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IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

SECURITIES AND EXCHANGE
COMMISSION

Plaintiff,

vs.

AUTOCORP EQUITIES, INC., MICHAEL
CARNICLE, ROBERT CORD BEATTY,
HILLEL SHER, AMOTZ FRENKEL AND
NILI FRENKEL,

Defendants,

and

NILI FRENKEL,

Relief Defendant.

Case No. 2:98 CV 0562 PGC

**PROPOSED ORDER OF
DISMISSAL**

Judge Paul G. Cassell

Magistrate Judge Nuffer

Based upon the parties Stipulation and Joint Motion of Dismissal and good cause appearing it is hereby

ORDERED THAT the Securities and Exchange Commission's cause of action requesting that Beatty be enjoined from future violations of Sections 5(a) and 5(c) of the Securities Act of 1933 and the claim for relief that Beatty be barred from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act or that is required to file reports pursuant to Section 15(d) of the


Exchange Act be dismissed with prejudice, with each party bearing its own costs and attorneys' fees and each party waiving all rights to appeal.

Dated this 8th day of May 2005.

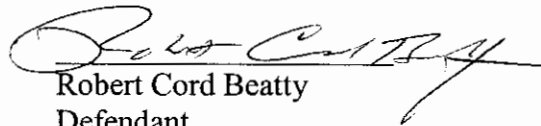


Paul G. Cassell
U.S. District Court Judge

Approved as to form:



Karen L. Martinez
Attorney for Plaintiff
Securities and Exchange Commission



Robert Cord Beatty
Defendant
Pro Se