

IN THE DISTRICT COURT OF TULSA COUNTY

STATE OF OKLAHOMA

DISTRICT COURT  
**FILED**

JUN 24 1998

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

Plaintiff,

v.

AdmaxNets International, Corp. d/b/a Admax  
International, George Elias, Sr., George Elias,  
Jr. and James S.A. Brown,

Defendants.

SALLY HOWE SMITH, COURT CLERK  
STATE OF OKLA: TULSA COUNTY

Case No. *CJ-98-2918*



TEMPORARY RESTRAINING ORDER

AND APPOINTMENT OF RECEIVER

This matter came on for hearing this 24 day of June, 1998,  
before the undersigned Judge of the District Court in and for Tulsa 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  
injunction, temporary restraining order and the appointment of a receiver  
pursuant to Section 814(A)(2) of the Oklahoma Business Opportunity Sales Act  
("Act"), Okla. Stat. tit. 71, § 801-827, (1991 & Supp. 1997) and Sections 1382,  
1383 and 1551 of the Oklahoma Code of Civil Procedure, Okla. Stat. tit. 12, 1-  
3237 (1998).

*[Handwritten signature]*

It appears to this Court from the facts alleged in Plaintiff's verified Petition, supported by exhibits attached thereto, that Plaintiff is entitled to the relief requested. It further appears that the public will suffer irreparable injury and loss unless the 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 are restrained forthwith and without notice.

It further appears to this 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 business opportunity purchaser funds may be lost to the detriment of such purchasers. Furthermore, the Plaintiff's rights and the public it protects will suffer irreparable loss and injury due to Defendants' continued violations of the Act, if not temporarily restrained.

IT IS HEREBY 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, or in active concert or participation with them, who receive actual notice of the this order, directly or indirectly, by personal service or otherwise, and each of them, be, and hereby are, and until further notice of this Court, enjoined and restrained from:

1. violating Section 806 of the Act by offering and selling business opportunities in or from this state unless and until such business opportunities are registered by the Defendants pursuant to provisions of the Act;

2. violating Section 819(2) of the Act by directly or indirectly making misstatements of material facts or omitting to state material facts necessary to make statements made, in light of the circumstances under which they were made, not misleading in connection with the offers and/or sales of business opportunities in or from this state;

3. violating Section 819(3) of the Act by 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 in connection with the offers and/or sales of business opportunities in or from this state;

4. directly or indirectly dissipating, concealing or disposing of any funds or other assets, including real property and other property of AdmaxNets International, Corp. d/b/a Admax International ("Admax");

5. directly or indirectly dissipating, concealing or disposing of any funds or other assets of Admax which are in the custody, possession or control of any of the Defendants.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that David Newsome ("Receiver") is appointed Receiver for all assets of Admax directly or indirectly owned, beneficially or otherwise, by Admax or any of the other Defendants, for the benefit of Admax and of all funds, directly or



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 Admax 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 Admax 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 Admax; and

6. to exercise those powers necessary to implement his conclusions with regard to disposition of Admax 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 business

opportunities of Admax, including funds obtained through assigning and/or selling leases or other paper to leasing and/or financing companies;

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 the business opportunities of Admax, including funds obtained through assigning and/or selling leases or other paper to leasing and/or financing companies; 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 Admax or from the sales of the business opportunities offered by Defendants.

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 Admax and/or the sales of business opportunities of Admax, its 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 Admax or the accounts of any of the other Defendants to which Admax funds have been deposited.

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 Admax. 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 Defendants shall provide notice of this Order to each of its 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 9:00 o'clock A.M. on the 15<sup>th</sup> day of July 1998, before the Honorable Judge Bukerik of the Tulsa County District Court, Tulsa County Courthouse, Oklahoma City, Oklahoma, at which time the Defendants may seek the dissolution of this Temporary Restraining Order and Appointment of Receiver.

Sharon Bukerik

JUDGE OF THE TULSA COUNTY DISTRICT COURT

APPROVED AS TO FORM:

Paula R. Glasgow

Paula R. Glasgow OBA #11322  
Oklahoma Department of Securities  
120 North Robinson, Suite 860  
Oklahoma City, OK 73102  
(405) 280-7700