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Attorneys for U.S. Bank National Association,
in its Capacities as Indenture Trustee and Escrow Agent

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IN THE SUPERIOR COURT FOR THE STATE OF ARIZONA

IN AND FOR THE COUNTY OF MARICOPA

ARIZONA CORPORATION
COMMISSION,

Plaintiff,

v.

TREND MANAGEMENT GROUP,
INC.; TREND CAPITAL, L.L.C.,

Defendants.

Cause No. CV 2006-16822

STIPULATED ORDER RE:

PETITION NO. 5

**(FEES AND EXPENSES OF U.S. BANK
NATIONAL ASSOCIATION, IN ITS
CAPACITY AS INDENTURE TRUSTEE
AND ESCROW AGENT)**

(Assigned to Judge Ruth H. Hilliard)

The Receiver, having filed Petition No. 5 ("Petition"), and U.S. Bank National Association, in its capacities as indenture trustee and escrow agent ("U.S. Bank"), having

1 filed a response to the Petition ("Response"), and the Court having considered same, and it
2 appearing to the Court that the matters set forth herein, pursuant to which the parties have
3 agreed to stipulate to certain matters to effect the Receiver's turnover request, are reasonable,
4 just and appropriate:¹

5 WHEREAS, U.S. Bank acts as indenture trustee under an indenture of trust pursuant to
6 which Trend Management Group, Inc. ("Trend Management") offered for purchase certain
7 preferred shares. U.S. Bank also acts as the escrow agent pursuant to an escrow agreement
8 with Trend Capital, L.L.C. ("Trend Capital") and with Crown Asset Management, LLC
9 ("Crown") relating to disbursements to third parties;

10 WHEREAS, on January 11, 2007, the Receiver's counsel demanded of U.S. Bank the
11 turnover of all Receivership Assets and certain Receivership Records in its possession or
12 control;

13 WHEREAS, following receipt of the January 11, 2007 demand letter, U.S. Bank
14 contacted the Receiver, through its counsel, to discuss and to facilitate the Receiver's
15 turnover request. As a result of their discussions, U.S. Bank turned over all funds and the
16 requested documents held by it in the name of Trend Management and Trend Capital.
17 U.S. Bank did not, however, immediately turn over: (a) trust funds held by it in the name of
18 and for the benefit of the shareholders of Trend Management ("Trust Account Funds"),
19 (b) funds held by it in the Trend Capital or Crown escrow accounts ("Escrow Account
20 Funds"), and (c) funds held by it in an expense account ("Expense Account Funds") (the

21 ¹ All capitalized terms used in this Stipulated Order but not otherwise defined shall have the meanings given to such terms in the Petition.

1 Trust Account Funds and Escrow Account Funds, together, are referred to as the "Trust
2 Assets");

3 WHEREAS, on January 29, 2007, the Receiver filed the Petition, which was
4 subsequently served on U.S. Bank on February 20, 2007, seeking entry of an order directing
5 U.S. Bank to turnover all Receivership Assets in its possession or control and to provide
6 certain Receivership Records to him. On March 12, 2007, U.S. Bank filed its Response to the
7 Petition pursuant to which it asserted, among other things, that (a) the Trend Management
8 shareholders should be given notice of the Receiver's Petition and an opportunity to respond
9 to the relief requested thereby, (b) U.S. Bank should be entitled to payment of its fees and
10 expenses from the Expense Account Funds and the Trust Assets in accordance with the terms
11 of the applicable agreements, and (c) U.S. Bank has a lien and/or interest in the Expense
12 Account Funds and Trust Assets to secure payment of its claims against Trend Management
13 and Trend Capital, including any future claim for indemnification under the applicable
14 agreements;

15 WHEREAS, the Court held a hearing on the Petition on Wednesday, March 14, 2007,
16 at 9:15 a.m. Prior to the hearing, the parties agreed to resolve most of U.S. Bank's concerns
17 to the Receiver's Petition, the terms of which were incorporated into a jointly proposed order,
18 which was submitted to the Court and approved on Wednesday, March 28, 2007 ("Order");

19 WHEREAS, U.S. Bank has incurred in excess of \$60,000 in fees and expenses arising
20 from or relating to the Receivership; and
21

1 WHEREAS, the Receiver and U.S. Bank desire to resolve any issues regarding the
2 Expense Account Funds and Trust Assets prior to turnover of such assets, the terms of which
3 resolution are incorporated in this stipulated order ("Stipulated Order").

4 NOW, THEREFORE, IT IS HEREBY ORDERED:

5 1. Payment of U.S. Bank Fees and Expenses. In full and final settlement of
6 U.S. Bank's fees and expenses incurred to date, which amount is in excess of \$60,000,
7 U.S. Bank shall be entitled to payment of all Expense Account Funds ("Settlement Amount"),
8 which amount is \$23,573.09 as of the date of this Stipulated Order. Except as otherwise set
9 forth in Paragraph 3, upon payment of the Settlement Amount in accordance with this
10 Stipulated Order, U.S. Bank's claim for fees and expenses through the date of this Stipulated
11 Order shall be deemed satisfied, in full, and U.S. Bank shall have no further right to file a
12 claim in the Receivership on account of its fees and expenses.

13 2. Turnover of Remaining Funds. Upon entry of this Stipulated Order, which
14 shall constitute the Final Order (as defined in the Order), U.S. Bank shall turn over all
15 remaining Trust Assets held by it. Following turnover of the Trust Assets, U.S. Bank shall be
16 discharged from any and all of its duties as indenture trustee or escrow agent for Trend
17 Management and Trend Capital.

18 3. Reservation of Rights of U.S. Bank. U.S. Bank reserves any and all of its
19 rights, liens and/or interests under the indenture of trust, escrow agreements, or otherwise, for
20 indemnification obligations, if any, of Trend Management and Trend Capital. Subject to
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1 paragraph 4 below, any right, lien or interest of U.S. Bank for indemnification shall attach to
2 funds held by the Receiver in accordance with this Stipulated Order.

3 4. Reservation of Rights of Receiver. Notwithstanding anything to the contrary in
4 this Stipulated Order, the Receiver reserves any and all of its rights to object to any claim for
5 and/or right to indemnification of U.S. Bank.

6 5. Reserve Account. Upon turnover of the Trust Assets by U.S. Bank, the
7 Receiver shall hold no less than \$309,256.99, which such amount equals the remaining Trust
8 Assets held by U.S. Bank as of the date of this Stipulated Order. The Receiver shall be
9 obligated to maintain \$309,256.99 for the benefit of U.S. Bank should U.S. Bank claim a
10 right to indemnification, pending further order of the Court or by written agreement of the
11 parties.

12 6. Jurisdiction. The Court shall retain jurisdiction over any matters pertaining to
13 the terms of this Stipulated Order.

14 Dated this 11 day of May, 2007.

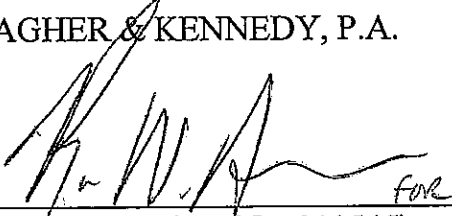
15 RUTH H. HILLIARD
16 Judge of the Superior Court
17 _____
18 Honorable Ruth H. Hilliard
19 Judge of the Superior Court
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21

1 APPROVED AS TO FORM
AND CONTENT:

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3 GALLAGHER & KENNEDY, P.A.

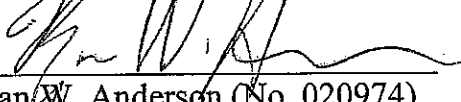
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