

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

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

Plaintiff,)

v.)

Precious Oro Resources, LLC,)
an Oklahoma limited liability company;)
Thomas R. Ezell, an individual; and)
Nolan V. Harris, an individual;)

Defendants,)

and)

TMP Metals, LLC,)
a Texas limited liability company;)
Don Lynn Nunnally, an individual;)
Donna F. Elliott, an individual; and)
Eduwiges Baeza, an individual;)

Defendants Solely For)
Purposes of Equitable Relief.)

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

JUL 25 2008

PATRICIA PRESLEY, COURT CLERK
by ~~DEPUTY~~

Case No. CJ-2008-5138
Judge Bryan C. Dixon

**AGREED SECOND AMENDED TEMPORARY RESTRAINING ORDER,
ORDER FREEZING ASSETS, AND ORDER FOR ACCOUNTING**

This matter came on for hearing this 5th day of June, 2008, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon the verified *Petition for Permanent Injunction and Other Equitable Relief* of the Plaintiff ("Petition") and the application for a temporary restraining order, an order freezing assets, and an order for an accounting, pursuant to the Oklahoma Uniform Securities Act of 2004 (the "Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

It appears to this Court from the facts alleged in Plaintiff's verified Petition that Plaintiff is entitled to the relief requested; it further appears that the public will suffer irreparable damage and injury unless the Defendants, their officers, directors, agents, and other individuals acting on their behalf and under their direction and control, are restrained forthwith and without notice.

It further appears to the Court that if the issuance of this temporary restraining order, order freezing assets, and order for accounting is delayed until notice is given to the opposing party, there is a strong likelihood that investor funds may be lost to the detriment of those investors. The irreparable injury to be suffered by Plaintiff is the continued violations of the Act by Defendants if not temporarily restrained.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants, their agents, servants, employees, assigns, and those persons acting on their behalf, under their direction and control and/or in active concert or participation with them who receive actual notice of this Order, by personal service, facsimile or otherwise, be and hereby are, and until further notice of this Court, restrained from offering or selling any security in and/or from this state including, but not limited to, notes related to investments in ore concentrate.

IT IS FURTHER ORDERED that Defendants, Relief Defendants, their agents, servants, employees, assigns and all those persons, directly or indirectly, acting on their behalf, under their direction and control, and/or in active concert or participation with them who receive actual notice of this Order, by personal service, facsimile or otherwise, be and hereby are, and until further notice of this Court, restrained from tampering with, mutilating, altering, erasing, concealing, removing, destroying or otherwise disposing of any and all books, records, documents, files, correspondence, computer disks, tapes or other data recordings of any type,

pertaining to or referring to Defendants and/or Relief Defendants and any transactions relating to investor funds.

IT IS FURTHER ORDERED that pending determination of the motion for temporary injunction, the assets of Defendants and Relief Defendants be, and hereby are, frozen ("Assets"). The freeze shall include, but not be limited to, any funds located in any bank, depository institution, brokerage firm, or internet securities or other financial institution account. It shall also apply to accounts in the name of any individuals or entities controlled by Defendants and/or Relief Defendants or accounts over which Defendants and/or Relief Defendants have signatory or other designated authority. All banks, depository institutions, internet service providers, securities firms, or other institutions or persons served with a copy of this Order shall cooperate with the Oklahoma Department of Securities ("Department") relating to implementation of this Order, including imposing a freeze on all Assets, including accounts and funds, and producing records relating thereto. Facsimile transmission shall constitute service on the banks, depository institutions, internet service providers, securities firms, or other institutions or persons. Notwithstanding the foregoing, however, the parties agree, and the Court orders, that the freeze shall be modified as follows:

1. The Bank of Oklahoma, N.A. small business checking account maintained by Defendant Thomas R. Ezell (account number *****928) shall be released from the above-described freeze to allow for deposits to be made to the account and for the limited and exclusive purpose of the payment of ordinary living expenses of Defendant Ezell.
2. The Bank of Oklahoma, N.A. personal checking account maintained by Defendant Nolan V. Harris (account number *****191) shall be released from

the above-described freeze to allow for deposits to be made to the account and for the limited and exclusive purpose of the payment of ordinary living expenses of Defendant Harris.

3. Defendant Precious Oro Resources, LLC was previously authorized by the Amended Temporary Restraining Order to make a one-time withdrawal of \$5,000.00 from its business banking account maintained at Bank of Oklahoma, N.A. (account number *****919) (the "POR Account") for the sole purpose of payment for the initial costs of its defense in this action.
 - a. Defendant Precious Oro Resources, LLC is further authorized by this Second Amended Temporary Restraining Order to make a second withdrawal of \$5,000.00 from the POR Account, on or after July 22, 2008, for the sole purpose of funding its continued defense in this action.
4. Defendant Precious Oro Resources, LLC is further authorized to make withdrawals from the POR Account as follows:
 - a. A one-time withdrawal of \$1,544.34 for the sole purpose of paying AT&T for Precious Oro Resources, LLC's telephone service;
 - b. A one-time withdrawal of \$525.12 for the sole purpose of reimbursing Defendants Ezell and Harris for gas, lodging, and food expenses incurred in travel on behalf of Precious Oro Resources, LLC.

IT IS FURTHER ORDERED that Defendants and Relief Defendants, their agents, servants, employees, assigns and all those persons, directly or indirectly, acting on their behalf, under their direction and control, and/or in active concert or participation with them, who receive actual notice of the Order, by personal service, facsimile or otherwise, and each of them are

prohibited from directly or indirectly, transferring, withdrawing, concealing, removing, destroying, or otherwise disposing of any and all Assets, except to the extent described in the modifications set forth above.

IT IS FURTHER ORDERED that all persons and entities, including Defendants, Relief Defendants, their subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, including any banks, depository or financial institutions, wherever chartered or located, securities firms or companies, internet service providers or companies, federal and state agencies, or other institutions or persons who receive actual notice of this Order, by personal service, facsimile transmission or otherwise, shall promptly deliver and surrender to the Department:

1. all records of the Defendants and Relief Defendants including, but not limited to, books, records, tapes, discs, accounting data, checks, correspondence, forms, advertisements, brochures, manuals, electronically stored data, bank records, customer and investor lists, customer and investor files, telephone records, ledgers, payroll records, to include such information stored in computer maintained form; and
2. all keys and codes necessary to gain or to secure access to any Assets or documents of the Defendants and/or Relief Defendants including, but not limited to, access to the premises where all records of the Defendants and/or Relief Defendants are maintained, means of communication, accounts, computer systems, or other assets or property, wherever located.

IT IS FURTHER ORDERED that Defendants all representatives of the Department access to any and all documents relating to the sales of securities, and to the business of Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, including, but not limited to, books, records, tapes, discs, accounting data, checks, correspondence, forms, advertisements, brochures, manuals, electronically stored data, bank records, customer and investor lists, customer and investor files, telephone records, ledgers, payroll records, to include such information stored in computer maintained form.

IT IS FURTHER ORDERED that Defendants file with this Court and serve on the Plaintiff an accounting, under oath, detailing all of their assets and detailing all funds received from investors and/or clients and the disposition and/or use of those funds received pursuant to the scheme described in the Plaintiff's Petition. This accounting shall include, but not be limited to, the total amount received from investors and/or clients, the name and address of each investor and/or client, the amount invested, the date each such investment was made and a listing of all expenditures made showing the amount and to whom paid and the date of payment. This accounting shall be submitted to this Court and served upon Plaintiff within fifteen (15) days from the date of entry of this Order.

IT IS FURTHER ORDERED that except by leave of Court during the pendency of this action, all creditors and other persons seeking money, damages or other relief from Defendants, and all others acting on behalf of any such creditor or other persons, including sheriffs, marshals, and other officers and their deputies, and their respective attorneys, servants, agents, and employees, are hereby stayed and restrained from doing any act or thing whatsoever to interfere in any manner during the pendency of this proceeding with the exclusive jurisdiction of this

Court over Defendants. This Order shall not stay or restrain any pending or future action whatsoever by any government agency or any representative on behalf of any government.

IT IS FURTHER ORDERED that the Defendants shall provide notice of this Order to each of their affiliates, successors, directors, officers, and each of their employees, salespersons, representatives and independent contractors.

IT IS FURTHER ORDERED that a hearing is hereby set at 1:30 p.m. on the 3rd day of July, 2008, before the Honorable Bryan C. Dixon of the Oklahoma County District Court, Oklahoma County Courthouse, Oklahoma City, Oklahoma, at which time the Defendants and Relief Defendants may seek the dissolution of this temporary restraining order, order freezing assets, and order for an accounting and the Plaintiff may seek a temporary injunction and other equitable relief.

THIS ORDER IS ENTERED this 25th day of July, 2008, at 12:35 p.m.

BRYAN C. DIXON

THE HONORABLE BRYAN C. DIXON
Judge of the District Court

Agreed to by:

Patricia A. Labarthe
Jennifer Shaw, OBA #20839
Patricia A. Labarthe, OBA #10391
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700

ATTORNEYS FOR PLAINTIFF

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, Oklahoma. This 25th day of July, 2008.
By Patricia Presley
PATRICIA PRESLEY, Court Clerk
Deputy

Andrea Stailey

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PRECIOUS ORO RESOURCES, LLC,
THOMAS R. EZELL, AND NOLAN V. HARRIS