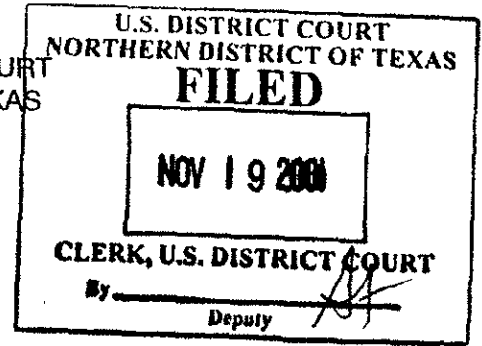


UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



MICHAEL J. QUILLING, Receiver for
Hammersmith Trust, LLC and
Microfund, LLC

Plaintiff,

V.

ANTHONY D. CUPINI and
CADET HOLDINGS, INC.,

Defendants.

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CA NO. 3:00-CV-2258-M



ORDER STAYING LITIGATION AND VACATING SETTLEMENT ORDER

On this day came on to be heard the Joint Motion to Stay Litigation Pending Full Payment of Settlement Consideration ("Motion") filed by the Plaintiff, Michael J. Quilling, Receiver and the Defendants, Anthony D. Cupini and Cadet Holdings, Inc. The Court finds that the entry of such Order is appropriate in view of the settlement negotiated between the parties, and which provides for a period of six months for payment of the settlement consideration.

Accordingly, it is hereby ORDERED that:

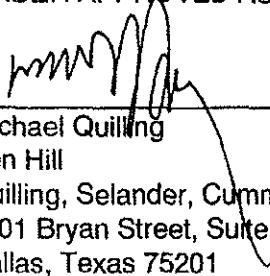
1. The Scheduling Order entered by this Court on February 1, 2001 is hereby vacated.
2. Further proceedings in this case are hereby stayed for a period of six months from and after the entry date of this Order, *and the clerk of court will administratively close this case for that period.*
3. Within fourteen days after the expiration of the stay set forth in paragraph 2 above, the parties are directed to either submit to the Court an agreed judgment of dismissal in accordance with the settlement, or a status report indicating why the entry of an agreed judgment of dismissal is not appropriate at that time.

SIGNED this 19 day of November, 2001.

[Signature]
BARBARA M.G. LYNN, U.S. DISTRICT JUDGE


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ORDER APPROVED AS TO SUBSTANCE:



Michael Quilling
Ken Hill
Quilling, Selander, Cumiskey & Lownds, P.C.
2001 Bryan Street, Suite 1800
Dallas, Texas 75201

Counsel for the Plaintiff



J. Robert Forshey
Forshey & Probst, LLP
777 Main St., Suite 1285
Fort Worth, Texas 76102

Counsel for Defendants, Anthony D. Cupini and
Cadet Holdings, Inc.