

IN THE DISTRICT COURT OF OKLAHOMA COUNTY FILED IN THE DISTRICT COURT  
 STATE OF OKLAHOMA OKLAHOMA COUNTY

MAY 18 2005

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

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

v. )

Case No. CJ-2004-6295

Trade Partners, Inc., a Michigan corporation; )  
 TPI Management LLC, a Michigan limited )  
 liability company; Trade LLC, a Michigan )  
 limited liability company; Thomas J. Smith, )  
 an individual; Christine M. Zmudka, an individual; )  
 Sojkara, L.L.C. a/k/a Sojkara ISP India L.L.C., )  
 a Michigan limited liability company; )  
 Robert J. Seitters, an individual; )  
 InterGlobal Waste Management, Inc., )  
 a California corporation; Harold A. Katersky, )  
 an individual; Elkins & Associates Inc., )  
 an Oklahoma corporation; Heartland Viaticals, Inc., )  
 an Oklahoma corporation; Eddie Elkins, )  
 an individual; and James S. Stanley, an individual, )  
 )  
 Defendants. )

**STIPULATION AND CONSENT TO FINAL ORDER**

Trade Partners, Inc., TPI Management LLC, and Trade LLC (collectively, "TPI Defendants"), by and through, Bruce S. Kramer, Receiver, stipulate to the following facts and consent to the following undertakings:

**Stipulations:**

TPI Defendants and the Oklahoma Department of Securities 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. TPI Defendants are subject to the jurisdiction of this Court by proper service of the Petition and their appearance in this matter.

3. TPI Defendants engaged in the issuance, offer and/or sale of securities, in the state of Oklahoma to investors ("Investors") in the nature of interests in the death benefits of one or more viatical settlement contracts ("TPI Viatical Investment Contracts"); membership interests in various limited liability companies including, but not limited to, TPI Monthly Income I LLC; TPI Monthly Income IV LLC; TPI Monthly Income VI LLC; TPI Monthly Income VIII LLC; TPI Monthly Income IX LLC; and TPI Monthly Income XII LLC ("LLC Interests"); TPI promissory notes ("TPI Notes"); notes in the "Sojkara Secured Income Note Program" ("Sojkara Notes"); and notes in the InterGlobal Waste Management, Inc. Program and common stock in InterGlobal Waste Management, Inc. (collectively, "IWM Notes and Stock"). The TPI Viatical Investment Contracts, LLC Interests, TPI Notes, Sojkara Notes, and IWM Notes and Stock 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. TPI Defendants admit to the application of the Act to the issuance, offer and/or sale of the securities referenced in paragraph 3 above in the state of Oklahoma.

5. Trade Partners, Inc. (TPI) is a corporation incorporated under the laws of Michigan. TPI conducted business from its offices at Grand Plaza Place, Suite 570, 220 Lyons Court, N.W., Grand Rapids, Michigan 49503. TPI was engaged in the business of effecting transactions in securities, as defined by the Oklahoma Securities Act, through its own actions and those of brokers associated with TPI.

6. Thomas J. Smith (Smith) was at all pertinent times the President of TPI and was not registered as a securities broker-dealer or agent to offer to sell securities in Oklahoma.

7. Christine M. Zumdkka (Zumdkka) was at all pertinent times the Vice-President and Chief Operating Officer of TPI and was not registered as a securities broker-dealer, or agent to offer to sell securities in Oklahoma.

8. Bruce S. Kramer (Receiver) was appointed Receiver for TPI on April 15, 2003 by Order of the United States District Court, Western District of Michigan, Civil Action No. 1:03 – cv- 0236. The Receiver's authority and jurisdiction was expanded to include all TPI affiliated entities (limited liability companies and trusts), including, but not limited to, TPI Management LLC, a Michigan limited liability company, and Trade LLC, a Michigan limited liability company, by Order dated July 21, 2003.

9. The Receiver closed the offices of TPI on June 15, 2003, and TPI Defendants are no longer engaged in the business of effecting transactions in securities.

Undertakings:

TPI Defendants hereby undertake as follows:

1. TPI Defendants consent to the entry of the Final Order, Judgment and Permanent Injunction For Trade Partners, Inc., TPI Management LLC, and Trade LLC ("Final Order"), in the form attached as Exhibit "A" hereto and made a part of this Stipulation and Consent to Final Order ("Stipulation and Consent").

2. TPI 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. TPI Defendants waive any right to appeal from the Final Order.

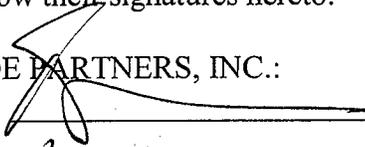
4. TPI Defendants agree that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Final Order.

5. TPI 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.

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

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

TRADE PARTNERS, INC.:

By:  \_\_\_\_\_

Title: Receiver \_\_\_\_\_

Date: 5.16.05 \_\_\_\_\_

Address:  
80 Monroe Avenue, Suite G-1  
Memphis, TN 38103

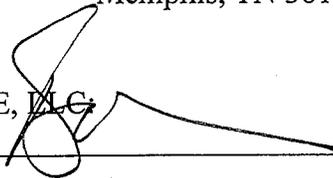
TPI MANAGEMENT LLC:

By:  \_\_\_\_\_

Title: Receiver \_\_\_\_\_

Date: 5.16.05 \_\_\_\_\_

Address:  
80 Monroe Avenue, Suite G-1  
Memphis, TN 38103

TRADE, LLC:  
By:  \_\_\_\_\_

Title: Receipt

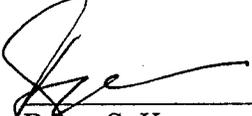
Date: 5-16-05

Address:

80 Monroe Avenue, Suite G-1  
Memphis, TN 38103

Approved as to form and substance:

  
Patricia A. Labarthe, OBA #10391  
Oklahoma Department of Securities  
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(405) 280-7700  
Attorney for Plaintiff

  
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Borod & Kramer, P.C.  
80 Monroe Avenue, Suite G-1  
Memphis, TN 38103  
(901) 524-0200  
Receiver