

ORIGINAL

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

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FILED
JUL 14 2005
CLERK, U.S. DISTRICT COURT
By Deputy *dg*

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

MEGAFUND CORPORATION,
STANLEY A. LEITNER,
SARDAUKAR HOLDINGS, IBC., and
BRADLEY C. STARK,

Defendants,

and,

PAMELA C. STARK, and
CIG, LTD.,

Relief Defendants.

Civil Action No.

3:05-CV-1328-L

AGREED PRELIMINARY INJUNCTION AS TO PAMELA C. STARK

This matter came on before me, the undersigned United States District Judge, this 14th day of July, 2005, on application of Plaintiff Securities and Exchange Commission ("Commission") for issuance of a preliminary injunction, and after the Court having previously issued a temporary restraining order and other equitable relief including an order freezing assets, requiring an accounting of revenues, expenses and assets, prohibiting the destruction and/or alteration of documents, requiring the repatriation of assets and authorizing expedited discovery against Relief Defendant Pamela C. Stark ("Relief Defendant"). Relief Defendant has agreed to the entry of this Preliminary Injunction, without admitting or

denying the allegations contained in the Commission's Complaint and has agreed to waive a hearing and the entry of findings of fact and conclusions of law.

ACCORDINGLY, IT IS THEREFORE ORDERED:

1. Relief Defendant, and her agents, servants employees, attorneys and other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, are hereby restrained and enjoined from, directly or indirectly, making any payment or expenditure of funds belonging to or in the possession, custody or control of Relief Defendant, effecting any sale, gift, hypothecation or other disposition of any asset belonging to or in the possession, custody or control of Relief Defendant, pending a showing to this Court that Relief Defendant has sufficient funds or assets to satisfy all claims arising out of the allegations of the Commission's Complaint or the posting of a bond or surety sufficient to assure payment of any such claim.

2. All banks, savings and loan associations, savings banks, trust companies, broker-dealers, other financial or depository institutions and investment companies that hold one or more accounts in the name, on behalf or for the benefit of Relief Defendant, are hereby restrained and enjoined from engaging in any transaction in securities (except liquidating transactions necessary to comply with a court order), disbursing funds or securities, or releasing (other than to the Temporary Receiver) the contents of any safety deposit box maintained in the name of the Relief Defendant, or for their benefit, or for which an agent of the Relief Defendant ^{is} ~~are~~ a signatory, pending further order of this Court.

3. The provisions of paragraphs 1 and 2, above, shall not apply to funds received as a gift or loan and deposited into an account to be opened by the Relief Defendant and identified to the Commission by July 18, 2005, provided that such funds are not derived directly or indirectly from

Megafund, Sardaukar or their investors. The Relief Defendant, in receiving any gift or loan, shall not encumber or grant any security interest in any asset subject to this preliminary injunction.

4. All other individuals, corporations, partnerships, limited liability companies and other artificial entities are hereby restrained and enjoined from disbursing any funds, securities or other property obtained from Relief Defendant without adequate consideration.

5. Relief Defendant is hereby required to make an accounting, under oath, within thirty days of the issuance of this order (1) detailing all monies and other benefits which she received since June 1, 2004 through the date of this Order (including the date on which the monies or other benefit was received and the name, address and telephone number of the person paying the money or providing the benefit), (2) listing all current assets of Relief Defendant wherever they may be located and by whomever they are being held (including the name and address of the holder and the amount or value of the holdings) and (3) listing all accounts with any financial or brokerage institution maintained in the name of, on behalf of or for the benefit of the Relief Defendant (including the name and address of the account holder and the account number) and the amount held in each account at the end of each month during the period from June 1, 2004, through the date of the accounting.

6. Relief Defendant and her agents, servants, employees, attorneys and other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, are hereby restrained and enjoined from destroying, removing, mutilating, altering, concealing and/or disposing of, in any manner, any books and records owned by or pertaining to the financial transactions and assets of any defendants or relief defendants named in the above-styled cause.

7. Relief Defendant shall immediately repatriate all funds and assets obtained, or received directly or indirectly, from the activities described in the Commission's Complaint

that are now located outside the jurisdiction of this Court. Such funds shall be, immediately, transferred or paid into the court-appointed Receiver. Furthermore, with respect to any other asset owned by the Relief Defendant that are now located outside the jurisdiction of this Court, including specifically, any securities or real property, the Relief Defendant shall immediately identify to the Receiver the location of such asset, the price paid or consideration given, and the date upon which it was purchased. Securities or other personal property that are to be repatriated and that can be readily moved or transferred and titles or other documents reflecting ownership as to real property subject to repatriation, shall be delivered to the Receiver as soon as practicable.

8. The United States Marshal in any district in which Relief Defendant does business and/or may be found is authorized and directed to make service of process at the request of the Commission.

9. The Commission is authorized to give any notice required under the Federal Rules of Civil Procedure to the Relief Defendant by U.S. Mail, by electronic mail, or by any other means authorized by the Federal Rules of Civil Procedure.

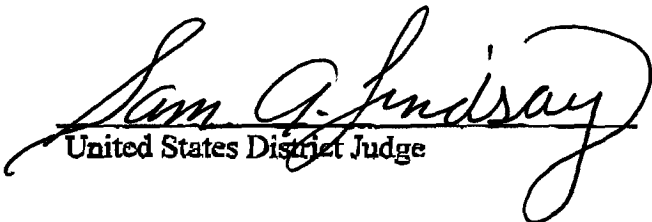
10. All parties shall serve written responses to any other party's request for discovery and the interim accountings to be provided by Relief Defendants by delivery to the Commission address as follows:

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Fort Worth District Office
Attention: Steve Korotash
801 Cherry Street
Fort Worth, TX 76102-6477
Facsimile: (817) 978-6490

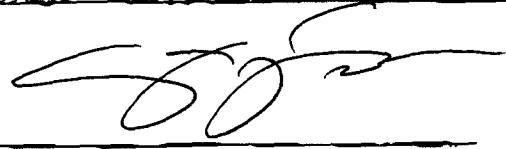
and by delivery to other parties at such address(es) as may be designated by them in writing. Such delivery shall be made by electronic mail, express courier or facsimile transmission.

11. Relief Defendant shall have thirty days from the date of the issuance of this Preliminary Injunction in which to answer the Commission's Complaint.

EXECUTED AND ISSUED at _____ o'clock p.m. CST this 14th day of _____, 2005.

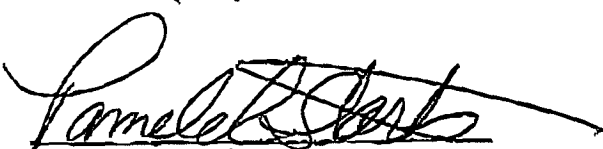

United States District Judge

Agreed and Approved as to Form and Content:

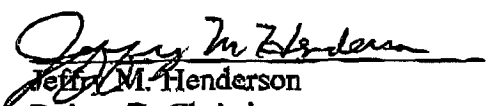


Dated: 7/12/05

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Pamela C. Stark

Dated: 7/12/05


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Dated: 7/12/05