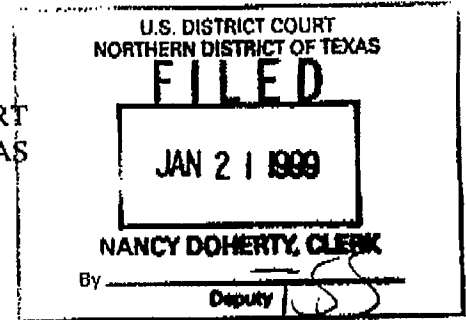


ORIGINAL

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 HLX; 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, INC.; IGW TRUST; CAROLYN
DON HICKS; and CARL LaDANE WEAVER,

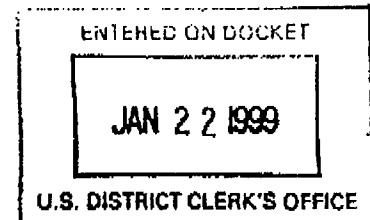
Defendants,

and

HOWE FINANCIAL TRUST, an Indiana corporation;
TREDS FINANCIAL TRUST; and
MARY ANN BAUCE,

Defendants Solely for Purposes
of Equitable Relief.

CIVIL ACTION NO.
3:98-CV-2689-X



**ORDER FREEZING ASSETS AND
APPOINTING TEMPORARY RECEIVER**

On the date entered below came on for consideration the Receiver's request to freeze assets and appoint temporary receiver with respect to Hammersmith Trust, L.L.C. The Court, being familiar with the pleadings and papers on file herein and having considered the Declaration of the Receiver supporting his request, was of the opinion, and so found, that this Order is necessary and

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appropriate in order to prevent the waste and dissipation of assets of Hammersmith Trust, L.L.C. to the detriment of the Receiver and the entities and individuals for whom he acts as Receiver.

IT IS THEREFORE ORDERED:

A. Hammersmith Trust, L.L.C., and its agents, employees, servants, trustees, attorneys, and all persons or entities in active concert or participation with it who receive actual notice of this order by personal service or otherwise, be and hereby are restrained and enjoined from, directly or indirectly, making any expenditure of funds, hypothecation or other disposition of any asset, pending a showing to this Court that Hammersmith Trust, L.L.C. has sufficient funds or assets to satisfy all claims against it by the Receiver or the posting of a bond or surety sufficient to assure payment of any and all claims by the Receiver against Hammersmith Trust, L.L.C.

B. Any bank, savings and loan association, trust company, broker/dealer or other financial or depository institution, which holds an account in the name of or in which Hammersmith Trust, L.L.C. has any type of interest whatsoever, be and hereby is restrained and enjoined from engaging in any transaction involving such accounts or any disbursement of funds or securities out of such account pending further order of this Court.

C. Hammersmith Trust, L.L.C., its agents, employees, servants, trustees, attorneys, and all persons and entities in active concert or participation with it who receive actual notice of this Order, by personal service or otherwise, be and hereby are restrained and enjoined from destroying, removing, mutilating, altering, concealing and/or disposing of, in any manner whatsoever, any of the books and records relating to the assets of Hammersmith Trust, L.L.C. pending further order of this Court.

D. The Court hereby appoints Michael J. Quilling, of 2800 One Dallas Centre, 350 N. St. Paul, Dallas, Texas 75201, telephone (214) 871-2100, facsimile (214) 871-2111, as temporary

Receiver for Hammersmith Trust, L.L.C. and directs that the Receiver take custody, possession and control of all assets, monies, securities and properties, real and personal, tangible and intangible, of whatever kind and description and wherever situated, belonging to Hammersmith Trust, L.L.C. or in which Hammersmith Trust, L.L.C. has any interest whatsoever ("Receivership Assets"), as well as any documents relating to the Receivership Assets.

E. The bond previously posted by the Receiver in these proceedings shall cover the Receiver's appointment as to Hammersmith Trust, L.L.C.

F. All persons and entities, including Hammersmith Trust, L.L.C., its officers, agents, servants, employees, trustees, 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 by personal service or otherwise, shall promptly deliver and surrender to the 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 Hammersmith Trust, L.L.C., which relate to Receivership Assets.

G. The Receiver is hereby 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 Receiver is further authorized to change any locks or other security mechanisms with respect to any premises which constitute Receivership Assets.

H. To the extent necessary to maintain the peace and upon request of the Receiver, the United States Marshal's Office is hereby ordered to assist the Receiver in order to carry out his duties and to take possession, custody or control of Receivership Assets, including but not limited

to the 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 Receiver, his attorneys or agents in the performance of their duties as Receiver.

I. The Receiver is hereby authorized to employ such employees, accountants, and attorneys as is necessary and proper for the collection, preservation, maintenance and operation of the Receivership Assets. The Receiver is hereby authorized to obtain possession of and open any and all mail and/or deliveries addressed to Hammersmith Trust, L.L.C. for the purpose of determining if same relate to the existence and/or collection, preservation, maintenance or operation of Receivership Assets.


J. The Receiver is hereby authorized to receive and collect any and all sums of money due or owing to Hammersmith Trust, L.L.C., whether the same are now due or shall hereafter become due and payable, is authorized to close bank accounts which constitute Receivership Assets, and is authorized to incur such expenses and make such disbursements as are necessary and proper for the collection, preservation, maintenance and operation of the Receivership Assets.

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

IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this action for all purposes.

IT IS FURTHER ORDERED that this Order will remain in effect until modified by further order of this Court.

SIGNED and DATED this 21st day of January, 1999, at 3:30
o'clock P.m. C.S.T.



HONORABLE JOE KENDALL
UNITED STATES DISTRICT JUDGE