

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

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

Case No. CJ-03-7899

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

SEP - 9 2004

PATRICIA PRESLEY, COURT CLERK
By _____
Deputy

**STIPULATION AND CONSENT TO FINAL ORDER BY DEFENDANTS
AMSTERDAM FIDELITY BUSINESS TRUST, REBATES INTERNATIONAL, INC.,
GROVER H. PHILLIPS, TERRY MAHON AND DENVER LARGE**

Defendants Amsterdam Fidelity Business Trust, Rebates International, Inc., Grover H. Phillips, Terry Mahon and Denver Large (collectively, "Rebates Defendants") stipulate to the following facts and consent to the following stipulations and undertakings:

Stipulations:

The Rebates Defendants hereby stipulate as follows:

1. The Oklahoma Department of Securities ("Plaintiff") is the proper party to bring this action seeking the relief requested in the Petition for Permanent Injunction and Other Equitable Relief ("Petition") filed in this matter.

2. The Rebates Defendants are subject to the jurisdiction of this Court by proper service of the Petition and their appearance in this matter.

3. Amsterdam Fidelity Business Trust ("Amsterdam") is a business trust for which Grover H. Phillips ("Phillips") is the trustee and beneficial owner. Win Holbrook ("Receiver") has been appointed receiver for all assets of Amsterdam derived to any extent from the activities alleged in Plaintiff's Petition, and certain books and records of Amsterdam have been delivered to him and are in his possession.

4. Rebates International, Inc. ("Rebates") is a corporation for which Terry Mahon ("Mahon") is the president and shareholder. Denver Large ("Large") is a control person of Rebates. The Receiver has been appointed for all assets of Rebates derived to any extent from the activities alleged in Plaintiff's Petition, and certain books and records of Rebates have been delivered to him and are in his possession.

5. The Rebates Defendants, directly and indirectly, 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"). In return for their funds, Investors received instruments from the Rebates Defendants that purported to be rebate coupons that would be redeemed by the Rebates Defendants after certain periods of time. Redemption of the coupons depended on the success of the investment of the Investors' funds through the Investment Program. The Investment Program interests are securities as defined by Section 2 of the Oklahoma Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2002).

6. The Rebates Defendants, without admitting or denying the allegations in the Petition and without making any admissions and without waiving any privileges available to them, do not contest the application of the Act to the issuance, offer and/or sale of the Investment Program interests in and/or from the state of Oklahoma referenced in paragraph 5 above.

Undertakings:

The Rebates Defendants hereby undertake as follows:

1. The Rebates Defendants consent to the entry of the Final Order, Judgment and Permanent Injunction For Amsterdam Fidelity Business Trust, Rebates International, Inc., Grover H. Phillips, Terry Mahon and Denver Large ("Final Order"), in the form attached as Exhibit "A" hereto and made a part of this 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").

2. The Rebates Defendants state that this Stipulation and Consent is entered into voluntarily and that no threat or promise of immunity of any kind has been made by Plaintiff, the Administrator of the Oklahoma Department of Securities, or any employee of the Oklahoma Department of Securities, to coerce agreement with this Stipulation and Consent.

3. The Rebates Defendants waive any right to appeal from the Final Order.

4. The Rebates Defendants agree that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Final Order.

5. The Rebates Defendants shall pay the sum of Three Hundred Four Thousand, Six Hundred Sixty-Four Dollars and Twenty-Two Cents (\$304,664.22), to the Receiver, the receipt of which is hereby acknowledged by the Receiver, 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, upon receipt thereof, all funds and other assets of the Defendants Amsterdam and Rebates as well as 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.

6. The Rebates Defendants hereby transfer and assign to the Receiver, all rights and claims they have 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, by any person; provided, however, that the Rebates Defendants have been unable to recover funds held for Amsterdam, Rebates, Royal Family or American Gift by Durendal-Zurich and have made no promise or commitment that they can recover such funds.

7. The Rebates Defendants agree that the allocation of restitution to Investors shall be determined by this Court at the conclusion of the pending receivership in this matter.

8. The Rebates Defendants agree that the Receiver shall continue to exercise that authority granted by the Amended Temporary Injunction For Defendants Amsterdam Fidelity Business Trust, Rebates International, Inc., Grover H. Phillips, Terry Mahon and Denver Large ("Amended Temporary Injunction").

9. The Rebates Defendants agree that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

10. The Rebates Defendants understand that Plaintiff will take action as authorized by law, including, but not limited to, an enforcement action under the Act, for the failure of any Rebates Defendant to comply with the terms of the Final Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

11. The Rebates Defendants agree to the presentation of this Stipulation and Consent, executed by each Rebates Defendant, and the Final Order in the form attached as Exhibit "A", to the Court to be entered without further notice.

12. Defendants Phillips, Mahon, and Large shall, pursuant to the Amended Temporary Injunction, retain for living expenses the funds held in the following accounts:

- (a) Bank of America, Springfield, Missouri, [REDACTED]
Amsterdam Fidelity Business Trust, Account Number [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]

13. The parties agree that all fees, expenses and compensation withdrawn upon written notice to the Plaintiff, from the funds held by counsel for the Rebates Defendants, were in accordance with the Amended Temporary Injunction and without objection by Plaintiff.

14. The parties agree that the Amended Temporary Injunction shall be dissolved insofar as it applies to any bank account of Defendants Phillips, Mahon, and Large, and the Plaintiff and the Receiver agree to provide notices to this effect as may be required by financial institutions with personal accounts for Defendants Phillips, Mahon, and Large.

IN WITNESS WHEREOF, the Rebates Defendants have executed this Stipulation and Consent as of the date and year set forth below their signatures hereto.

AMSTERDAM FIDELITY BUSINESS TRUST

By: *Lyroven Phillips*

Title: *Trustee*

Date: *8/25-04*

Address: 1924 S. Elvin Drive
Stillwater, OK 74074

REBATES INTERNATIONAL, INC.:

By: *Jerry Mahon*

Title: *CEO*

Date: *8/25/04*

Address: Broken Arrow, OK

Grover Phillips

GROVER H. PHILLIPS

Date: 8-25-04

Address: 1924 S. Elvin Drive
Stillwater, OK 74074

Terry Mahon

TERRY MAHON

Date: 8/25/04

Address: Broken Arrow, OK

DENVER LARGE

Date: _____

Address: 101 State Drive, Suite B
Hollister, MO 65672

Approved as to form and substance:

Patricia A. Labarthe

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Oklahoma Department of Securities
120 North Robinson, Suite 860
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(405) 280-7700
Attorney for Plaintiff

P. David Newsome, Jr.

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(918) 586-5711
Attorney for Defendants Amsterdam Fidelity Business Trust,
Rebates International, Inc., Grover H. Phillips, Terry Mahon,
and Denver Large

Win Holbrook

Win Holbrook
Holbrook & Toffoli
120 North Robinson, Suite 2200
Oklahoma City, OK 73102
(405) 232-3664
Receiver

GROVER H. PHILLIPS

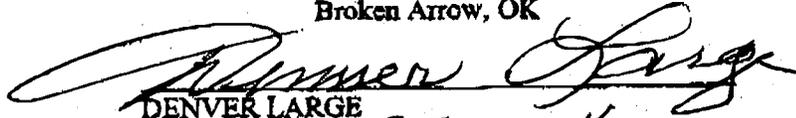
Date: _____

Address: 1924 S. Elvin Drive
Stillwater, OK 74074

TERRY MAHON

Date: _____

Address: Broken Arrow, OK



DENVER LARGE

Date: 8-23-04

Address: 101 State Drive, Suite B
Hollister, MO 65672

Approved as to form and substance:

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