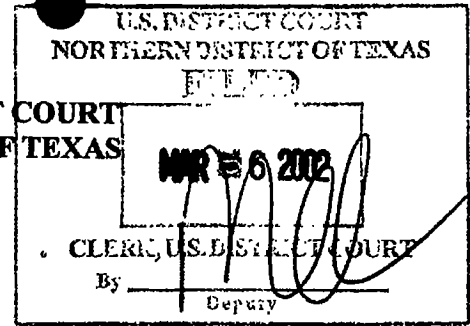


ORIGINAL

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 AS TO HOWE FINANCIAL TRUST

Plaintiff Securities and Exchange Commission ("Commission"), having filed its Complaint in this matter, together with amendments thereto, and Relief Defendant Howe Financial Trust ("Howe"), through its 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 it 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 its Consent voluntarily, no threats, promises of immunity or assurances having been made by the Commission or by any of its members, officers, agents, attorneys or other representatives to induce Howe to enter into the Consent, having consented, without admitting or denying any of the allegations in the Commission's Complaint and amendments thereto, except as to

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jurisdiction as set forth above, to entry without further notice of this Final Judgment as to Howe Financial Trust ("Final Judgment") requiring Howe to make disgorgement; it further appearing that this Court has jurisdiction over Howe 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 ORDERED, ADJUDGED AND DECREED ^uthat Howe shall make full disgorgement, *i.e.*, all of its assets up to \$1,000,000.00, to Michael J. Quilling, Esq. ("Quilling"), Quilling, Selander, Cummiskey & Lownds, PC, 1800 Bryan Tower, 2001 Bryan Street, Dallas, Texas 75201-3730, Telephone: 214/871-2100, Facsimile: 214/871-2111, as temporary receiver.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^uthat the Consent filed herein be, and the same is hereby, incorporated in this Final Judgment with the same force and effect as if fully set forth herein.

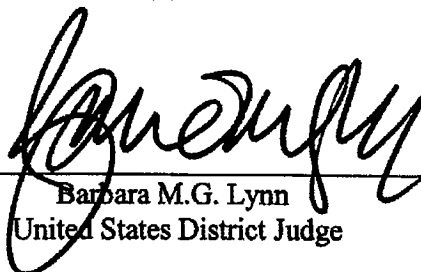
IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^uthat this Court shall retain jurisdiction of this action for all purposes, including for purposes of entertaining any suitable application or motion.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED ^uthat this Final Judgment may be served upon Howe 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.

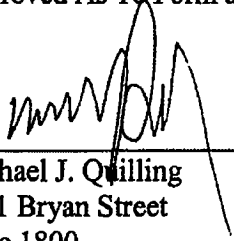
IT IS FINALLY ORDERED That, based on an express determination that there is no just reason for delay, the Clerk of Court shall enter judgment accordingly.

Dated:

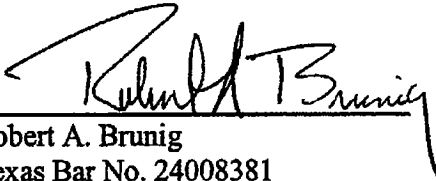
7/6/02


Barbara M.G. Lynn
United States District Judge

Approved As To Form and Content:



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Telephone: (214) 871-2100
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Temporary Receiver for Howe Financial Trust



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