

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

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

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,)

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY OKLA

SEP - 3 2004

PATRICIA PRESLEY, COURT CLERK
By _____
Deputy

Defendants.)

**FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION FOR AMSTERDAM
FIDELITY BUSINESS TRUST, REBATES INTERNATIONAL, INC.,
GROVER H. PHILLIPS, TERRY MAHON AND DENVER LARGE**

This matter came on for hearing this 3 day of September, 2004, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon Plaintiff's Petition for Permanent Injunction and Other Equitable Relief ("Petition"), pursuant to Section 406.1 of the Oklahoma Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2002).

After a review of the pleadings and evidence, this Court finds:

1. At all times material hereto, Defendants Amsterdam Fidelity Business Trust ("Amsterdam"), Rebates International, Inc. ("Rebates"), Grover H. Phillips ("Phillips"), Terry

Mahon ("Mahon"), and Denver Large ("Large") (collectively, "Rebates Defendants"), engaged in the issuance, offer and/or sale of interests in a high-yield investment program ("Investment Program"), in and/or from the state of Oklahoma to investors ("Investors").

2. The Investment Program interests are securities as defined by Section 2 of the Act.

3. The Investment Program interests offered and sold by Rebates Defendants are not, and have not been, registered under the Act. The Investment Program interests have not been offered or sold pursuant to an exemption from registration under Section 401 of the Act.

4. Amsterdam and Rebates are issuers as defined in Section 2 of the Act. The Rebates Defendants are not registered under the Act in any capacity. The Rebates Defendants employed or acted as agents who were not registered under the Act to effect or attempt to effect purchases or sales of the Investment Program interests.

5. The Rebates Defendants, in connection with the offer, sale or purchase of the Investment Program interests, directly and indirectly, made untrue statements of material facts and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in violation of subsection (2) of Section 101 of the Act.

6. The Rebates Defendants, directly and indirectly, in connection with the offer, sale or purchase of the Investment Program interests, and through the use of untrue statements of material facts and omissions of material facts, engaged in an act, practice, or course of business that has operated as a fraud or deceit upon Investors, in violation of subsection (3) of Section 101 of the Act.

7. The Rebates Defendants, directly and indirectly, distributed sales literature related to the Investment Program to Investors without filing such sales literature with the Department in violation of Section 402 of the Act.

8. The Rebates Defendants, without admitting or denying the allegations in the Petition, without making any admissions, and without waiving any privileges available to them, have executed the Stipulation and Consent to Final Order by Defendants Amsterdam Fidelity Business Trust, Rebates International, Inc., Grover H. Phillips, Terry Mahon and Denver Large ("Stipulation and Consent"), attached hereto as Exhibit "A" and made a part hereof. The Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this final order, judgment and permanent injunction ("Final Order").

9. There is a likelihood of future violations of the Act by the Rebates Defendants if they are not enjoined.

Based on the pleadings, evidence, and the execution of the Stipulation and Consent, the Court finds that Plaintiff is entitled to the relief prayed for and that this Final Order be issued by agreement of the parties, and, therefore:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that a permanent injunction be and is hereby entered, forever enjoining and restraining the Rebates Defendants from:

1. offering or selling any security in and/or from this state; and
2. transacting business in this state as a broker-dealer or agent, as such terms are defined by the Act.

IT IS FURTHER ORDERED that the Rebates Defendants pay the sum of Three Hundred Four Thousand, Six Hundred Sixty-Four Dollars and Twenty-Two Cents (\$304,664.22), to the Receiver, Win Holbrook, to be used for restitution to Investors. In addition, the Rebates Defendants, in satisfaction of the respective duties and obligations of Mahon, Phillips and Large

to Amsterdam, Rebates, Royal Family Financial Trust ("Royal Family"), American Gift and Rebate, LLC ("American Gift"), the Plaintiff and the Receiver, or any of them, shall transfer to the Receiver, Win Holbrook, upon receipt thereof, all funds and other assets of Amsterdam, Rebates, Royal Family and American Gift, derived to any extent from the activities alleged in Plaintiff's Petition, that hereafter come into their possession or under their control from any person, to be used for restitution to Investors.

IT IS FURTHER ORDERED that the Rebates Defendants shall immediately transfer and assign to the Receiver, Win Holbrook, all of their respective rights and claims to funds or other assets derived to any extent from the activities alleged in Plaintiff's Petition, that are held for, invested on behalf of, controlled by, or owed to Amsterdam, Rebates, Royal Family, or American Gift.

IT IS FURTHER ORDERED that the Defendants Phillips, Mahon and Large shall, pursuant to the Amended Temporary Injunction For Defendants Amsterdam Fidelity Business Trust, Rebates International, Inc., Grover H. Phillips, Terry Mahon and Denver Large ("Amended Temporary Injunction"), retain for living expenses, the funds held in the following accounts:

- (a) Bank of America, Springfield, Missouri
Amsterdam Fidelity Business Trust, Account Number [REDACTED]
[REDACTED]
- (b) Bank of America, Springfield, Missouri
Amsterdam Fidelity Business Trust, Account Number [REDACTED]
[REDACTED]
- (c) Bank of America, Edmond, Oklahoma
Royal Family Financial Business Trust, Account Number [REDACTED]
[REDACTED]

IT IS FURTHER ORDERED that the Amended Temporary Injunction and any other order in this case that freezes the assets of Defendants Phillips, Mahon and Large, or restricts

their access to their personal bank accounts including, without otherwise limiting the generality of the foregoing, the accounts set forth below, shall be, and hereby is dissolved, and that all restrictions applicable to the following personal bank accounts under the Amended Temporary Injunction or any other order in this case shall be released:

- (a) Bank of America, Edmond Oklahoma
Grover Phillips, Account Number [REDACTED]
- (b) Bank of America, Las Vegas, Nevada
T.H. Mahon, Tammy C. Harrell, Account Number [REDACTED]
- (c) Bank of America, Las Vegas, Nevada
Terry H. Mahon, Shirley Ann Mahon, Account Number [REDACTED]
- (d) Bank of America, Las Vegas, Nevada
Terry H. Mahon, POD S.A. Mahon, Account Number [REDACTED]

IT IS FURTHER ORDERED that the allocation of restitution to Investors shall be determined by this Court at the conclusion of the pending receivership in this matter.

IT IS FURTHER ORDERED that the Receiver shall continue to exercise that authority granted by the Amended Temporary Injunction.

IT IS FURTHER ORDERED that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Final Order and the Stipulation and Consent.

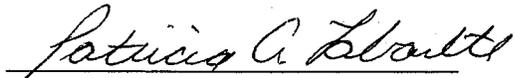
IT IS SO ORDERED.

Dated this _____ day of September, 2004.

CAROLYN R. RICKS

DISTRICT COURT JUDGE

Approved as to form and substance:



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