

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

MAY 19 2009

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Jerry D. Cash,)
)
Defendant,)
)
and)
)
Sherry J. Cash,)
)
Intervenor.)

Case No. CJ-2008-7963

ORDER MODIFYING TEMPORARY INJUNCTION
AND ORDER FREEZING ASSETS

This matter came on for hearing this 19th day of May, 2009, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma.

On August 29, 2008, a *Temporary Injunction and Order Freezing Assets* ("Order") was entered by the Court. The Order was supplemented by orders of the Court dated September 9, 2008, November 4, 2008 and January 23, 2009.

In conjunction with the *Final Order, Judgment and Permanent Injunction* ("Final Order") entered this same date, and in resolution of the allegations in Plaintiff's petition filed in this matter (the "Petition"), Defendant has proposed to enter into a real and personal property purchase agreement (the "Purchase Agreement") with a buyer ("Buyer"). The Purchase Agreement includes the sale of the real property described

below and certain personal property in the nature of artwork and household goods as more specifically identified in the Purchase Agreement. The net proceeds resulting from the sale of the property are to be distributed to Quest Resource Corporation, a Nevada corporation ("Quest"). Also in conjunction with the Final Order entered this same date, in resolution of the allegations in the Petition, Defendant also has proposed to transfer all of Defendant's interest in STP Newco, Inc., as of May 19, 2009, including but not limited to, certain oil and gas related interests as more fully described below (the "Other Assets") to Quest.

Quest has represented to Plaintiff that a diligent review of the proposed transfers described in this Order has been conducted, including having obtained an independent appraisal of the real property described below. Quest has also represented to Plaintiff that in its business judgment acceptance of the proceeds from the sale of the Property and receipt of the Other Assets is in its best interest.

Defendant has represented to the Court, under penalty of perjury, that a true, accurate and final copy of the Purchase Agreement has been provided to Plaintiff prior to the date of this Order and that no other agreement, express or implied, exists between Buyer and Defendant with respect to the property subject to the Purchase Agreement.

Contemporaneous with the closing of the property subject to the Purchase Agreement, Plaintiff shall release the *lis pendens* filed by it on October 23, 2008, relating to the real property described below and shall release and waive any right, title and interest of any type involving such property. Plaintiff also agrees that it will not initiate or otherwise participate in any proceeding or action against or otherwise involving the property subject to the Purchase Agreement now or in the future.

Therefore, based on the pleadings and the evidence, the Court finds that the Order, as supplemented, should be modified as follows:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the real property described as:

Lot One (1), in Block Sixty-five (65), of WAVERLY SECTION NICHOLS HILLS, Oklahoma County, Oklahoma, being a subdivision of Block Eighty-five (85), Nichols Hills, according to the recorded plat thereof;

and

A tract of land located in the Northwest Quarter of Section Thirty-two (32), Township Thirteen (13) North; Range Three (3) West of the I.M., Oklahoma County, Oklahoma, more particularly described as: Beginning at the Southwest Corner of said quarter section; thence South 89°46'06" East along the South line of said quarter section a distance of 917.03 feet for a Point of Beginning; thence North 0°21'24" East a distance of 225 feet ; thence South 89°46'06" East parallel with the South line of said quarter section a distance of 378.99 feet to a point on the East line of the property described in the Deed recorded in Book 433 at Page 217 in the records of Oklahoma County, Oklahoma; thence South along the East line of the property described in said Deed a distance of 225 feet to a point in the South line of said quarter section, said point being 1297.03 feet East of the Southwest corner of said quarter section; thence North 89°46'06" West along the South line of said quarter section a distance of 380 feet to the Point of Beginning.

is released from the terms of the Order, as supplemented.

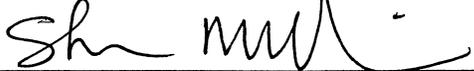
IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that all proceeds from the sale of the real and personal property described in the Purchase Agreement are to be directly transferred by the Buyer to Quest, net of any liens, taxes, encumbrances or mortgages.

IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that all of Defendant's interest in STP Newco, Inc. as of May 19, 2009, including the North Hultuke Unit located in Seminole and Pottawattamie Counties, Oklahoma; in the South Pond Creek Unit located in Grant County, Oklahoma; in Rockport Energy, L.L.C., a Texas limited liability company; and in LGS, L.P., a Texas limited partnership, are released from the terms of the Order, as supplemented, and are to be transferred directly to Quest.

THIS ORDER IS ENTERED this 19th day of May, 2009, at
2:12 p.m.


DISTRICT COURT JUDGE

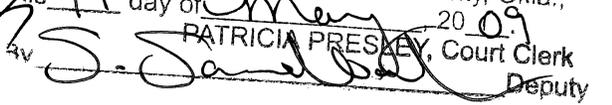
Approved as to form and substance:



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Sherry J. Cash
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Pro se Intervenor

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 19 day of May, 2009.

PATRICIA PRESLEY, Court Clerk
Deputy