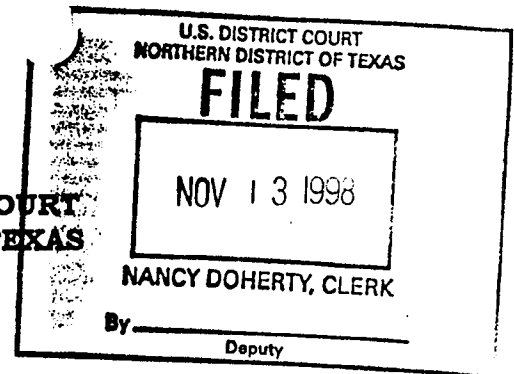


ORIGINAL

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;  
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;  
and TREDs FINANCIAL TRUST,

Defendants Solely for Purposes  
of Equitable Relief.

3 - 98CV2689 - X

Civil Action No.

ORDER APPOINTING TEMPORARY RECEIVER

This matter came on before me, the undersigned United States District Judge, this 13<sup>th</sup> day of November, 1998, on the application of Plaintiff Securities and Exchange Commission ("Commission") for the appointment of a temporary receiver for Defendants Funding Resource Group ("FRG"), Quentin Hix ("Hix"), Gene Coulter ("Coulter"), Steven C. Roberts ("Roberts"), MVP Network, Inc. ("MVP"), a Texas corporation, a/k/a MVP Network (Trust), FMCI Trust ("FMCI"), Funders Marketing Company, Inc. ("Funders"), a Texas corporation, Raymond G. Parr ("Parr"), Willard Vearl Smith ("Smith"), Earl D. McKinney ("McKinney"), Fortune Investments, Ltd. ("Fortune"), a Nevada corporation, Robert Cord ("Cord"), a/k/a Robert F. Schoonover, Jr., Winterhawk West Indies, Ltd. ("Winterhawk"), IGW Trust ("IGW"), Carolyn Don Hicks ("Hicks") and Carl LaDane Weaver ("Weaver") (collectively "Defendants") and for Relief Defendants Howe Financial Trust ("Howe") and Treds Financial Trust ("Treds") (collectively "Relief Defendants"). It appears entry of this Order Appointing Temporary Receiver is both necessary and appropriate in order to prevent waste and dissipation of the assets of the Defendants and of Relief Defendants to the detriment of investors.

**IT IS THEREFORE ORDERED:**

A. 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, be and hereby is appointed as Temporary Receiver for FRG, Hix, Coulter, Robert, MVP, FMCI, Funders, Parr, Smith, McKinney, Fortune, Cord, Winterhawk, IGW, Hicks and Weaver, and of Howe and Treds.

B. The Temporary Receiver shall take custody, possession and control of any and all assets, monies, securities and properties, real and personal, tangible and

intangible, of whatever kind and description, and wherever situated, belonging to FRG, Hix, Coulter, Roberts, MVP, FMCI, Funders Marketing, Parr, Smith, McKinney, Fortune, Cord, Winterhawk, IGW, Hicks, Weaver, Howe and Treds (hereinafter referred to as "Receivership Assets"), as well as any documents relating to the Receivership Assets.

C. The Temporary Receiver shall file with the clerk of this Court a bond in the sum of \$10,000.00, without need for sureties, as approved by the Court, conditioned that he will well and truly perform the duties of his office and duly account for all assets, monies and properties which may come into his hands and abide by and perform all things which he shall be directed to do.

D. All persons and entities, including FRG, Hix, Coulter, Roberts, MVP, FMCI, Funders Marketing, Parr, Smith, McKinney, Fortune, Cord, Winterhawk, IGW, Hicks, Weaver, Howe and Treds, and their officers, agents, servants, employees, attorneys, and all persons in active concert or participation with them, and further including any banks or other financial institutions wherever chartered or located, who receive actual notice of this Order Appointing Temporary Receiver, by personal service or otherwise, shall promptly deliver and surrender to the Temporary Receiver all Receivership Assets in the possession of or under the control of any one or more of them and shall promptly surrender all books and records of any kind pertaining or belonging to Defendants which relate to Receivership Assets.

E. All persons and entities, including Defendants and their officers, agents, servants, employees, attorneys, creditors and all other persons with actual notice of this Order Appointing Temporary Receiver, be and hereby are enjoined from in any way disturbing the Receivership Assets and from filing or prosecuting any actions or

proceedings which involve the Receiver or which affect the Receivership Assets, specifically including any proceeding initiated pursuant to the United States Bankruptcy Code, except with the permission of this Court. Any actions to determined disputes relating to Receivership Assets shall be filed in this Court.

F. The Temporary Receiver be and hereby is authorized, without breaching the peace, to enter and secure any premises, wherever located or situated, in order to take possession, custody or control of, or to identify the location or existence of, any Receivership Assets. The Temporary Receiver be and hereby is further authorized to change any locks or other security mechanisms with respect to any premises which constitute Receivership Assets.

G. The Temporary Receiver be and hereby is further authorized to take whatever reasonable steps he deems necessary in the performance of his duties in order to secure and/or remove the personal property of any third parties that may be located in or on any premises or real estate constituting a Receivership Asset. The Temporary Receiver and hereby is further authorized to ascertain whether anyone who is claiming a right to have property located at or to be on or possess any premises or real estate constituting a Receivership Asset is claiming such right by virtue of a written lease agreement and to cause that person or those persons who do not claim such a right under a written lease agreement, and that person's or those persons' property to be removed from the premises.

H. To the extent necessary to maintain the peace and upon request of the Temporary Receiver, the United States Marshal's Office be and hereby is ordered to assist the Temporary Receiver in order to carry out his duties and to take possession, custody or

control of Receivership Assets, including but not limited to the Temporary Receiver's right and authority to (1) enter into and secure any premises, property or real estate, wherever located or situated, in order to take possession, custody or control of or to identify the location or existence of any Receivership Assets, (2) take actual or constructive possession, custody and control of any Receivership Assets, (3) secure and/or remove the personal property of any third party that is located in or on any premises or real estate constituting a Receivership Asset, (4) remove any person and/or that person's property from any premises or real estate constituting a Receivership Asset whose claim of a right to have property located at or to be on or possess such premises or real estate is not evidenced by a written lease agreement with the owner of such premises or real estate and (5) remove any person from any premises or real estate constituting a Receivership Asset that attempts to interfere with the Temporary Receiver, his attorneys or agents in the performance of their duties as Temporary Receiver.

I. The Temporary Receiver be and hereby is directed to file with this Court and serve upon the parties, within thirty (30) days after entry of this Order, a preliminary report setting out the identity, location and value of the Receivership Assets and any liabilities pertaining thereto. Further, at the time the Temporary Receiver makes such report, he shall recommend to the Court whether, in his opinion, based on his initial investigation, claims against FRG, Hix, Coulter, Robert, MVP, FMCI, Funders Marketing, Parr, Smith, McKinney, Fortune, Cord, Winterhawk, IGW, Hicks and Weaver and/or against Howe and Treds should be adjudged in the Bankruptcy Court. After providing the parties an opportunity to be heard, this Court will determine whether to accept the Temporary Receiver's recommendation and, if appropriate, issue an order authorizing the

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Temporary Receiver to commence a bankruptcy proceeding as to the Defendant or Relief Defendant.

J. The Temporary Receiver be and hereby is authorized to employ such employees, accountants and attorneys as may be necessary and proper for the collection, preservation, maintenance and operation of the Receivership Assets. The Temporary Receiver is hereby authorized to obtain possession of and open any and all mail and/or deliveries addressed to any one or more of the Defendants for the purpose of determining if same relate to the existence and/or collection, preservation, maintenance or operation of Receivership Assets.

K. The Temporary Receiver be and hereby is authorized (1) to receive and collect any and all sums of money due or owing to FRG, Hix, Coulter, Roberts, MVP, FMCI, Funders Marketing, Parr, Smith, McKinney, Fortune, Cord, Winterhawk, IGW, Hicks and Weaver, and to Howe and Treds whether the same are due or shall hereinafter become due and payable, (2) to close bank accounts which constitute Receivership Assets and (3) to incur such expenses and make such disbursements as are necessary and proper for the collection, preservation, maintenance and operation of the Receivership Assets.

L. The Temporary Receiver be and hereby is authorized to defend, compromise or adjust such actions or proceedings in state or federal courts now pending and hereinafter instituted, as may in his discretion be advisable or proper for the protection of the Receivership Assets or proceeds therefrom, and with the proper permission of this Court and notice to the parties, to institute, prosecute, compromise or adjust such actions

or proceedings in state or federal court as may in his judgment be necessary or proper for the collection, preservation and maintenance of the Receivership Assets.

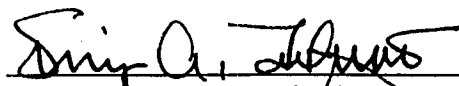
M. The Temporary Receiver shall keep Plaintiff SEC apprised at reasonable intervals and on specific request of all information and developments concerning the operation of the temporary receivership and shall provide to the Commission access to any and all books, records, and other documents relating to the business of FRG, Hix, Coulter, Roberts, MVP, FMCI, Funders Marketing, Parr, Smith, McKinney, Fortune, Cord, Winterhawk, IGW, Hicks and Weaver and of Howe and Treds in the possession of or control of the Temporary Receiver.

N. The Temporary Receiver shall seek and obtain the approval of this Court prior to disbursement of professional fees and expenses to the Temporary Receiver or his counsel and/or accountants, by presentation of a written application and after consultation with the Commission. All costs incurred by the Temporary Receiver shall be paid from the Receivership Assets. The Temporary Receiver is hereby authorized, empowered and directed to apply to this Court, with notice to the Commission and to Defendants and Relief Defendants for issuance of such other orders as may be necessary and appropriate in order to carry out the mandate of this Court.

O. This Court shall retain jurisdiction of this action for all purposes.

P. This Order shall remain in effect until modified by further order of this Court.

**EXECUTED AND ENTERED** this 13<sup>th</sup> date of November, 1998 at 3:47 p.m.

  
United State District Judge

*sitting for Judge Joe Kendall*