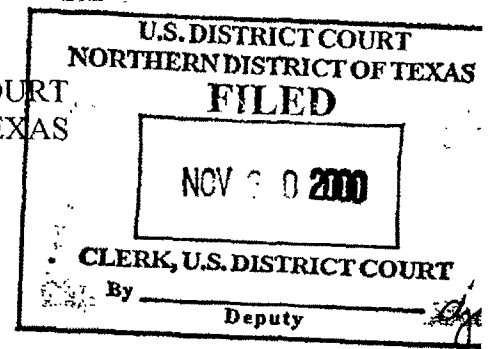


ORIGINAL

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

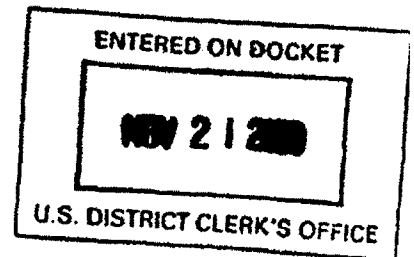
Defendants,

and

HOWE FINANCIAL TRUST, an Indiana corporation;
TREDS FINANCIAL TRUST; and
MARY ANN BAUCE, HAMMERSMITH TRUST, L.L.C.,
a Tennessee limited liability company; HAMMERSMITH
TRUST, LTD. an Irish Corporation; BRIDGEPORT
ALLIANCE, L.L.C., a Nevada limited liability company;
LANDFAIR CUSTODIAL SERVICES, INC., a Tennessee
corporation; MICROFUND, L.L.C., a Nevada limited
liability company; AMERICAN PACIFIC BANK &
TRUST, INC., an Antiguan corporation; EUROFUND
INVESTMENT INC., a Tennessee corporation;
B. DAVID GILLILAND; and MELODY ROSE,

Defendants Solely for Purposes
of Equitable Relief.

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



**ORDER APPROVING COMPROMISE AND
SETTLEMENT AGREEMENT AS TO SANDS POINT TRUST**

On this day came on for consideration by the Court the Receiver's Unopposed Motion to Approve Compromise and Settlement Agreement with Respect to Sands Point Trust, and Ray Hanson, individually. The Court, being familiar with the pleadings and papers on file herein, and having considered the unopposed nature of the Motion and the agreement set forth in the

**ORDER APPROVING UNOPPOSED MOTION TO APPROVE COMPROMISE
AND SETTLEMENT AGREEMENT WITH SANDS POINT TRUST - PAGE 1**

N:\TCDA\FILES\MJQ\Fund911 01\Sands Point Trust ORDER on Unopposed Motion wpd

523

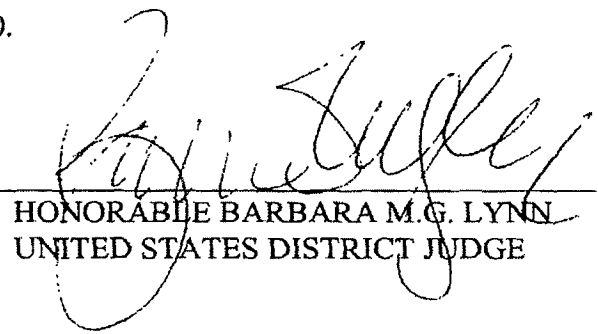
Compromise and Settlement Agreement, was of the opinion, and so found, that it should be granted. Accordingly,

IT IS ORDERED that the Compromise and Settlement Agreement between the Receiver and Sands Point Trust and Ray Hanson, individually, is hereby approved, and the Receiver is authorized to take all action necessary in order to consummate the transactions set forth in the Compromise and Settlement Agreement.

IT IS FURTHER ORDERED that all provisions of the Court's March 22, 1999 Agreed Order Modifying and Abating Orders of January 21, 1999 and March 11, 1999, Freezing Assets and Appointing Temporary Receiver are hereby vacated insofar as they relate to Ray Hanson individually.

IT IS FURTHER ORDERED that all provisions of the Court's July 22, 1999 Order Freezing Assets, Reinstating Appointment of Receiver and Authorizing Expedited Discovery are hereby vacated insofar as any provisions relate to Ray Hanson individually or assets being retained by Ray Hanson pursuant to the Compromise and Settlement Agreement.

Signed this 20 day of November, 2000.



HONORABLE BARBARA M.G. LYNN
UNITED STATES DISTRICT JUDGE

After entry, please return to:

Michael J. Quilling
Quilling, Selander, Cummiskey & Lownds, PC
2001 Bryan Street, Suite 18000
Dallas, TX 75201

**ORDER APPROVING UNOPPOSED MOTION TO APPROVE COMPROMISE
AND SETTLEMENT AGREEMENT WITH SANDS POINT TRUST - PAGE 2**

N:\TCD\FILES\MJQ\Fund911 01\Sands Point Trust ORDER on Unopposed Motion.wpd