purposes
of Equitable Relief.

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS

FILED

NOV 30 1998

NANCY DOHERTY, CLERK

By Deputy

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

CONSENT AND AGREED ORDER

CONSENT

Plaintiff Securities and Exchange Commission ("Commission") and Defendant Carolyn Don Hicks ("Hicks") stipulate, consent and agree as follows:

1. Hicks hereby makes a general appearance in this action, acknowledges service of the Complaint and the Amended Complaint and admits the jurisdiction of this Court over him and over the subject matter of this action.

2. Hicks waives the entry of Findings of Fact and Conclusions of Law and waives the right to appeal the Agreed Order entered based upon this Stipulation and Consent ("Consent").

3. Hicks acknowledges that he entered into this Consent voluntarily, and that no promises, threats, or assurances have been made by the Commission, or any of its members, officers, agents or representatives to induce him to enter into this Consent.

4. Hicks consents, without admitting or denying any of the allegations of the Complaint and of the Amended Complaint, except as to *in personam* and subject matter jurisdiction, to the entry of a preliminary injunction and other preliminary relief as to Hicks in the following form, which injunction (a) enjoins Hicks from violating sections 5(a) and (c) and 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§77e(a) & (c) & 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; (b) orders Hicks to serve and file a sworn accounting on or before December 11, 1998; (c) prohibits Hicks from altering, destroying or secreting records; (d) permitting the conduct of expedited discovery; and (e) permitting the temporary receiver to continue his activities.

5. Hicks agrees that this Agreed Order may be presented to the Court for execution and entry without further notice.

6. Hicks agrees to execute and return to the Commission an Acknowledgment of Service upon receipt of the executed Agreed Order after entry by the Court.

7. Hicks admits that he has been advised and understands that the Court may adjudge him to be in civil or criminal contempt if he commits any violation of the executed Agreed Order entered by the Court.

8. Hicks agrees not to oppose the enforcement of the Agreed Order on the ground that it fails to comply with Fed.R.Civ.P. 65(d) and hereby waives any objections based thereon.

9. The Commission and Hicks agree that the entry of the Agreed Order shall be without prejudice to Hicks' claims to any funds or other property which the temporary receiver may have or will take, and Hicks shall be entitled, upon notice and a hearing, to seek the return or use of any funds or other property which the temporary receiver may have or will take.

ORDER

Based upon the foregoing Consent and upon all the files, records and proceedings herein,

1. Hicks is preliminarily enjoined and restrained *pendente lite* from any of the following:

a. violating section 17(a) of the Securities Act, 15 U.S.C. §77q(a), by, directly or indirectly, in any way in connection with the offer or sale of any security

by the use of any means or instrument of transportation or communication in interstate commerce or by the use of the mails, directly or indirectly --

(i) employing any device, scheme or artifice to defraud, or

(ii) obtaining money or property by means of any untrue statement of material fact or any omission to state a material fact necessary in order to make the statement(s) made, in the light of the circumstances under which were made, not misleading, or

(iii) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon the purchaser, including, but not limited to, the offer and/or sale of an investment in a "prime bank" trading program and/or the unfounded promise or representation that repayment of monies previously invested in a "prime bank" trading program is likely to be made;

b. (i) violating section 10(b) of the Exchange Act of 1934, 15 U.S.C. §78j(b), by, directly or indirectly, by the use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange, using or employing in connection with the purchase or sale of any security registered on a national securities exchange or any security not so registered any manipulative or deceptive device or contrivance in contravention of a rule or regulation prescribed by the Commission, and/or

(ii) violating Rule 10b-5 of the Securities and Exchange Commission, 17 C.F.R. §240.10b-5, by, directly or indirectly, by the use of

any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange,

(A) employing any device, scheme or artifice to defraud,

(B) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement(s) made, in the light of the circumstances under which were made, not misleading, or

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

including, but not limited to, the offer and/or sale of an investment in a "prime bank" trading program and/or the unfounded promise or representation that repayment of monies previously invested in a "prime bank" trading program is likely to be made; and

c. violating sections 5(a) and (c) of the Securities Act, 15 U.S.C.

§77e(a) & (c), by, directly or indirectly,

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

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

unless a registration statement is in effect as to that security; or by, directly or indirectly, making use of any means or instrument of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any

security unless a registration statement has been filed with the Securities and Exchange Commission as to that security or while the registration statement is the subject of a refusal order or a stop order or (prior to the effective date of the registration statement) any public proceeding or examination under section 8 of the Securities Act, 15 U.S.C. §77h.

2. Hicks is preliminarily restrained and enjoined from, directly or indirectly, making any payment or expenditure of funds, effecting any sale, gift, hypothecation or other disposition of any asset, pending (a) a showing to this Court that he has sufficient funds or assets to satisfy all claims arising from the violations of the federal securities laws alleged in the Commission's Complaint and Amended Complaint, (b) the posting of a bond or surety sufficient to assure payment of any such claim or (c) the written consent of the Commission or of the temporary receiver.

3. Any bank, savings and loan association, trust company, broker-dealer or other financial or depository institution which holds an account in the name of or for or on behalf of Hicks (subject to paragraph 4 below) is restrained and enjoined from engaging in any transaction in securities (excepting liquidating transactions) or any disbursement of funds or securities pending (a) further order of this Court or (b) written consent of the Commission and of the temporary receiver.

4. This Agreed Order shall have no effect on any separate property of Hicks' spouse, Sharron Hicks.

5. Sharron Hicks and/or Michael Quilling, the individual whom the Court has appointed as temporary receiver, may disburse \$3,000 per month for two months for the benefit of Sharron Hicks, beginning December 1, 1998 from the following account:

Alliance Bank Account Number 5050778, Sulphur Springs, Texas, in the name of Sharron M. or Don Hicks.

6. Hicks is restrained and enjoined *pendente lite* from destroying, removing, mutilating, altering, concealing and/or disposing of, in any manner, any books and financial records.

7. Hicks shall prepare and shall file and serve an accounting, under oath, on or before December 11, 1998.

8. Hicks shall cooperate with the temporary receiver, Michael J. Quilling.

9. Hicks shall participate in expedited discovery consistent with the following guidelines:

a. Any party may notice and conduct depositions upon oral examination and may request production of documents or other things for inspection and or copying from parties prior to the expiration of thirty (30) days after service of the Commission's Complaint upon all defendants and relief defendants.

b. All parties shall comply with the provisions of Fed.R.Civ.P. 45 regarding issuance and service of subpoenae unless the person designated to provide testimony or to produce documents or things agrees to provide the testimony or to produce the documents or things without the issuance of a subpoena and/or to do so at a place other than one at which testimony or production can be compelled.

c. Any party may notice and conduct depositions upon oral examination subject to minimum notice of ten days.

d. All parties shall produce for inspection and copying all documents and things which are requested within ten days of receipt of a written request for those documents and things.

e. All parties shall serve answers to interrogatories within ten days after receipt of the interrogatories.

10. The Commission and Hicks shall serve written responses to any other party's request for discovery and the interim accountings to be provided by Hicks and the other defendants and the relief defendants by delivery to the Commission addressed as follows:

SECURITIES AND EXCHANGE COMMISSION

Fort Worth District Office
Attention: Robert A. Brunig
Spencer C. Barasch
Douglas A. Gordimer
801 Cherry Street
Suite 1900
Fort Worth, TX 76102
Facsimile: (817) 978-2700,

by delivery to the temporary receiver addressed as follows:

Michael J. Quilling, Esq.
QUILLING, SELANDER, CUMMISKEY, CLUTTS & LOWNDS, P.C.
2800 One Dallas Centre
350 North St. Paul Street
Dallas, Texas 75201-4240
Telephone: (214) 871-2100
Facsimile: (214) 871-2111,

and by delivery to other parties at such addresses as may be designated by them in writing. Such delivery shall be made by the most expeditious means available, including facsimile machine.

11. This Agreed Order shall be binding on Hicks, individually and jointly, and his agents, employees, servants, attorneys and all persons in active concert or participation with him or them.

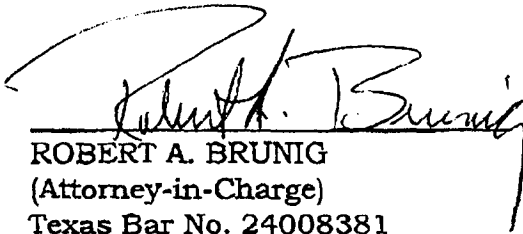
12. This Agreed Order shall remain in effect until modification by this Court upon application by any party or settlement on final resolution of the claims against Hicks.

ENTERED this 30th day of November, 1998.



Joe Kendall
United States District Judge

Approved as to Form and Content:



ROBERT A. BRUNIG

(Attorney-in-Charge)

Texas Bar No. 24008381

SPENCER C. BARASCH

D.C. No. D.C. Bar No. 388886

DOUGLAS A. GORDIMER

Maryland Bar Member

Attorneys for Plaintiff
SECURITIES & EXCHANGE COMMISSION
801 Cherry Street, Suite 1900
Fort Worth, Texas 76102
Telephone: (817) 978-3821
Facsimile: (817) 978-2700



BETH ANN BLACKWOOD, ESQ.

Texas Bar No. 12789140

Attorney for Defendant Carolyn Don Hicks
SECORE & WALLER, L.L.P.
2290 One Galleria Tower
13355 Noel Road
Dallas, TX 75240-6657
Telephone: (972) 776-0200
Facsimile: (972) 776-0240



Carolyn Don Hicks