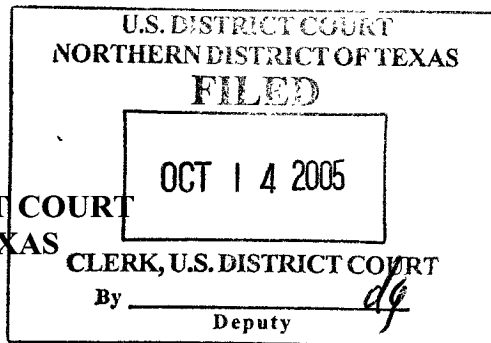


10/14
ORIGINAL



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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff

vs.

CASHLINK SYSTEMS, INC.
And ALAN LEVINE.

Defendants,

ALVIN-L CONSULTING, INC., VC
PARTNERS, INC., and KIMBERLY M.
FERREIRAS,

Relief Defendants.

CIVIL ACTION NO: 3-04 CV-1573L

**STIPULATED ORDER
PERMANENTLY ENJOINING
CASHLINK SYSTEMS, INC. FROM
FURTHER INFRINGEMENT OF AT
SYSTEMS, INC.'S TRADEMARK**

WHEREAS, this Court has previously appointed a receiver for Defendant CashLink Systems, Inc.;

WHEREAS, this Court has further ordered that other claimants against Defendant CashLink Systems, Inc. prosecute additional actions against CashLink Systems, Inc. only with the permission of this Court;

WHEREAS, third party AT Systems, Inc. has raised a claim for trademark infringement and unfair competition against CashLink Systems, Inc.;

WHEREAS, AT Systems, Inc. and Defendant CashLink Systems, Inc., by and through the Receiver having resolved the dispute between them, consent to entry of an order as follows:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Court has jurisdiction of the subject matter and of the parties.
2. Venue is proper in this Judicial District.
3. AT Systems, Inc. (“AT Systems”) is a corporation duly organized and existing under the laws of the State of Delaware and having its principal place of business in Pasadena, California.
4. AT Systems is the owner of United States Trademark Registration No. 2,821,984 for the mark CASHLINK. A copy of the registration is attached as Exhibit “A.” The registration is for “electronic safes and electronic change dispensing machines for retail establishments capable of accepting, counting, storage, safekeeping and reporting of currency and checks which are deposited into a cassette or cash box;” for “electronic safe and change dispensing machine services for retail establishments in the nature of accepting, counting, storage, safekeeping and reporting of currency and checks; cash processing services related thereto;” and for “armored car transport.”
5. AT Systems uses the CASHLINK mark as both a trademark and a service mark. It has used the CASHLINK mark since at least as early as 1999. Among other uses, the CASHLINK mark is used in connection with electronic safes and electronic change dispensing machines for retail establishments, such as fast food restaurants, convenience stores, and gas stations, as well as for related services.

6. CashLink Systems, Inc. (“CashLink”) is a corporation duly organized and existing under the laws of the State of Florida once having a principal place of business in Hollywood, Florida.

7. Prior to the receivership, Defendant CashLink Systems marketed and sold a cashless automated teller machine (“ATM”) system using the name “CashLink.” Defendant used the CASHLINK mark as part of its corporate name, as well on the cashless ATMs that it placed, or distributed for placement, in retail establishments such as fast food restaurants, convenience stores, and gas stations.

8. In 2004, AT Systems discovered Defendant’s infringing use of the CASHLINK mark, both as part of Defendant’s corporate name, as well as in connection with a cashless automated teller machine (“ATM”) to be placed in retail locations, including fast food restaurants, convenience stores, and gas stations.

9. AT Systems notified Defendant CashLink Systems that it infringed AT Systems’ rights in the valid United States Trademark Registration No. 2,821,984 through Defendant’s use of the name “CashLink Systems” including, but not limited to, as a corporate name, on its marketing and sales materials, in its advertising, and on ATM machines it distributed to investors.

10. Prior to the receivership, CashLink Systems, Inc. admits that it used AT Systems’ CASHLINK mark as part of its corporate name, and that it has also used AT Systems’ CASHLINK mark as part of the marking on products and materials it distributed, including using the mark on ATMs placed in retail establishments and/or distributed to investors.

11. AT Systems, Inc. further notified CashLink Systems, Inc. that its allegedly fraudulent activities, undertaken in connection with and under the name "CashLink Systems" have tarnished AT Systems, Inc.'s CASHLINK mark, and damaged its goodwill in the mark.

12. Prior to the receivership, CashLink Systems admits that it has copied and used AT Systems' trademark in connection with its own products and services which are sold in the same channels of trade as the products and services of AT Systems, and has also used AT Systems' trademark in its advertising for such products and services, thereby competing unfairly with AT Systems, infringing its trademark, and improperly trading on the goodwill established by AT Systems.

13. Accordingly, and subject to the exception set forth below in paragraph fourteen, CashLink Systems, Inc. its officers, directors, agents, servants, employees, privies, affiliates, representatives, attorneys, successors, and assigns, along with all persons who receive actual notice of this order by personal service or otherwise and who are in concert, privity, or participation with any of the foregoing, shall be, and they hereby are, permanently restrained and enjoined from using, as all or any portion of a corporate name, or as a source identifier, or in any advertising, or in any marketing or sales materials, or on any product, or in any other use in commerce, all of the following: 1) the mark "CashLink Systems"; 2) the mark "CASHLINK"; 3) the mark as shown in U.S. Registration No. 2,821,984; and 4) any mark or design confusingly similar thereto, and are permanently restrained and enjoined from using or selling any and all goods utilizing any such mark, and are further restrained and enjoined from inducing, encouraging, aiding or abetting any other person to do so. This injunction shall become effective on October 1, 2005.

14. The receiver shall be allowed to continue use of the name CashLink Systems, Inc. on its website to identify this action, and for the purpose of wrapping up the business activities of Defendant, locating remaining assets, in court filings and other documents submitted to the Court and, when engaging in any action or activity necessary, in the Receiver's judgment, to comply with or complete his duties and obligations as Receiver in this case. The receiver shall post on the first page of the website, in a prominent position and in a font significantly larger than any surrounding text, the following statement regarding its continued use of the name CashLink Systems: "CASHLINK[®] is the registered trademark of AT Systems, Inc. CashLink Systems, Inc. is not affiliated with, or related to, and has no relationship with AT Systems, Inc. The continue use of "CashLink" or "CashLink Systems" by CashLink Systems, Inc. has been enjoined by a Federal Judge."

15. CashLink Systems, through the receiver, shall provide to AT Systems a list of all known investors to whom materials and/or products bearing the infringing mark were distributed and/or sold, and shall update this list as additional information becomes available. This list shall be provided to AT Systems for the purpose of allowing AT Systems to send the notice attached hereto as Exhibit B to all known investors.

16. CashLink Systems, Inc., through the receiver, shall notify all known investors of this order, as well as the notice of Exhibit B, by posting copies of such documents on the website of the receiver. In addition, AT Systems, using the most current list of investors provided by CashLink Systems, will send written copies of this order, and the notice of Exhibit B, to all known investors.

17. This Court shall retain jurisdiction over the parties and the subject matter for the purpose of enforcing the provisions of this Order. In addition, in the event any legal action is

necessary to enforce this Order, the prevailing party in such action shall be entitled to its reasonable attorneys' fees.

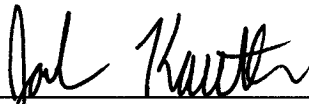
EXECUTED AND ENTERED this 14th day of October, 2005.


United States District Judge

APPROVED AS TO FORM AND CONTENT:

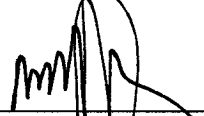
DATED: October 6, 2005

AT SYSTEMS, INC.

By: 
Joel A. Kauth, CA Bar No. 186544
CHRISTIE, PARKER & HALE, LLP
350 W. Colorado Blvd., Suite 500
Pasadena, California 91105
Telephone: (626) 795-9900
Telecopier: (626) 557-8800

DATED: October 12, 2005

CASHLINK SYSTEMS, INC.

By: 
Michael J. Quilling, Receiver
QUILLING, SELANDER, CUMMISKEY
& LOWNES, P.C.
2001 Bryan Street, Suite 1800
Dallas, Texas 75201
Telephone: (214) 871-2100
Telecopier: (214) 871-2111

CERTIFICATE OF SERVICE

I hereby certify that on the 13 day of October, 2005 a true and correct copy of the foregoing Stipulated Order was served via first class mail, with full and proper postage pre-paid thereon, to:

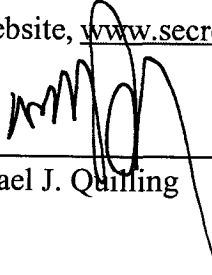
Kevin Edmundson
Securities and Exchange Commission
801 Cherry Street, Suite 1900
Fort Worth, Texas 76102. 2

David Chase
1909 Tyler Street
Wachovia Center - Penthouse
Hollywood, Florida 33020

Barry E. Whitlin
Law Office of Barry E. Whitlin
1200 South Pine Island Road, Suite 230
Plantation, Florida 33324

John Teakell
Law Office of John Teakell
2828 North Harwood Street, Suite 1950, LB 9
Dallas, Texas 75201

This Order will also be posted on the Receiver's website, www.secreceiver.com, immediately after filing.



Michael J. Quilling

Exhibit “A”

Int. Cls.: 9, 36 and 39

Prior U.S. Cls.: 21, 23, 26, 36, 38, 100, 101, 102 and 105

United States Patent and Trademark Office

Reg. No. 2,821,984

Registered Mar. 16, 2004

**TRADEMARK
SERVICE MARK
PRINCIPAL REGISTER**

CASHLINK

AT SYSTEMS INC. (DELAWARE CORPORATION)
3280 EAST FOOTHILL BOULEVARD, SUITE 290
PASADENA, CA 91107

FOR: ELECTRONIC SAFES AND ELECTRONIC CHANGE DISPENSING MACHINES FOR RETAIL ESTABLISHMENTS CAPABLE OF ACCEPTING, COUNTING, STORAGE, SAFEKEEPING AND REPORTING OF CURRENCY AND CHECKS WHICH ARE DEPOSITED INTO A CASSETTE OR CASH BOX, IN CLASS 9 (U.S. CLS. 21, 23, 26, 36 AND 38).

FIRST USE 11-0-2000; IN COMMERCE 11-0-2000.

FOR: ELECTRONIC SAFE AND CHANGE DISPENSING MACHINE SERVICES FOR RETAIL ESTABLISHMENTS IN THE NATURE OF

ACCEPTING, COUNTING, STORAGE, SAFEKEEPING AND REPORTING OF CURRENCY AND CHECKS; CASH PROCESSING SERVICES RELATED THERETO, IN CLASS 36 (U.S. CLS. 100, 101 AND 102).

FIRST USE 4-0-1999; IN COMMERCE 4-0-1999.

FOR: ARMORED CAR TRANSPORT, IN CLASS 39 (U.S. CLS. 100 AND 105).

FIRST USE 4-0-1999; IN COMMERCE 4-0-1999.

SER. NO. 76-173,770, FILED 11-30-2000.

HENRY S. ZAK, EXAMINING ATTORNEY

Exhibit “B”

NOTICE TO ALL INVESTORS OF CASHLINK SYSTEMS, INC.

CashLink Systems, Inc. sold cashless automated teller machines ("ATMs") to a number of investors, which ATMs were either placed in retail locations, or delivered to the investors. These ATMs bore the mark "CashLink Systems" which infringed the registered trademark CASHLINK[®] owned by AT Systems, Inc. (U.S. Trademark Registration No. 2,821,984). CashLink Systems, Inc. has now been enjoined from using the CASHLINK mark as set forth in the accompanying court order. In addition, based on CashLink Systems, Inc.'s allegedly fraudulent activities in connection with the sale and distribution of the ATMs, the Securities and Exchange Commission filed suit against CashLink Systems, Inc. CashLink Systems, Inc. ceased operation, and a receiver was appointed by the court.

AT SYSTEMS, INC. OWNS THE CASHLINK MARK

AT Systems, Inc. owns the mark CASHLINK, and uses the mark (both as a trademark and a service mark) in connection with electronic safes and electronic change dispensing machines for retail establishments, such as fast food restaurants, convenience stores, and gas stations, as well as for related services. AT Systems, Inc. has used the CASHLINK mark since at least as early as 1999.

AT Systems, Inc. is not related to, or affiliated with CashLink Systems, Inc., and had no involvement with CashLink Systems' sale and distribution of ATMs. AT Systems, Inc. continues to use its CASHLINK mark, and continues to provide equipment and services related to electronic safes and electronic change dispensing machines under the CASHLINK mark.

CASHLINK SYSTEMS, INC. INFRINGED THE MARK

AT Systems recognizes the harm caused to investors by the actions of CashLink Systems, Inc., as CashLink Systems, Inc.'s actions have harmed AT Systems, Inc. as well.

CashLink Systems, Inc., without permission or authorization from AT Systems, Inc., used AT Systems, Inc.'s CASHLINK mark as part of its corporate name, and also used AT Systems, Inc.'s CASHLINK mark on products and materials it distributed, including using the mark on ATMs placed in retail establishments and/or distributed to investors.

CashLink Systems, Inc. as well as its officers, directors, agents, servants, employees, privies, affiliates, representatives, attorneys, successors, and assigns, and those who are in concert, privity, or participation with any of the foregoing, have been enjoined from further use of "CashLink" or "CashLink Systems" on their products and materials, or of any other mark confusingly similar to AT Systems, Inc.'s CASHLINK mark.

INVESTORS

It appears that a number of these infringing ATMs, bearing the marking "CashLink Systems" remain placed in retail establishments, or in the possession of investors. Investors having ATMs in their possession, custody or control, including ATMs placed in retail locations, which still bear the "CashLink Systems" marking should immediately remove such marking.