

IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT  
OKLAHOMA COUNTY, OKLA.

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

Plaintiff, )

v. )

Greater Midwest Agency, Inc., an Oklahoma )  
corporation, Greater Midwest Investment Trust, )  
Special Care Marketing, Inc., an Oklahoma )  
corporation, Jerry Thane Davis, an individual, )  
and Max O. Davis, an individual, )

Defendants. )

DEC 30 1999

PATRICIA PRESLEY, COURT CLERK

By \_\_\_\_\_  
Deputy

Case No.

CJ-99-9293

**TEMPORARY RESTRAINING ORDER,**  
**ORDER FREEZING ASSETS AND APPOINTMENT OF RECEIVER**

This matter came on for hearing this 30th day of December, 1999, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon the verified Petition for Permanent Injunction and Other Equitable Relief of the Plaintiff and the application therein for a temporary restraining order, order freezing assets and appointment of receiver pursuant to Section 406.1 of the Oklahoma Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-17, 101-103, 201-204, 301-307, 401-413, 501, 701-703 (1991 & Supp. 1999) and Sections 1382, 1383 and 1551 of the Oklahoma Code of Civil Procedure, Okla. Stat. tit. 12, §§1-3237 (1999).

It appears to this Court from the facts alleged in Plaintiff's verified Petition that Plaintiff is entitled to the relief prayed for; it further appears that the public will suffer irreparable damage and injury unless the Defendants, their officers, directors, agents,

and other individuals acting on their behalf and under their direction and control are restrained forthwith and without notice.

It further appears to the Court that if the issuance of this temporary restraining order and appointment of receiver is delayed until notice is given to the opposing party there is a strong likelihood that investor funds may be lost to the detriment of those investors. The irreparable injury to be suffered by Plaintiff is the continued violations of the Act by Defendants if not temporarily restrained.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants, their agents, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this order, by personal service or otherwise, be and hereby are, and until further notice of this Court, restrained from:

1. offering or selling any security in this state unless the security is registered under the Act or the security of transaction is exempted under Section 401 of the Act, or unless the security is a federal covered security;

2. transacting business in this state as a broker-dealer, agent, investment adviser and/or investment adviser representative unless appropriately registered under the Act;

3. directly or indirectly, making any untrue statements of material fact or omitting to state material facts necessary in order to make statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer, sale, and/or purchase of securities from or in this state; and

4. directly or indirectly, engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that pending determination of the motion for temporary injunction, the assets of Defendants be, and hereby are, frozen. The freeze shall include, but not be limited to, those funds located in any bank accounts of Defendants. It shall also apply to accounts in the name of any individuals or entities controlled by Defendants or over which Defendants have signatory or other designated authority, if the funds are derived to any extent from the activities alleged in Plaintiff's petition.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants their agents, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this order, by personal service or otherwise, be and hereby are temporarily restrained from directly or indirectly, tampering with, altering, concealing, removing, destroying or otherwise disposing of in any manner, any and all books, records, documents, files, correspondence, computer disks or computer generated data of any type, however created or stored, pertaining to Defendants or any financial or securities transaction by Defendants.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that Robert Gilliland ("Receiver") is appointed Receiver for all assets of Defendants directly or indirectly owned, beneficially or otherwise, including funds on deposit with any and all financial institutions. The Oklahoma County Sheriff shall immediately install the receiver at the place of business of Defendant Greater Midwest Agency, Inc. and Greater Midwest Investment Trust. The receiver is given directions and authority to accomplish the following with regard to Defendants:

1. to take custody, control and possession of all the funds and other assets of Defendants wherever situated;

2. to conserve, hold and manage all such assets, and the business of Defendants pending further action by this Court in order to prevent any irreparable loss, damage or injury to investors; to conserve and prevent the withdrawal or misapplication of funds entrusted to Defendants, their agents, employees, officers, directors, principals, distributors, sales representatives and/or attorneys; and to prevent violations of the Act by Defendants;

3. to make such payments and disbursements as may be necessary and advisable for the preservation of the properties of Defendants and as may be necessary and advisable in discharging his duties as Receiver;

4. to retain and employ attorneys, accountants, computer consultants and other persons as may be advisable or necessary in the management, conduct, control or custody of the affairs of Defendants and of the assets thereof and otherwise generally to assist in the evaluation. Receiver may immediately retain or employ such persons, and compensate such persons, all subject to filing as soon as practicable with this Court, an application seeking approval of the employment;

5. to institute, prosecute and defend compromise, adjust, intervene in or become party to such actions or proceedings in any state court, federal court or United States bankruptcy court as may in Receiver's opinion be necessary or proper for the protection, maintenance and preservation of the assets of Defendants, or the carrying out of the terms of this Order, and likewise to defend, compromise, adjust or otherwise dispose of any or all actions or proceedings now pending in any court by or against

Defendants where such prosecution, defense or other disposition of such actions or proceedings will in the judgment of the Receiver be advisable or proper for the protection of the properties of Defendants; and

6. to exercise those powers necessary to implement his conclusions with regard to disposition of this receivership pursuant to the orders and directives of this Court.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them deliver over to said Receiver:

1. the identity of any and all bank accounts to which any deposit(s) were made of funds obtained in connection with offers and sales of the interests in the bank debenture trading program issued by Special Care Marketing, Inc. and certificates of deposit issued by Greater Midwest Investment Trust;

2. custody, possession and control of any and all bank accounts to which any deposit(s) were made of funds obtained in connection with offers and sales of interests in the bank debenture trading program issued by Special Care Marketing, Inc. and certificates of deposit issued by Greater Midwest Investment Trust; and

3. custody, possession and control of all funds, assets, books and records, both corporate and individual, as are necessary to obtain an accounting of the amount, source and disposition of funds received from the business of Defendants or from the sales of interests in the bank debenture trading program issued by Special Care Marketing, Inc. and certificates of deposit issued by Greater Midwest Investment Trust.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them 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 ADJUDGED AND DECREED that Defendants and Receiver allow representatives of the Oklahoma Department of Securities access to all books, records and accounts relating to the business of Defendants and/or the sales of interests in the bank debenture trading program issued by Special Care Marketing, Inc. and certificates of deposit issued by Greater Midwest Investment Trust; their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them fully cooperate with and assist the Receiver appointed in this action and that they take no action, directly or indirectly, to hinder or obstruct the Receiver in the conduct of his duties or to interfere in any manner, directly or indirectly, with the custody, possession or control exercised by said Receiver.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that all banks or other financial institutions which are served with a copy of this Order shall cooperate with all

reasonable requests of the Receiver relating to implementation of this Order, including transferring funds at his direction and producing records relating to the accounts of Defendants. It shall also apply to accounts in the name of any individuals or entities controlled by Defendants or over which Defendants have signatory or other designated authority, if the funds are derived to any extent from the activities alleged in Plaintiff's petition. Facsimile transmission shall constitute service on the banks or other financial institutions.

IT IS FURTHER ORDERED that the Receiver may apply to the Court for compensation, from time to time, in a reasonable sum to be determined by the Court and reimbursement for reasonable expenses incurred in connection with his duties as Receiver. The fees and expenses of the Receiver shall have priority over any other claims made of the Defendants. The Receiver shall file with the Clerk of this Court within ten (10) days of the entry of this Order, a bond in the sum of One Hundred Thousand Dollars (\$ 100,000.00 ) with sureties to be approved by the Court conditioned that he will well and truly perform the duties of his office and duly account for all monies and properties which may come into his hands. The fee for said bond shall be paid from the assets of Defendants. The Oklahoma Department of Securities shall have the authority to seek removal of the Receiver for cause and upon approval of this Court.

IT IS FURTHER ORDERED that the Defendants shall provide notice of this order to each of their affiliates, successors, directors, officers, and each of their employees, salespersons, representatives and independent contractors.

IT IS FURTHER ORDERED that a hearing is hereby set at 1:30 o'clock P.M.  
on the 7th day of January, <sup>2000</sup>~~1999~~, before the Honorable Judge  
Byron Dixon of the Oklahoma County District Court, Oklahoma  
County Courthouse, Oklahoma City, Oklahoma, at which time the Defendant may seek  
the dissolution of this Temporary Restraining Order.

THIS ORDER IS ENTERED this 30th day of December, 1999, at  
12:07, Am.

**NILES JACKSON**

OKLAHOMA COUNTY DISTRICT COURT 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 Clerks Office of Oklahoma County, Okla.  
this 30th day of December, 1999

By [Signature] PATRICIA PRESLEY, Court Clerk  
Deputy