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**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FILED
JUL 30 2008
CLERK, U.S. DISTRICT COURT
By _____ Deputy

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

**W FINANCIAL GROUP, LLC,
ADLEY H. ABDULWAHAB a/k/a Adley Wahab,
MICHAEL K. WALLENS, SR., and
MICHAEL K. WALLENS, JR.**

Defendants,

^{0499-N}
No. 3:08-CV-00449

Hon. David Godbey
District Judge, Presiding

AGREED INTERLOCUTORY ORDER

This matter coming to be heard upon the Plaintiff's Motion for a Preliminary Injunction; the Defendants' Motion to Dissolve the *Ex Parte* Orders previously entered Freezing Defendants' Assets and for other miscellaneous motions; due notice having been given; the Court being fully advised in the premises.

Doth Find:

1. That the Court has jurisdiction over the parties and the subject matter;
2. That on June 5, 2008, the Court entered an *Ex Parte* Order Freezing Assets and Granting other Emergency Relief ("Freeze Order");
3. That the parties have reached an agreement concerning the entry of an Agreed Interlocutory Order ("Interlocutory Order").
4. That the Defendants W Financial Group, LLC ("WFG"), Adley H. Abdulwahab a/k/a Adley Wahab ("Wahab"), Michael K. Wallens, Sr. ("Wallens, Sr.") and Michael K. Wallens, Jr. ("Wallens, Jr.")

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(collectively "Defendants") acknowledge they have entered into this Interlocutory Order voluntarily without admitting or denying any of the allegations of the Complaint with the exception of jurisdiction of the Court.

5. That the Defendants by entering into this Interlocutory Order have not released or waived any causes of action, claims, or right to indemnity which they may have against third parties by contract or operation of law.
6. That the Court finds the agreement of the parties to be just and proper.

IT IS THEREFORE ORDERED:

A. That pursuant to the agreement of the parties, the Freeze Order imposed by the Court on June 5, 2008 is dissolved and held for naught.

B. That the Court enters an Interlocutory Order providing the terms set forth below:

1. That, except as set forth in this Interlocutory Order, the Defendants W Financial Group, LLC ("WFG"), Adley H. Abdulwahab a/k/a Adley Wahab ("Wahab"), Michael K. Wallens, Sr. ("Wallens, Sr.") and Michael K. Wallens, Jr. ("Wallens, Jr.") are hereby enjoined and restrained from transferring, encumbering, concealing or otherwise disposing of any property accept in the usual course of business and/or for the ordinary necessities of life. It is contemplated that, subject to the restrictions in this Interlocutory Order, the Defendants are free to pursue their occupations and earn income from their

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businesses which are not named in the Complaint pending and undetermined before the Court.

2. Defendants and their officers, agents, employees, servants, and all persons in active concert or participation with them, who receive actual notice of this Order by personal service or otherwise, are restrained and enjoined from, directly or indirectly, making any payment or expenditure of funds, incurring any additional liability (including, specifically, by advances on any line of credit and any charges on any credit card), or effecting any sale, gift, hypothecation or other disposition of any asset, pending provision of sufficient proof to the Court of sufficient funds or assets to satisfy all claims alleged in the Commission's Complaint, or the posting of a bond or surety sufficient to assure payment of any such claim, and from assigning, conveying, transferring, encumbering, disbursing, dissipating, selling, hypothecating or concealing any assets, monies, or other property owned by or in the actual or constructive possession of these Defendants, pending a showing to this Court that they have sufficient funds or assets to satisfy all claims arising from the violations alleged in the Complaint, pending the posting of a bond or surety sufficient to assure payment of any such claim, or until further order of this Court. Further, except as provided in this Interlocutory Order, any bank, trust company, broker-dealer or other depository institution holding accounts for or on behalf of the Defendants shall make no transactions in securities (excepting liquidating transactions necessary

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as to wasting assets) and no disbursements of funds or securities (including extensions of credit, or advances on existing lines of credit), including the honor of any negotiable instrument (including specifically, any check, draft, or cashier's check) purchased by or for the Defendants, except in accordance with this order or any further order of this Court.

3. That to effectuate the provisions of Paragraph 2, the Plaintiff may cause a copy of this Order to be served on any bank, savings and loan, broker-dealer or other financial or depository institution either by United States mail or by facsimile as if such service were personal service, to restrain and enjoin any such institution from disbursing funds, directly or indirectly, to or on behalf of Defendants, or any companies or persons or entities under their control.

Handwritten initials and scribbles at the bottom left of the page, including a circled 'M' and the letters 'MWS'.

4. That Defendants, and their agents, servants, employees, , and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, are restrained an enjoined from destroying, removing, mutilating, altering, concealing or disposing of, in any manner, any of their books and records or any documents relating in any manner to the matters set forth in the Plaintiff's Complaint, or the books and records of any entities under their control, until further order of this Court.
5. That with respect to all funds and assets obtained, directly or indirectly, from the activities described in Plaintiff's Complaint that are now located outside the jurisdiction of this Court, Defendants shall immediately repatriate all funds and assets. Such funds shall be transferred or paid into the Registry of this Court. Securities, or other personalty that can be readily moved or transferred, and title or other documents reflecting ownership as to real property, shall be delivered to counsel for the parties.
6. It is contemplated by this order the Defendants are free to pursue their occupations and earn income from their businesses which are not named in the Complaint pending and undetermined before the Court. Defendants shall provide counsel for the Plaintiff with any bank accounts associated with such business that have been frozen pursuant to the Freeze Order to permit the Commission to determine whether it is appropriate to release the accounts from the asset

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freeze. Notwithstanding the release of these accounts, the Defendants shall provide the Commission with statements from each of these accounts quarterly.

7. Defendants Wahab, Wallens, Sr. and Wallens Jr. may each open a new bank account which shall be disclosed to the counsel for the Plaintiff within three (3) days from its being opened. Each may deposit into his designated account money earned after the date of entry of this Order. Each may draw from his designated account sufficient funds to pay his reasonable and ordinary living expenses. At the end of August 2008, Defendants shall provide counsel for the Plaintiff with the statements pertaining to the designated accounts. Thereafter, beginning on October 30, 2008, and every quarter thereafter, Wahab, Wallens, Sr. and Wallens, Jr. shall submit to the Commission an itemized quarterly report of the funds used for reasonable and ordinary living expenses during the preceding quarter as well as the bank statements pertaining to the prior quarter.
8. That the Defendants WFG, Wahab, Wallens, Sr. and Wallens, Jr. are required to notify the Plaintiff's attorney Jeffrey Norris, Esq. of any proposed extraordinary expenditures which are not usual and customary in the ordinary course of business and life.
9. That the following procedure will apply to extraordinary expenditures. The Defendants' attorneys will notify the Commission in writing within 10 days of the need to have an extraordinary expenditure approved. The notice will provide a description of the amount and purpose of the

extraordinary expenditure. The Plaintiff shall inform counsel for the Defendants within five (5) days of receiving notice of an extraordinary expenditure whether the Plaintiff objects. In the event there is no objection from the Plaintiff, the extraordinary expenditure may be incurred. Should Plaintiff have an objection to an extraordinary expenditure and the parties are unable to reach an agreement, the matter shall be noticed by motion before the Court and the Court will resolve any disagreement between the parties. Pending the decision of the Court, the expenditure shall not be made.

10. That there shall be an accounting prepared by Max Wayman & Associates within 21 days of the issuance of this Order detailing by amount, date, method and location of transfer, payee and payor, purpose of payment or transfer: (1) all monies and other benefits they received, directly and indirectly, as a result of the activities alleged in the Complaint or thereafter transferred; (2) their current assets wherever they may be located and by whomever they are being held, and their current liabilities, and (3) account identifying information, including name of bank, trust company, brokerage firm or other depository institution holding proceeds of activities alleged in the Complaint; account numbers; names, dates of birth, addresses and social security numbers of signatories on any such account maintained in their name or for their benefit at any point during the period from January 2006, through the date of the accounting. The accounting shall be sufficient to permit a full understanding of the flow of funds relating to the

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activities alleged in the Complaint to the extent known by Defendants, or within their power to learn.

11. That the Defendants are permitted to pay \$20,000 from the Wells Fargo Bank account number [3275 217121] to Max M. Wayman & Associates, Inc. ("Wayman") 2650 River Park Drive, Fort Worth, TX 96116 for the purpose of preparing the accounting.
12. That Defendants shall make the accounting under oath and provide the accounting and all documents reviewed in the course of the preparation thereof or otherwise pertaining thereto to the Commission to Jeffrey B. Norris, Securities and Exchange Commission, 801 Cherry Street, 19th Floor, Fort Worth, Texas 76102.
13. That upon the conclusion of the accounting, Max Wayman & Associates shall submit its statement of fees and costs to the parties. If the parties agree to pay an overage of the retainer, they will prepare an agreed order for the Court. In the event there is a disagreement, the parties are free to bring this matter before this Court for resolution.
14. That in the pursuit of the Defendants' personal lives they are permitted to make all payments specifically required by law such as child support and maintenance.
15. That the Defendants shall provide to the Commission a copy of any order relevant to expenses allowed by paragraph B.14.

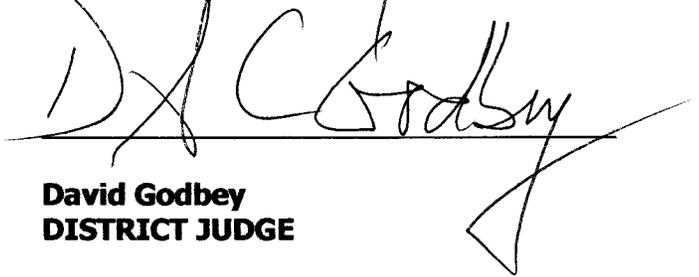
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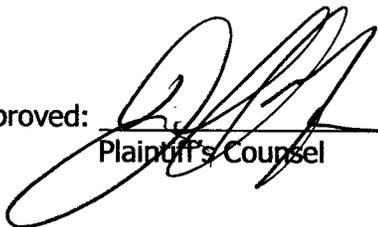
16. That the assets of W Financial Group are to be sold in accordance with the terms of the March 28, 2008 order appointing the Special Master.
17. That the Defendants are permitted to withdraw \$10,000.00 from Wells Fargo Bank account number [327531712] to pay for Case Map software and document management during the litigation of the case.
18. That Defendants may pay reasonable expenses for costs related to the litigation from Wells Fargo account number [327531712], such as: (1) issuance and service of subpoenas; (2) depositions; (3) travel expenses to and from the Court; (4) hotel stays in connection with Court appearances and hearings; and costs of copying.
19. That W Financial may withdraw sufficient funds from the Wells Fargo Bank in the account number [327531712] in the name of W Financial to pay accounting fees in connection with the preparation of W Financial's 2007 federal and state tax returns. Copies of invoices and receipts related to this expense shall be provided to the Commission seven (7) days in advance of payment.
20. That the Plaintiff shall facilitate the release of the following accounts from the asset freeze: (1) Wells Fargo Bank account # 9143020932 in the name of Alternative Investment Services, Inc. d/b/a AIS; and (2) Wells Fargo Bank account # 64523367 in the name of M. Wallens Enterprises, Inc.; provided, however, that the accounts may be used only to conduct the regular and ordinary business transactions of Alternative Investment Services, Inc. and M. Wallens Enterprises, Inc.;

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provided, also, that in the event that any withdrawal of funds is made from either of these accounts for the personal benefit of Wallens, Jr., or by Wallens, Jr. for any purpose other than conducting the regular and ordinary business transactions of Alternative Investment Services, Inc. and M. Wallens Enterprises, Inc., the funds shall be deposited in the account created pursuant to Paragraph 6 of this Order and be subject to the limitation that restricts withdrawal from the designated account to what is necessary to pay Wallens, Jr.'s reasonable and ordinary living expenses; and provided, also, that at the conclusion of each month, Wallens, Jr. will provide the Plaintiff with bank statements from Wells Fargo accounts 9143020932 and 64523367.

Signed
~~ENTERED~~ ON THIS 30 DAY OF July:


David Godbey
DISTRICT JUDGE

Approved: 
Plaintiff's Counsel

Approved: 
W. Financial Group, LLC
By Michael K. Wallens, Sr.



Approved: *Adley Abdulwahab*
Adley H. Abdulwahab

Approved: *Michael K. Wallens Sr.*
Michael K. Wallens, Sr.

Approved: *Michael Wallens Jr.*
Michael K. Wallens, Jr.