

IN THE DISTRICT COURT OF POTTAWATOMIE COUNTY
STATE OF OKLAHOMA

FILED
IN DISTRICT COURT

FEB 24 2004

POTTAWATOMIE COUNTY, OK.
BECIL DUNLAP, COURT CLERK

BY Deanna Hickey DEPUTY

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

v.)

Case No. C-03-1239

The Hickman Agency, Inc., an Oklahoma)
corporation; Merl William Hickman, Sr.,)
an individual; Sarah L. Hickman,)
an individual; and Merl William)
Hickman, Jr., an individual,)
)
Defendants,)

and)

Stephanie Hickman Matthews, an individual;)
Angela Friguletto, an individual; Peter)
Friguletto, an individual; Sandra Friguletto,)
an individual; and Christy Hickman,)
an individual,)

Defendants Solely For)
Purposes of Equitable Relief.)

ORDER GRANTING EQUITABLE RELIEF
AGAINST STEPHANIE HICKMAN MATTHEWS

This matter came on for hearing this 24 day of February, 2004, before the undersigned Judge of the District Court in and for Pottawatomie County, State of Oklahoma, upon the Application for Equitable Relief to follow the Order Granting Equitable Relief entered in this matter on February 3, 2004, against Stephanie Hickman Matthews ("Hickman Matthews"), pursuant to Section 406.1 of the Oklahoma Securities Act ("Act"), Okla. Stat. Ann. tit. 71, §§ 1-413, 501, 701-703 (West 2004).

The Oklahoma Department of Securities appears through its attorney Patricia A. Labarthe. Hickman Matthews appears through her attorney Bradley C. West. The Receiver, Stephen J. Moriarty, appears *pro se*.

The Court, having reviewed all pleadings and submissions of the parties, finds that the Order Granting Equitable Relief Against Stephanie Hickman Matthews be issued by agreement of the parties, and, therefore:

IT IS FURTHER ORDERED that the cash and other property that are the proceeds, or are traceable to the proceeds, of the unlawful activities of Defendants, as alleged in paragraphs 1 and 2 of the First Amendment to Petition for Permanent Injunction and Other Equitable Relief ("First Amendment"), and in Paragraphs 1 through 29 of the Petition for Permanent Injunction and Other Equitable Relief ("Petition"), (collectively, "Investor Assets"), received or held by Hickman Matthews continue to be frozen. The freeze shall include, but not be limited to, those Investor Assets located in any bank, depository institution or securities brokerage account. It shall also apply to accounts in the name of any individuals or entities controlled by Hickman Matthews or over which Hickman Matthews has signatory or other designated authority, if the funds are derived to any extent from the activities alleged in the Petition or in the First Amendment. All banks or other financial institutions served with a copy of this order shall cooperate with the Department relating to implementation of this order, including imposing a freeze on all Investor Assets, including accounts and funds, and producing records relating thereto. Facsimile transmission shall constitute service on the banks or other depository and financial institutions or securities brokerage firms.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Hickman Matthews, and all those persons, directly or indirectly, acting on her behalf, under her direction and control,

and/or in active concert or participation with her, who receive actual notice of the order, by personal service, facsimile or otherwise, and each of them 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 Investor Assets.

IT IS FURTHER ORDERED that the Receiver, Stephen J. Moriarty, is empowered to marshal and take possession of Investor Assets received or held by Hickman Matthews; to undertake whatever manner of legal or equitable action is required to preserve or maintain the Investor Assets received or held by Hickman Matthews; and to operate or liquidate the Investor Assets received or held by Hickman Matthews, as equity may require.

IT IS FURTHER ORDERED that Hickman Matthews, and all persons acting on her behalf, under her direction and control, and/or in active concert or participation with her, and further including any banks or financial institutions, wherever chartered or located, life insurance companies, federal and state agencies, viators, viatical settlement providers, and viatical settlement brokers who receive actual notice of this order, by personal service, facsimile transmission or otherwise, shall promptly deliver and surrender to the Receiver:

1. all Investor Assets received or held by the Hickman Matthews; and
2. all documents received or held by the Hickman Matthews that relate to the activities of the Defendants as described in the Petition and First Amendment 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 Hickman Matthews, and all persons acting on her behalf, under her direction and control, and/or in active concert or participation with her refrain from interfering with said Receiver taking such custody, control or possession and from interfering in any manner, directly or indirectly, with such custody, possession and control of said Receiver.

IT IS FURTHER ORDERED that Hickman Matthews allow representatives of the Oklahoma Department of Securities access to any and all documents relating to the Investor Assets 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 Hickman Matthews file with this Court and serve on Plaintiff, within ten (10) days from the date of this order, an accounting, under oath, detailing all Investor Assets received or held by Hickman Matthews, and detailing the disposition and/or use of those Investor Assets.

IT IS FURTHER ORDERED that in agreeing to the entry of this Order, Relief Defendant waives no defenses to this case or the allegations made herein.

THIS ORDER IS ENTERED this 24 day of February, 2004.

CERTIFICATE OF TRUE COPY

State of Oklahoma)
Pottawatomie County) SS. in the Dist. Court
I, Cecil Dunlap, Court Clerk, Within and for the State and County aforesaid do hereby certify that the above foregoing is a full, true, correct and complete copy of

Order
In the above cause as fully as the same appears on record and on file in my office.

WITNESS my hand as Clerk and official seal this 24 day of FEB, 2004

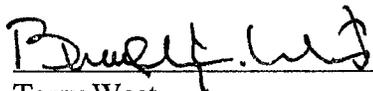
By Cecil Dunlap Court Clerk
Deanna Halsey Deputy


DISTRICT COURT JUDGE

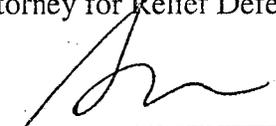
Approved as to form and substance:



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