

IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

OKLAHOMA DEPARTMENT OF )  
SECURITIES *ex rel.* Irving L. Faught, )  
Administrator, )  
)  
Plaintiff, )

v. )

B & B WORM FARM, an unincorporated )  
entity, B & B WORM FARMS, INC., a )  
Nevada corporation, LYNN BRADLEY, )  
an individual, and THE ESTATE OF )  
GREGORY MILES BRADLEY, )  
a deceased individual, )  
)  
Defendants. )

Case No. CJ-2003-3174  
Judge Noma D. Gurich

FILED IN THE DISTRICT COURT  
OKLAHOMA COUNTY

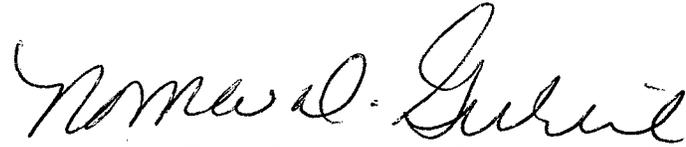
APR 17 2003

PATRICIA PRESLEY, COURT CLERK  
By \_\_\_\_\_  
Deputy

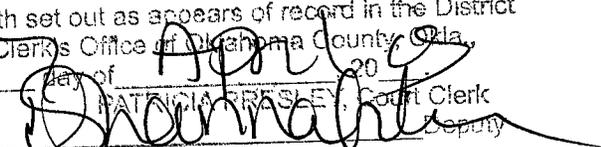
**ORDER**

Upon the oral application of defendant B&B Worm Farms, Inc. ("B&B") and there being no objection by plaintiff, it is ORDERED AND DIRECTED that B&B Worm Farms™, Inc. ("B&B"), acting through C. David Rhoades, Turnaround Professionals, LLC, may pay the fees and expenses of Crowe & Dunlevy, P.C., and Turnaround Professionals, LLC, through the time B&B commences a proceeding under Chapter 7 of the United States Bankruptcy Code and in addition, may pay to Spradling, Alpern & Gum LLP an amount not to exceed \$7,000.00, as a retainer in connection with B&B's anticipated bankruptcy proceeding and related matters.

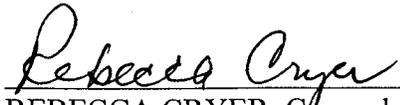
DATED: April 17, 2003.



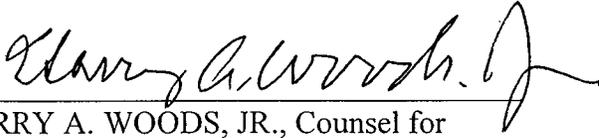
**NOMA D. GURICH**  
District Judge

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 \_\_\_\_\_ day of April, 2003.  
By  Patricia Presley, Court Clerk  
Deputy

APPROVED:



REBECCA CRYER, Counsel for Plaintiff



HARRY A. WOODS, JR., Counsel for  
Defendant, B&B Worm Farms™, Inc.