

IN THE DISTRICT COURT OF OKLAHOMA
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

JAN 22 2004

Oklahoma Department of Securities)
ex rel. Irving L. Faught, Administrator,)
)
Plaintiff,)

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

v.)

Case No. CJ-03-7899

Sunset Financial Group, Inc., an Oklahoma)
corporation; Vision Services, Inc., an Oklahoma)
corporation; Amsterdam Fidelity Business Trust,)
a Nevada limited liability partnership; EASE)
Corporation, an Oklahoma corporation; Gold Star)
Properties, Inc., an unincorporated association;)
Rebates International, Inc., a Nevada corporation;)
Betty Solomon Brokerage, Inc., an Oklahoma)
corporation; Emzie Huletty, an individual;)
Grover H. Phillips, an individual; Nicholas Krug,)
an individual; Charles E. Elliott, an individual;)
Terry Mahon, an individual; Denver Large,)
an individual; Betty G. Solomon, an individual; and)
Donald J. Wood, an individual,)
)
Defendants.)

**AMENDED TEMPORARY INJUNCTION FOR DEFENDANTS AMSTERDAM
FIDELITY BUSINESS TRUST, REBATES INTERNATIONAL, INC.,
GROVER H. PHILLIPS, TERRY MAHON AND DENVER LARGE**

This matter came on for hearing this 22 day of January, 2004, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, for an extension of time for Defendants Amsterdam Fidelity Business Trust, Rebates International, Inc., Grover H. Phillips, Terry Mahon and Denver Large (collectively, "Rebates Defendants"), to comply with the Temporary Injunction issued by this Court ("Temporary Injunction").

The Oklahoma Department of Securities appears through its attorney Patricia A. Labarthe. Rebates Defendants appear through their attorney P. David Newsome, Jr. of Conner &

Winters. American Gift and Rebate, LLC and Royal Family Financial Trust (collectively, "Additional Entities") appear through their attorney P. David Newsome, Jr. of Conner & Winters. The Receiver, Win Holbrook, appears *pro se*.

On November 19, 2003, the Temporary Injunction was issued by this Court against the Rebates Defendants and the Additional Entities, and provided that Rebates Defendants and the Additional Entities would turn over specified assets, books, records, and documents to the Receiver by December 1, 2003. The Temporary Injunction also required that Rebates Defendants and the Additional Entities provide an accounting to the Receiver by December 1, 2003. The Department, the Rebates Defendants and the Additional Entities have agreed to extend the time to comply with the terms of the Temporary Injunction to February 15, 2004.

By agreeing to the entry of this order, the Rebates Defendants and the Additional Entities waive no defenses in this case or the allegations made herein and they make no admissions with respect to the allegations in Plaintiff's Petition for Permanent Injunction and Other Equitable Relief ("Petition") and its Application for Temporary Order, Asset Freeze, Accounting, and Temporary Injunction and Brief in Support filed herein.

The Court, having reviewed all pleadings and submissions of the parties, finds that the extension of time be and is hereby granted pursuant to the agreement of the parties and, therefore:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the Rebates Defendants and the Additional Entities, their agents, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this order, by personal service or otherwise, be and hereby are, until further notice of this Court, temporarily enjoined from:

1. offering or selling any security in and/or from this state except in compliance with the Oklahoma Securities Act ("Act"), Okla. Stat. Ann. tit. 71, §§1-413, 501, 701-703 (West 2003);
2. transacting business in this state as a broker-dealer, agent, investment adviser or investment adviser representative, unless appropriately registered under the Act;
3. directly or indirectly, making any untrue statements of material fact or omitting to state material facts necessary in order to make statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer, sale, and/or purchase of securities in and/or from this state;
4. directly or indirectly, engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person in connection with the offer, sale, and/or purchase of securities in and/or from this state; and
5. unlawfully distributing sales literature in connection with the offer, sale, and/or purchase of securities in and/or from this state.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Rebates Defendants and the Additional Entities will immediately cease the offer and/or sale of any interest in an international or domestic high-yield investment program, rebate program, coupon program or any other similar program described in the Plaintiff's Petition.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, effective on or before the date hereinafter provided, Win Holbrook ("Receiver") shall serve as Receiver for all assets of Rebates Defendants and the Additional Entities derived to any extent from the activities alleged in Plaintiff's Petition ("Assets"), directly or indirectly owned, beneficially or otherwise, including funds on deposit with any financial institution. The Receiver shall take custody,

control and possession of such Assets and exercise the direction and authority over the Assets as described in the Order as to other Defendants upon the earlier of receipt of the Assets or February 15, 2004; provided that for a period of three (3) months from the date of the Temporary Injunction issued November 19, 2003, Defendants Mahon, Phillips and Large may retain custody of funds necessary to provide normal living and business expenses, but in no event more than the cumulative sum for Defendants Mahon, Phillips and Large of \$25,000, and the costs of defending this action. Rebates Defendants and the Additional Entities, as soon as is reasonably practicable and in no event later than February 15, 2004, will provide an accounting to the Receiver of bank accounts of or controlled by any one or more of the Rebates Defendants and/or the Additional Entities.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Rebates Defendants and the Additional Entities provide Plaintiff and the Receiver three (3) business days written notice before any transaction involving any funds derived to any extent from the activities alleged in Plaintiff's Petition, thereby allowing Plaintiff and/or the Receiver the opportunity to file an objection with this Court. Should Plaintiff or the Receiver file such an objection, no transaction shall be effected until approved by this Court.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Rebates Defendants and the Additional Entities shall transfer or deliver to Plaintiff all documents and records of or relating to Sunset Financial Group, Inc., Vision Services, Inc., EASE Corporation, Betty Solomon Brokerage, Inc., and/or Amsterdam Fidelity Business Trust on or before February 15, 2004. Such documents shall include, but not be limited to, books, records, tapes, discs, accounting data, checks, correspondence, forms, advertisements, brochures, manuals,

electronically stored data, bank records, customer lists, customer files, telephone records, ledgers, and payroll records.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that on or before February 15, 2004, the Rebates Defendants and the Additional Entities shall transfer or deliver to Plaintiff all documents and records relating to the sales of interests in any international or domestic high-yield investment program and any other securities-related business of Rebates Defendants and Additional Entities.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Rebates Defendants and the Additional Entities, their agents, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this order, by personal service or otherwise, be and hereby are temporarily enjoined from, directly or indirectly, tampering with, altering, concealing, removing, destroying or otherwise disposing of in any manner, any and all books, records, documents, files, correspondence, computer disks or computer generated data of any type, however created or stored, pertaining to Rebates Defendants and the Additional Entities, or any financial or securities transaction by Rebates Defendants or the Additional Entities.

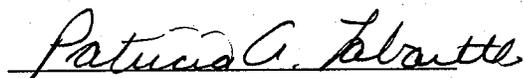
THIS ORDER IS ENTERED this _____ day of January, 2004.

CAROLYN R. RICKS

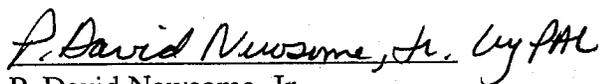
DISTRICT COURT JUDGE

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 22 day of Jan, 2004.
By Pat PATRICIA PRESLEY, Court Clerk Deputy

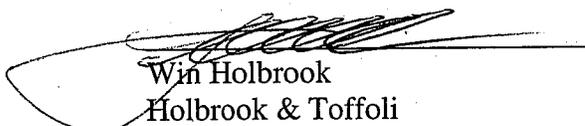
Approved as to form and substance:



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Receiver