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CTT / H.C. TAW  
WASH

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 I. Schoonover, Jr.; WINTERHAWK WEST  
INDIES, INC.; IGW TRUST; CAROLYN  
DON HICKS; and CARL LaDANE WEAVER,

Defendants,

and

HOWE FINANCIAL TRUST, an Indiana corporation;  
TREDS FINANCIAL TRUST; and  
MARY ANN BAUCE, HAMMERSMITH TRUST, L.L.C.,  
a Tennessee limited liability company; HAMMERSMITH  
TRUST, LTD. an Irish Corporation; BRIDGEPORT  
ALLIANCE, L.L.C., a Nevada limited liability company;  
LANDFAIR CUSTODIAL SERVICES, INC., a Tennessee  
corporation; MICROFUND, L.L.C., a Nevada limited  
liability company; AMERICAN PACIFIC BANK &  
TRUST, INC., an Antiguan corporation; EUROFUND  
INVESTMENT INC., a Tennessee corporation;  
B. DAVID GILLILAND; and MELODY ROSE,

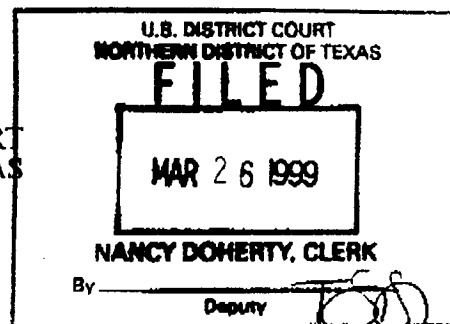
Defendants Solely for Purposes  
of Equitable Relief.

**AGREED ORDER MODIFYING AND ABATING ORDERS OF  
JANUARY 21, 1999, AND MARCH 11, 1999, FREEZING ASSETS  
AND APPOINTING TEMPORARY RECEIVER**

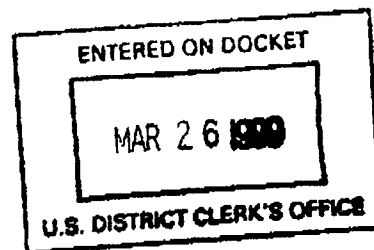
On March 22, 1999, a hearing was held in the above referenced matter, concerning this  
Court's orders of January 21, 1999, and March 11, 1999, Freezing Assets and Appointing Temporary

AGREED ORDER MODIFYING AND ABATING ORDERS OF JANUARY 21, 1999, AND  
MARCH 11, 1999, FREEZING ASSETS AND APPOINTING TEMPORARY RECEIVER:  
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CIVIL ACTION NO.  
3:98-CV-2689-X



Receiver (the "Freeze Orders"), wherein *inter alia*, Michael J. Quilling (the "Receiver") was appointed receiver for and over the assets of American Pacific Bank & Trust, Inc., Microfund, LLC, Landfair Custodial Services, Inc., Bridgeport Alliance, LLC, Economic Development Corporation, Concorde International Holding Corp., Eurofund Investments, Inc., Continental Management Group, Inc., Primary Services, Inc., Seven Dials Aviation Corp., Benjamin David Gilliland, William H. West, David M. Bishara, Melody Rose, Kenneth B. Cobb, and Raymond J. Hanson, (hereinafter collectively the "Freeze Order Parties"). Also appearing were equitable relief defendants Hammersmith Trust, LLC and Hammersmith Trust, Ltd. (collectively "Hammersmith", Hammersmith and the Freeze Order Parties are hereinafter referred to as the "Affected Parties"). The Receiver, counsel for the Securities Exchange Commission ("SEC") and the Affected Parties appeared before the Court either in person, or through counsel pursuant to the Freeze Orders.

After conferring, the parties announced to the Court that a compromise had been agreed upon and that all of the parties desired that the Court modify and abate the Freeze Orders, pending the performance of the compromise, and that contingent upon the parties performance of the compromise, that the Court enter an order of partial dismissal at a later date. After announcing the compromise in open Court, and the Court determining that the parties were in agreement concerning its terms, the Court determined that this order should be entered in accordance with the agreement of the parties, as follows:

**IT IS HEREBY ORDERED:**

1. The Affected Parties shall pay to the Receiver, the total sum of Two million seven hundred forty five thousand dollars (\$2,745,000.00) as follows:

(a) Eight hundred fifty thousand dollars (\$850,000.00) shall be paid, by wire transfer to: Mellon Bank Pittsburgh, Pa., ABA Routing #043000261, for credit to: Merrill Lynch Account #101-1730, for further credit to Michael J. Quilling, Receiver, Account #540-07229 (the "Receiver's Account"), to be *received* therein, not later than 3:00 p.m. CST, on March 29, 1999, or at such time as agreed in writing between the Receiver and the Affected Parties. Before 3:00 p.m., CST on March 29, 1999, or at such time as agreed in writing between the Receiver and the Affected Parties, the Affected Parties shall identify to the Receiver, funds of \$1,395,000.00 U.S.D., by account number and location (the "Account"). The Account shall remain frozen pursuant to the Freeze Order until \$1,395,000.00 U.S.D. is transferred to the Receiver's Account.

(b) One million three hundred ninety-five thousand dollars (\$1,395,000.00) shall be paid, by wire transfer to the Receiver's Account, to be *received* therein, not later than 3:00 p.m. CST, on April 19, 1999.

(c) The Affected Parties are *initially* credited with Five Hundred Thousand dollars (\$500,000.00) from the sale of the Airplane<sup>1</sup>, pursuant to the Airplane Order, *however*, if the net proceeds of the Airplane do not produce \$500,000.00 to the Receiver, then within seven (7) calendar days of the sale of the Airplane, the Affected Parties shall immediately pay, by wire transfer to the Receiver's Account, the difference between the net proceeds of the sale of the Airplane and \$500,000.00.

2. Pending the performance by all parties to this order of the matters set forth herein,


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<sup>1</sup>. The Airplane is described in this Court's order of March 22, 1999, styled "Order Permitting Sale of Airplane" (the "Airplane Order").

all proceedings, motions, discovery and activity in this case shall be abated, as it affects the Receiver, the SEC and the Affected Parties, and no responses to filed motions, sent discovery, or subpoenas shall be necessary, pending further order of this Court.


3. Save and except only Seven Dials Aviation Corp., the Airplane, and the Account, the Freeze Orders are hereby modified and abated, consistent with the terms of this Order, and except as otherwise provided herein, the assets of the Affected Parties are hereby released and unfrozen, pending further order of this Court.

SIGNED the 26<sup>th</sup> day of March, 1999.

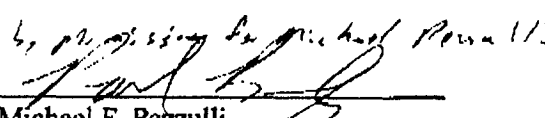
  
\_\_\_\_\_  
Joe Kendall  
United States District Judge

AGREED AND APPROVED AS TO FORM AND SUBSTANCE:

BICKEL & BREWER

By:   
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RECEIVER:

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*Charles H. Will*  
Michael J. Quilling

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