

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA

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LAURA A. BRIGGS
CLERK

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION,

Plaintiff,

v.

JOHN E. BRINKER, Jr., et al.,

Defendants,

and

ALPHA ADVANTAGE II, INC., et al.

Relief Defendants.

Civil Action No.
IP 01-0259 C H/G:
Judge David F. Hamilton

**AGREED ORDER APPOINTING RECEIVER OVER
ALL ENTITY DEFENDANTS AND
RELIEF DEFENDANT ALPHA ADVANTAGE II, INC.**

The Plaintiff Securities and Exchange Commission ("Commission") and Defendants Castlerock Consulting, LLC, Guardian First Limited, Inc. (a Nevada Corporation), Guardian First Limited, Inc. (a Grenada Corporation), Wellington Bank and Trust, Ltd., Wellington Capital Holdings Limited, Inc., Wellington Capital Holdings, Ltd., Wellington International Investments, Inc., Wellington First International Investments, Inc. and all subsequently numbered Wellington International Investments, Inc. entities, and Relief Defendant Alpha Advantage II, Inc. (collectively "the Receivership Entities") agree and stipulate as follows:

1. On March 21, 2001, the Court appointed James A. Knauer, Esq. Receiver for Eleven Eighty-Five, LP's ("1185") interest in certain properties, as described in the

Agreed Order Appointing Receiver for Eleven Eighty-Five, LP. Thereafter, on March 28, 2001, Knauer was appointed Receiver over all assets and interests of 1185.

2. By agreement of the Commission and the Receivership Entities, and with no representation or agreement by Guardian First Limited, Inc. (a Nevada Corporation), Guardian First Limited, Inc. (a Grenada Corporation), Wellington International Investments, Inc., Wellington First International Investments, Inc. and all subsequently numbered Wellington International Investments, Inc. entities, of the existence of any funds, assets, or interests to be subject to receivership, Knauer is appointed Receiver for the benefit of investors to marshal, conserve, protect, hold funds, operate and, with the approval of the Court, dispose of any wasting assets or interests, wherever those assets or interests may be found, of the Receivership Entities.

3. The Receiver shall have the following powers and duties to fulfill his obligations:

A. taking such action as necessary and appropriate to prevent the dissipation or concealment of or to preserve any funds, assets, property or interests in funds, assets or property, of the Receivership Entities;

B. engaging and employing necessary professionals (Retained Personnel), with the approval of the Court, as the Receiver deems necessary to assist in his duties;

C. authority to issue subpoenas to compel testimony of persons or production of records in a manner consistent with the Federal Rules of Civil Procedure and the Rules of the Court concerning any subject matter relating to the

identification, preservation, collection or liquidation of assets of the Receivership Entities; and

D. bringing or defending such legal actions based on law or equity in any state or federal court as he deems necessary or appropriate in discharging his duties as Receiver.

4. In accordance with Local Rule 66.1(b), the Receiver shall file an inventory and appraisal of all property and assets in his possession or in the possession of others who hold possession as his agent, and in a separate schedule, an inventory of the property and assets of the estate not reduced to possession by him but claimed and held by others within sixty (60) days of his appointment as Receiver.

5. In accordance with Local Rule 66.1(c), within thirty (30) days after the filing of the inventory, and at regular intervals of three (3) months thereafter until discharged, the Receiver shall file reports of his acts and transactions in his official capacity as Receiver.

6. The Receiver and Retained Personnel are entitled to reasonable compensation and expense reimbursement. Such compensation shall be in amounts commensurate with the services performed by the Receiver and Retained Personnel and shall be subject to the approval of the Court. The Receiver and Retained Personnel shall apply to the Court for such compensation and expense reimbursement not less than quarterly, such application shall separately itemize the work performed for each of the Receivership Entities, and such amounts as are approved by the Court shall be paid from funds generated by the liquidation of the Receivership Entities and 1185's assets, property or interests in assets or property. Any amounts remaining after payment of the

Receiver and Retained Personnel shall be held by the Receiver subject to such distribution as the Court authorizes.

7. The Receiver shall not be required to post bond or give an undertaking of any type in connection with his fiduciary duties and obligations in this matter unless and until this Court so orders.

8. The Receiver and Retained Personnel are entitled to rely on all outstanding rules of law and Court orders and shall not be liable to anyone for their own good faith compliance with any order, rule, law, judgment, or decree. In no event shall the Receiver or Retained Personnel be liable to anyone for their good faith compliance with their duties and responsibilities as Receiver or Retained Personnel, nor shall the Receiver or Retained Personnel be liable to anyone for any actions taken or omitted by them except upon a finding by the Court that they acted or failed to act as a result of misfeasance, bad faith, gross negligence, or in reckless disregard of their duties.

9. The Receiver shall establish a bank account or accounts to deposit funds generated by the liquidation of the Receivership Entities' assets and property. The Receiver shall use such funds for any legitimate purpose consistent with the Receiver's powers and duties and this Order, including paying fees and expenses of the Receiver and Retained Personnel, as approved by the Court.

10. Each Receivership Entity must respond promptly and truthfully to all requests to it from the Receiver for information and documents which are reasonably related to the subject matter for which the receivership for such entity is established. In the event that a Receivership Entity shall be without resources to respond to any such request, the Receivership Entity may apply to the Court for relief from the requirements

of this Section and the Receiver and the Commission may oppose such petition, as they deem appropriate. The requirements of this Section shall not impinge on the right of any Defendant in this case to assert any applicable privilege.

11. In addition, the Commission and Relief Defendant Steadfast Ministries, Inc. ("Steadfast") agree that Steadfast is not currently being placed in receivership. However, both parties agree that nothing in this Order shall prevent the Commission from moving the Court to place Steadfast in receivership or prevent Steadfast from opposing such a motion.

12. The Commission and Steadfast agree that as part of this Order, Steadfast is required to provide the Receiver with all financial records from January 2000 to the present relating to the receipt and disbursement of funds by Steadfast within ten (10) days of the entry of this Order. Steadfast shall be further required by this Order to respond promptly and truthfully to all requests to it from the Receiver for information which is reasonably related to the receipt and disbursement of funds by Steadfast. In the event that Steadfast shall be without resources to respond to any such request, Steadfast may apply to the Court for relief from the requirements of this Section and the Receiver and the Commission may oppose such petition, as they deem appropriate. The requirements of this Section shall not impinge on the right of any Defendant in this case to assert any applicable privilege.

IT IS ORDERED.

5/1/01

DAVID F. HAMILTON

Honorable David F. Hamilton
United States District Judge

Dated: April __, 2001.

[The Signatures of the Parties Consenting to this
Order Follow on the Next Page]

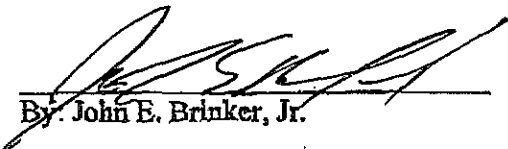
The undersigned parties consent to the entry of the Agreed Order Appointing a Receiver over the Receivership Entities:

Counsel for Securities & Exchange Commission

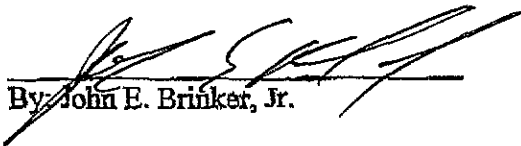


By: Paul A. Montoya
Securities & Exchange Commission
500 W. Madison St., Suite 1400
Chicago, IL 60661
(312) 353-7429

Castlerock Consulting, LLC, Guardian First Limited, Inc. (a Nevada Corporation),
Guardian First Limited, Inc. (a Grenada Corporation), Wellington Bank and Trust, Ltd.,
Wellington Capital Holdings Limited, Inc., Wellington Capital Holdings, Ltd.,
Wellington International Investments, Inc., Wellington First International Investments,
Inc. and all subsequently numbered Wellington International Investments, Inc. entities,
and Relief Defendant Alpha Advantage II, Inc.


By: John E. Brinker, Jr.

Steadfast Ministries, Inc.


By: John E. Brinker, Jr.