

IN THE DISTRICT COURT OF OKLAHOMA COUNTY FILED IN THE DISTRICT COURT
STATE OF OKLAHOMA OKLAHOMA COUNTY, OKLA.

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

v.)

Global West Funding, Ltd., Co.,)
an Oklahoma limited liability company;)
Global West Financial LLC,)
an Oklahoma limited liability company;)
Sure Lock Financial, LLC,)
an Oklahoma limited liability company;)
Sure Lock Loans LLC, an Oklahoma)
limited liability company;)
The Wave-Goldmade, Ltd.,)
an unincorporated association;)
Brian McKye, an individual;)
Joe Don Johnson, an individual; and)
James Farnham, an individual,)

Defendants,)

and)

Heritage Estate Service LLC,)
an Oklahoma limited liability company,)
)
Relief Defendant.)

APR 23 2009
PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Case No. CJ-2009-2773

ORDER MODIFYING, IN PART, TEMPORARY RESTRAINING ORDER,
ORDER FREEZING ASSETS AND ORDER FOR ACCOUNTING
AND APPOINTING SPECIAL MASTER

This matter came on for consideration this 20th day of April, 2009, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma. Plaintiff, Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator, appearing by and through counsel, Patricia A. Labarthe and Jennifer Shaw and Defendants Heritage Estate Service LLC (formerly known as "Relief Defendant") and Joe Don Johnson (collectively,

“Heritage Defendants”) appearing by and through their counsel of record, R. Scott Adams of Adams & Associates, P.C. This Order modifies, in part, the *Temporary Restraining Order, Order Freezing Assets and Order for Accounting* entered herein on March 24, 2009 (the “Original Order”). Said parties, by the signature of their respective counsel, below, agree to this *Order Modifying, in Part, Temporary Restraining Order, Order Freezing Assets and Order for Accounting and Appointing Special Master*.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that the provisions of the Original Order relating to the Heritage Defendants shall remain in effect pending further order of the Court.

IT IS FURTHER ORDERED that Heritage Estate Service LLC (“Heritage”), its agents, servants, employees, assigns and all those persons, directly or indirectly, acting on its behalf, under its direction and control, and/or in active concert or participation with it, who receive actual notice of the restraining order or temporary and/or permanent injunctions, by personal service, facsimile or otherwise, and each of them, are restrained from offering and selling any security in and/or from this state including, but not limited to, investment notes.

IT IS FURTHER ORDERED that Stephen J. Moriarty (“Special Master”) be, and is hereby, appointed Special Master with respect to Heritage. The Special Master is given directions and authority to accomplish the following:

1. to take immediate custody, possession and control of any and all assets, monies, securities and properties, real and personal, tangible and intangible, of whatever kind and description, and wherever situated, belonging to Heritage (“Heritage Assets”), as well as any records or documents relating to the Heritage Assets including, but not limited to, bank statements, checkbooks, and invoices previously paid or currently owed;

2. to conserve, hold, operate and manage all assets of Heritage and its businesses, pending further action by this Court in order to prevent any irreparable loss, damage, or injury; and to conserve the funds entrusted to Heritage and/or its agents; and to take the necessary steps to protect the Heritage Assets;

3. to receive and collect any and all sums of money due or owing to Heritage whether the same are due or shall hereinafter become due and payable, and to make such payments and disbursements as may be necessary and advisable for the preservation of the Heritage Assets and as may be necessary and advisable in discharging his duties as Special Master;

4. to retain and employ attorneys, accountants, computer consultants and other persons as may be advisable or necessary to the exercise of the duties of the Special Master. The Special Master may immediately retain or employ such persons, and compensate such persons, all subject to application to and approval by the Court;

5. to open and inspect any and all mail and/or deliveries addressed to Heritage to determine if same relate to the existence, location, identity and/or collection, preservation, maintenance or operation of Heritage Assets, and to notify the United States Postal Service to effect the forward delivery of any mail addressed to Heritage to a mail depository under the control of the Special Master;

6. to retain or dismiss any Heritage employee as may be advisable or necessary;

7. 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 the Special Master's opinion be necessary or proper for the protection, maintenance, and preservation of Heritage Assets, 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 Heritage where such prosecution, defense, or other disposition of such actions or proceedings is, in the judgment of the Special Master, advisable or proper for the protection of the Heritage Assets; and

8. to exercise those powers necessary to implement the orders and directives of this Court.

IT IS FURTHER ORDERED that all persons and entities, including Heritage, its subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on its behalf, under their direction and control, and/or in active concert or participation with them, and further including any banks or financial institutions, who receive actual notice of this Order, by personal service, facsimile transmission or otherwise, shall promptly deliver and surrender to the Special Master:

1. all Heritage Assets in the possession of or under the control of any one or more of them; and

2. all books and records of any kind pertaining and/or belonging to, and/or in possession of Heritage.

IT IS FURTHER ORDERED that all persons and entities, including Heritage, its subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, and further including any banks or financial institutions, wherever chartered or located, who receive actual notice of this Order, by personal service, facsimile transmission or otherwise, fully cooperate with and assist the Special Master and that they take no action, directly or indirectly, to hinder or obstruct the Special Master in the conduct of his duties or to interfere in any manner, directly or indirectly, with the custody, possession or control exercised by said Special Master.

IT IS FURTHER ORDERED that the Special Master is hereby authorized, without breaching the peace, to enter and secure any premises, wherever located or situated, in order to take possession, custody or control of, or to identify the location or existence of, any Heritage Assets. The Special Master is hereby authorized to change any locks or other security mechanisms with respect to any premises that constitute Heritage Assets.

IT IS FURTHER ORDERED that the Special Master may apply to the Court for compensation, from time to time, in a reasonable sum to be determined by the Court and from such sources as approved by the Court and for reimbursement of reasonable expenses incurred in connection with his duties as Special Master. The fees and expenses of the Special Master shall have priority over any other claims made against Heritage. The Special Master shall not be required to post a bond. The Oklahoma Department of Securities and Heritage shall each have the authority to seek removal of the Special Master for cause and upon approval of this Court.

IT IS FURTHER ORDERED that, except by leave of Court during the pendency of this Order, all creditors and other persons seeking money, damages or other relief from Heritage, and all others acting on behalf of any such creditor or other persons, including sheriffs, marshals, and other officers and their deputies, and their respective attorneys, servants, agents, and employees, are hereby stayed and restrained from doing any act or thing whatsoever to interfere with the Special Master or to the possession of or management by the Special Master of Heritage Assets or in any way to interfere with said Special Master, or to interfere in any manner during the pendency of this proceeding with the exclusive jurisdiction of this Court over Heritage. This Order shall not stay or restrain any pending or future action whatsoever by any government agency or any representative on behalf of any government.

IT IS FURTHER ORDERED that the Special Master may rely on applicable exclusions or exemptions from registration under the Act in connection with the offer, purchase and/or sale of securities in and/or from the state of Oklahoma to discharge his duties under this Order.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction over this matter and Heritage for all purposes.

THIS ORDER IS ENTERED this 22 day of April, 2009, at 4:45 p.m.

NOMA GURICH
THE HONORABLE NOMA D. GURICH
Judge of the District Court

Agreed to by:

Patricia A. Labarthe
Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
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ATTORNEYS FOR PLAINTIFF

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Joe Don Johnson

I, ~~PATRICIA PRESLEY~~, Court Clerk of ~~Adair~~ Adair County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the proceedings herewith set out as appearing in the District Court Clerk's Office of ~~Adair~~ Adair County, Okla., this 23 day of April, 2009.
By PATRICIA PRESLEY, Court Clerk Deputy