

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.

JUL 12 2005

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

**STIPULATION AND CONSENT TO FINAL ORDER BY
DEFENDANT DONALD J. WOOD**

Defendant Donald J. Wood ("Defendant Wood") stipulates to the following facts and consents to the following undertakings:

Stipulations:

Defendant Wood hereby stipulates 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. Defendant Wood is subject to the jurisdiction of this Court by proper service of the Petition and his appearance in this matter.

3. Defendant Wood engaged in the offer and/or sale of securities in the nature of interests in a high-yield investment program ("Investment Program"), in and/or from the state of Oklahoma to investors ("Investors"). 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. 2003).

4. Defendant Wood admits to the application of the Act to the issuance, offer and/or sale of the securities in and/or from the state of Oklahoma referenced in paragraph 3 above.

Undertakings:

Defendant Wood hereby undertakes as follows:

1. Defendant Wood consents to the entry of the Final Order, Judgment and Permanent Injunction For Defendant Donald J. Wood ("Final Order"), in the form attached as Exhibit "A" hereto and made a part of this Stipulation and Consent to Final Order by Defendant Donald J. Wood ("Stipulation and Consent").

2. Defendant Wood states 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. Defendant Wood waives any right to appeal from the Final Order.

4. Defendant Wood agrees that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Final Order.

5. Defendant Wood agrees that the allocation of restitution to Investors shall be determined by this Court at the conclusion of the pending receivership in this matter.

6. Defendant Wood agrees to cooperate with the Plaintiff in this case by providing documents, information and/or factual testimony, if requested by the Plaintiff, regarding allegations made in the Petition against the other named Defendants.

7. Defendant Wood agrees that he will immediately disassociate from doing business of any kind with any named Defendant in this case.

8. Defendant Wood agrees that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

9. Defendant Wood understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for his failure 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.

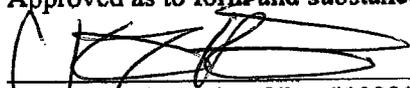
10. Defendant Wood agrees to the presentation of this Stipulation and Consent and the Final Order, in the form attached as Exhibit "A", to the Court to be entered without further notice.

IN WITNESS WHEREOF, Defendant Wood has executed this Stipulation and Consent as of the date and year set forth below his signature hereto.

D. Wood
X Authorized Representative
DONALD J. WOOD

Date: 7/6/05
Address: 4128 NW 61st Terrace
Oklahoma City, OK 73112

Approved as to form and substance:



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