

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Civil Action No. 06-81101-CIV-HURLEY/HOPKINS

and 57b(6) and having moved for an Ex Parte Temporary Restraining Order pursuant to Rule 65

5. Good cause exists for freezing the assets of all Defendants, appointing a Temporary Receiver for Corporate Defendants Fidelity ATM, Inc., and Steinberg Group, Inc., and issuing the ancillary equitable relief contained herein;

6. Weighing the equities and considering the Commission's likelihood of ultimate success, a Temporary Restraining Order with an asset freeze, appointment of a Temporary Receiver, and other equitable relief is in the public interest; and

7. No security is required of any agency of the United States for issuance of a restraining

ORDER

3. "Corporate Defendants" means Fidelity ATM, Inc., and Steinberg Group, Inc., and any affiliates, fictitious names, d/b/a's, subsidiaries, successors, or assigns of the aforementioned entities;

4. "Individual Defendants" means Adam Steinberg, Andrew Steinberg, and Stephen Duffie;

5. "Defendants" means (a) each Corporate Defendant; (b) each Individual Defendant; (c) any person insofar as he or she is acting in the capacity of an officer, agent, servant, employee or

in active concert or participation with any of the foregoing who receive actual notice of this

Order by personal service or otherwise, whether these persons or entities are acting directly or

enjoined from making any material misrepresentation or assisting others in making any material misrepresentation, either expressly or by implication, to any prospective purchaser of a business venture, including, but not limited to, the following:

1. ~~Misrepresenting that consumers who purchase Defendants' business ventures can~~ [REDACTED]

earn substantial income;

2. Misrepresenting that Defendants have already secured, or will secure subsequent to purchase, retail locations for consumers who purchase Defendants' business ventures;

3. ~~Misrepresenting that~~ consumers who purchase Defendants' ATM business venture will [REDACTED]

3. Failing to have a reasonable basis for any earnings claim at the time such claim is made,

as required by the Florida Rules of Civil Procedure, 16 C.F.R. § 426.141 (2)(b).

Failing to disclose, in immediate conjunction with any earnings claim, and in a clear and

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

2. Deny any person except the Temporary Receiver appointed herein, access to any safe deposit box that is titled in the name, individually or jointly, of any Corporate Defendant or Individual Defendant, or is otherwise subject to access by any Corporate Defendant or Individual Defendant;

3. Provide the Commission's counsel, within five (5) days of receiving a copy of this Order, a sworn statement setting forth:

- (a) the identification number of each such account or asset titled in the name, individually or jointly, of any Corporate Defendant or Individual Defendant, or held on behalf of, or for the benefit of any Corporate Defendant or Individual Defendant;
- (b) the balance of each such account, or a description of the nature and value of such asset as of the close of business on the day on which this Order is served, and, if the account or other asset has been closed or removed, the date closed or removed, ~~the total funds removed in order to close the account, and the name of the person~~

or entity to whom such account or other asset was remitted; and

- (c) the identification of any safe deposit box that is titled in the name, individually or jointly, of any Corporate Defendant or Individual Defendant, or is otherwise subject to access by any Corporate Defendant or Individual Defendant; and

4. Upon request by the Commission, promptly provide the Commission with copies of all records or other documentation pertaining to each such account or asset, including, but not limited to, originals or copies of account applications, account statements, signature cards, checks, drafts, deposit tickets, transfers to and from the accounts, all other debit and credit instruments or slips, currency transaction reports, 1099 forms, and safe deposit box logs.

V DESTRUCTION OF RECORDS

1. Destroying, erasing, mutilating, concealing, altering, transferring or otherwise disposing of, in any manner, directly or indirectly, any documents that relate to the business, business practices, assets, or business or personal finances of any Corporate Defendant or Individual

by any person or entity for the benefit of such Corporate Defendant or Individual Defendant; or
(c) under the direct or indirect control of such Corporate Defendant or Individual Defendant.

VII. CONSUMER CREDIT REPORTS

IT IS FURTHER ORDERED that pursuant to Section 604(1) of the Fair Credit Reporting Act, 15 U.S.C. § 1681b(a)(1), any consumer reporting agency may furnish a consumer report concerning any Corporate Defendant or Individual Defendant to the Commission.

VIII. FOREIGN ASSET REPATRIATION

IT IS FURTHER ORDERED that within five (5) days following the service of this Order upon Corporate Defendant and Individual Defendant shall:

1. Provide the Commission and the Receiver with a full accounting of all funds, documents, and assets outside of the United States which are: (1) titled in the name, individually or jointly,

IX. INTERFERENCE WITH REPATRIATION

IT IS FURTHER ORDERED that Defendants are hereby temporarily restrained and enjoined from taking any action, directly or indirectly, which may result in the encumbrance or

dissipation of foreign assets, or in the hindrance of the repatriation required by Section VIII of this Order, including, but not limited to:

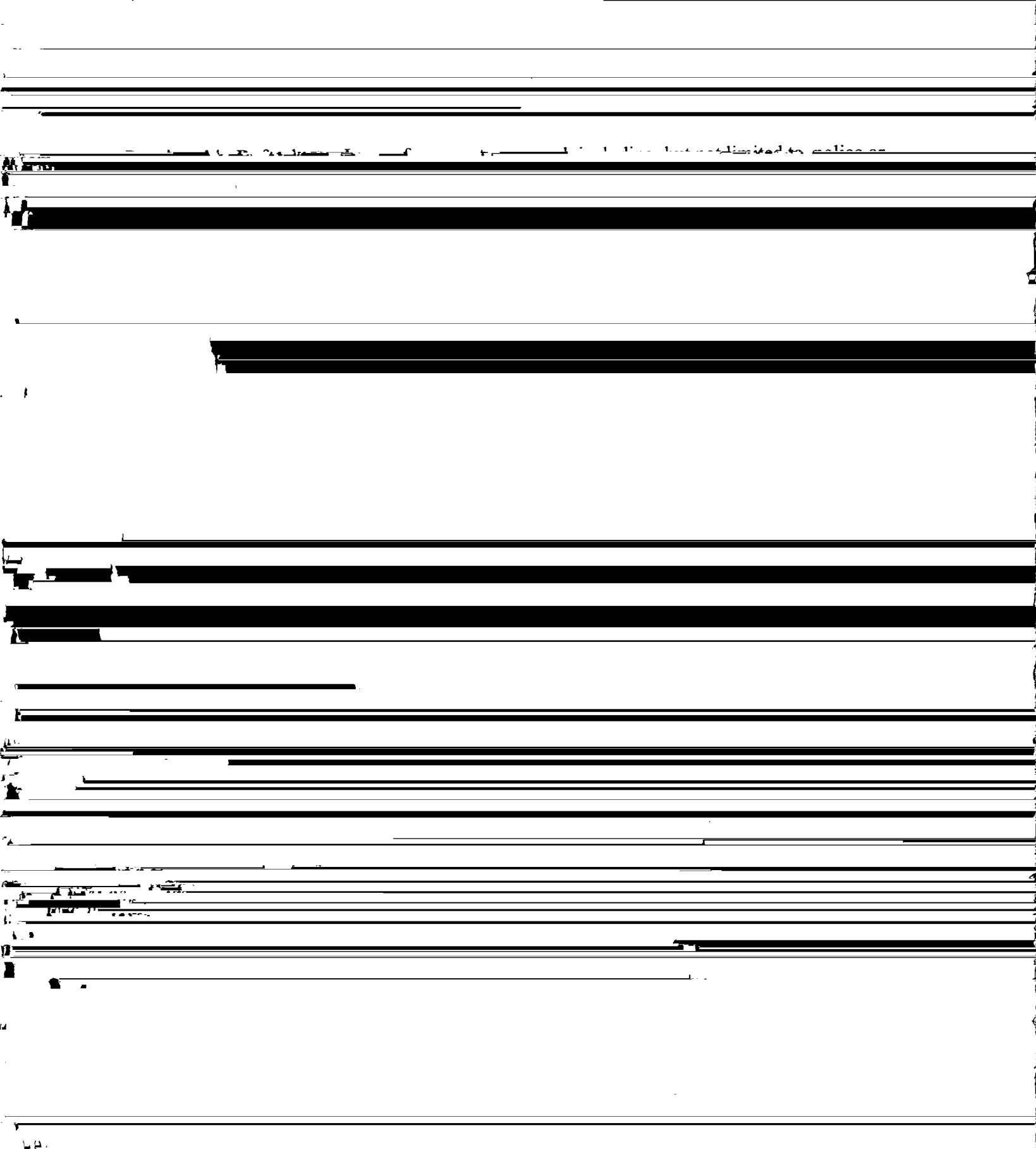
1. Sending any statement, letter, fax, e-mail or wire transmission, telephoning or engaging in any other act, directly or indirectly, that results in a determination by a foreign institution

the Receivership Defendants, including any Defendant, from control of, management of, or

participation in the affairs of the Receivership Defendants

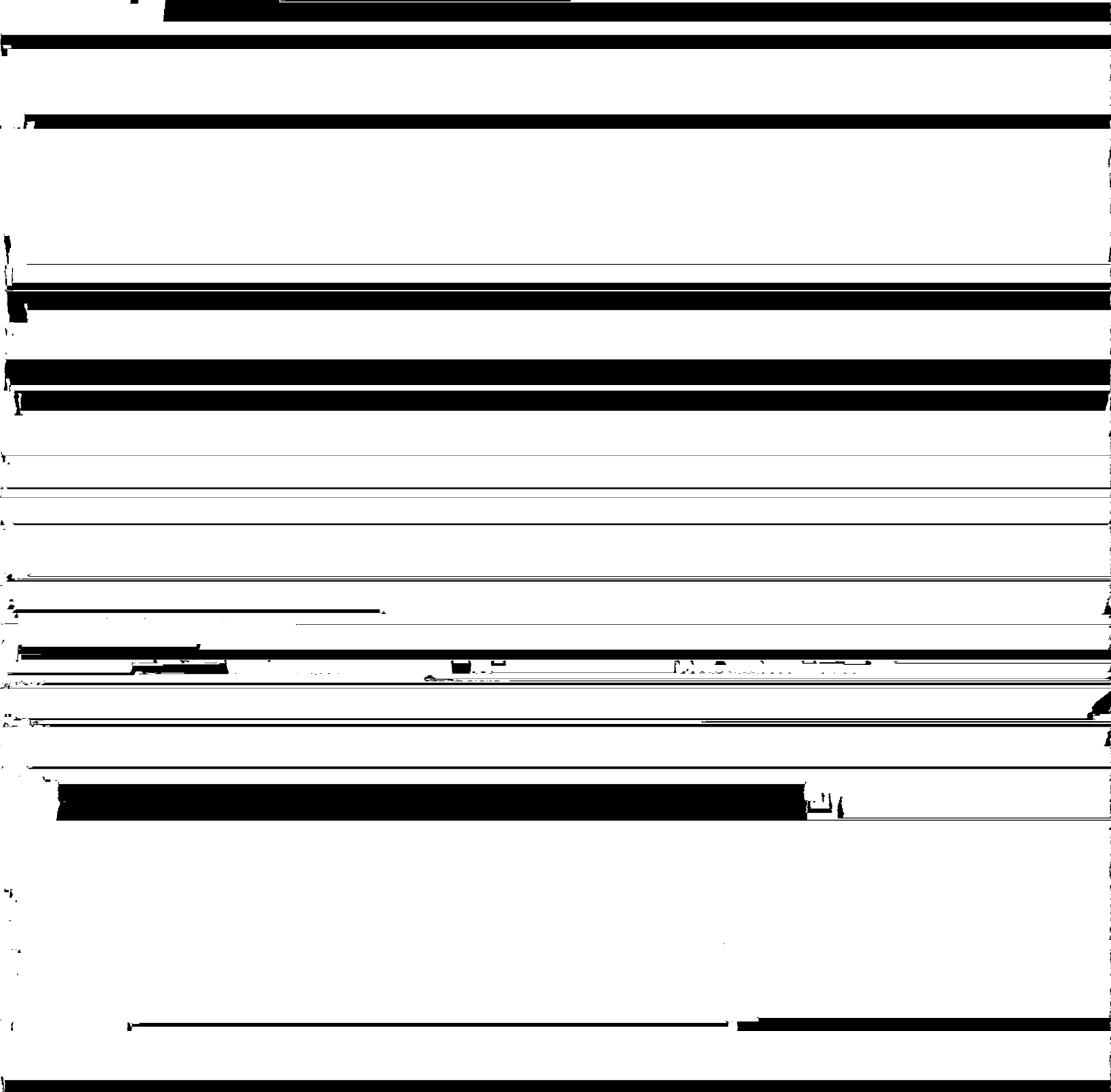
Take exclusive custody, control, and possession of all assets and documents of or in the

provide the Receiver with proof of identification, or to demonstrate to the satisfaction of the Receiver that such persons are not removing from the premises documents or assets of the



9. Make payments and disbursements from the receivership estate that are necessary or advisable for carrying out the directions of, or exercising the authority granted by, this Order.

The Receiver shall apply to the Court for prior approval of any payment of any debt or obligation incurred by the Receivership Defendants prior to the date of entry of this Order—except payments



delegated account and shall be held in trust for the benefit of the account holder.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Account shall be held in trust for the benefit of the account holder.

[REDACTED]

[REDACTED]

In the event that any person or entity fails to deliver or transfer payment as otherwise set forth

Receiver that the Receiver deems necessary in order to exercise the authority and discharge the

responsibilities of the Receiver under this Order, providing any password required to access any

XVI. STAY OF ACTIONS AGAINST RECEIVERSHIP DEFENDANTS

IT IS FURTHER ORDERED that, except by leave of this Court, during pendency of the receivership ordered herein, Defendants, and all investors, creditors, stockholders, lessors, customers and other persons seeking to establish or enforce any claim, right, or interest against

[REDACTED]

governmental unit to enforce such governmental unit's police or regulatory power; or (iii) the

a governmental unit to enforce such governmental unit's police or regulatory power.

XVII. RECEIVER'S REPORTS

IT IS FURTHER ORDERED that the Receiver shall report to this Court at least one (1) day prior to the show cause hearing: (1) the steps taken by the Receiver to implement the terms of this Order; (2) the value of all liquidated and unliquidated assets of the Receivership Defendants; (3) the sum of all liabilities of the Receivership Defendants; (4) the steps the Receiver intends to take in the future to: (a) prevent any diminution in the value of the assets of

for payment of such reasonable compensation. The Receiver shall not increase the fees or rates

[REDACTED]

XIX. RECEIVER'S BOND

IT IS FURTHER ORDERED that the Receiver shall file with the Clerk of this Court a bond in the sum of \$ 10,000.⁰⁰ with sureties to be approved by the Court, conditioned that the Receiver will well and truly perform the duties of the office and abide by and perform all acts the Court directs.

XX. ACCESS TO BUSINESS OFFICES AND RECORDS

IT IS FURTHER ORDERED [REDACTED]

this action. The Receiver shall have the discretion to determine the time, manner, and reasonable conditions of such access.

XXI. EXPEDITED DISCOVERY

IT IS FURTHER ORDERED that, in anticipation of the preliminary injunction hearing

and the Receiver are authorized to conduct limited expedited

discovery for the purposes of discovering the nature, location, status, and extent of the assets of

and the Receiver are authorized to discover the nature and location of documents reflecting

with a proper request for production or inspection, that Defendant may be prohibited from

XXII. SERVICE BY FACSIMILE AUTHORIZED

IT IS FURTHER ORDERED that copies of this Order may be served by any means, including facsimile transmission upon any financial institution or other entity or person that may

have possession, custody, or control of any documents or assets of any Corporate Defendant or Individual Defendant, or that may otherwise be subject to any provision of this Order. Service upon any branch or office of any financial institution shall effect service upon the entire financial institution

XXIV. DURATION OF TEMPORARY RESTRAINING ORDER

IT IS FURTHER ORDERED that the Temporary Restraining Order entered by the Court on 12/06/2006 shall expire ten (10) days from the date of entry noted below unless, within such time, the Order is extended for an additional period not to exceed ten (10) days for good cause shown, or unless, as to any Corporate Defendant or Individual Defendant, such Defendant consents to an extension for a longer period.

shall expire ten (10) days from the date of entry noted below unless, within such time, the Order is extended for an additional period not to exceed ten (10) days for good cause shown, or unless, as to any Corporate Defendant or Individual Defendant, such Defendant consents to an extension for a longer period.

XXV. ORDER TO SHOW CAUSE REGARDING PRELIMINARY INJUNCTION

IT IS FURTHER ORDERED that the Court shall enter an order to show cause regarding the Preliminary Injunction entered by the Court on 12/06/2006.

at the hearing on a preliminary injunction, that party shall file with the Court and

deliver to counsel that have entered an appearance a statement disclosing the name, address and

telephone number of any such witness, and either a summary of the witness's expected testimony, or the witness's affidavit or declaration revealing the substance of the witness's testimony, no later than 24 hours before the time scheduled for the preliminary injunction hearing.

XXVII. SERVICE UPON PLAINTIFF

IT IS FURTHER ORDERED that Defendants shall serve all pleadings, memoranda, correspondence, affidavits, declarations, or other documents related to this Order or Plaintiff's motion for a preliminary injunction by facsimile transmission to (202) 326-3395, by hand delivery to the offices of the Federal Trade Commission, at 600 Pennsylvania Avenue, NW,

ATTACHMENT "A"

FEDERAL TRADE COMMISSION

Complete all items. Enter "None" or "N/A" ("Not Applicable") where appropriate. If you cannot fully answer a question, explain why. "Assets" and "Liabilities" include ALL assets and liabilities, located within the United States or elsewhere, whether held individually or jointly. Attach additional pages as necessary to answer all questions fully. Initial each page in the space provided in the lower right corner. Sign and date the completed financial statement on the last page.

Item 5. Cash, Bank Accounts, Money Market Accounts, Certificates of Deposit

List each and all bank accounts, money market accounts, certificates of deposit, held by you, your spouse, or your

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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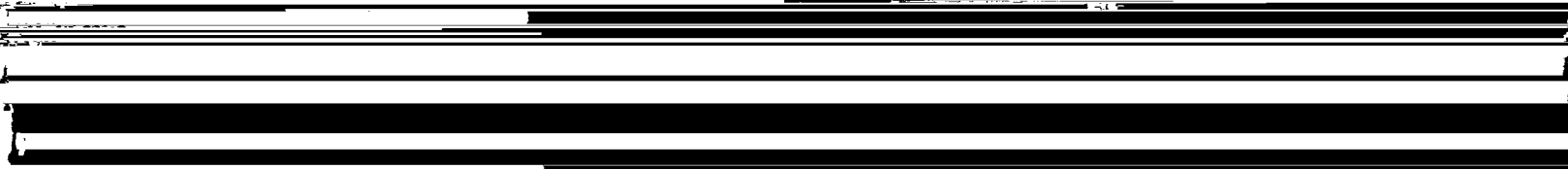
Item 13. Loans and Liabilities

List all loans or liabilities in your household or your dependents' names



▶Name & Address of Lender/Creditor _____
Nature of Liability _____ Name(s) on Liability _____
Date of Liability _____ Amount Borrowed \$ _____ Current Balance \$ _____
Payment Amount \$ _____ Frequency of Payment _____

▶Name & Address of Lender/Creditor _____
Nature of Liability _____ Name(s) on Liability _____



SUMMARY FINANCIAL SCHEDULES

Item 16. Combined Balance Sheet for You, Your Spouse, and Your Dependents. "You" includes yourself, ~~your spouse and your dependents~~

~~ASSETS~~ ~~LIABILITIES~~

Cash on Hand \$ _____

Cash in Financial Institutions \$ _____

Securities \$ _____

Other Business Interests \$ _____

Amounts Owed to You \$ _____

Personal Property You Own \$ _____

Value of Vehicles, Boats, Airplanes You Own \$ _____

Value of Real Property You Own \$ _____

Other Assets You Own (Itemize) \$ _____

Credit Cards Balances \$ _____

Motor Vehicles, Boats, Airplanes - Liens \$ _____

Real Property - Mortgages \$ _____

Loans Against Securities \$ _____

Taxes Owed by You \$ _____

Other Loans and Liabilities (Itemize) \$ _____

\$ _____

Total Assets \$ _____

\$ _____

Total Liabilities \$ _____

Dependents for the Last 6 Months

Provide the average monthly income and expenses for you, your spouse, and your dependents for the last 6 months. Do

I am submitting this financial statement with the understanding that it may affect action by the Federal Trade Commission or a federal court. I have used my best efforts to obtain the information requested in this statement. The

responses I have provided to the items above are true and contain all the requested facts and information of which I have notice or knowledge. I have provided all requested documents in my custody, possession, or control. I know of the penalties for false statements under 18 U.S.C. § 1001, 18 U.S.C. § 1621, and 18 U.S.C. § 1623 (five years imprisonment and/or fines). I certify under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on:

[Redacted signature area]

ATTACHMENT "B"

**FEDERAL TRADE COMMISSION
FINANCIAL STATEMENT OF CORPORATE DEFENDANT**

Instructions:

1. Complete all items. Enter "None" or "N/A" ("Not Applicable") where appropriate. If you cannot fully answer a question, explain why. In completing this financial statement, "the corporation" refers not only to this

Item 9. Corporation's Recordkeeping

List all individuals within the corporation with responsibility for keeping the corporation's financial books and records for the last three years.

Name Address & Telephone Number _____ Position(s) Held _____

Item 10. Attorneys

List all attorneys retained by the corporation during the last three years.

Name Firm Name Address

Item 11. All litigation involving the Corporation

List all pending lawsuits in which the corporation is involved in court or before an administrative agency.

Opposing Party's Name & Address

Court's Name & Address _____
Docket No. _____ Relief Requested _____ Nature of Lawsuit _____
Status _____

Opposing Party's Name & Address _____
Court's Name & Address _____
Docket No. _____ Relief Requested _____ Nature of Lawsuit _____
Status _____

Item 17. Real Estate

List all real estate, including leaseholds in excess of five years, held by the corporation.

Type of Property _____ Property's Location _____
Name(s) on Title and Ownership Percentages _____
Current Value \$ _____ Loan or Account No. _____
Lender's Name and Address _____

Current Balance On First Mortgage \$ _____ Monthly Payment \$ _____
Other Loan(s) (describe) _____ Current Balance \$ _____
Monthly Payment \$ _____ Monthly Rent Received \$ _____

Name(s) on Title and Ownership Percentages _____
Current Value \$ _____ Loan or Account No. _____
Lender's Name and Address _____
Current Balance On First Mortgage \$ _____ Monthly Payment \$ _____
Current Balance \$ _____

Item 20. Monetary Judgments and Settlements Owed By and To the Corporation

List all monetary judgments and settlements, recorded and unrecorded, owed by and to the corporation.

Opposing Party's Name & Address

Opposing Party's Name & Address

Item 24. Compensation of Board Members and Officers

List all compensation and other benefits received from the corporation by Board Members and Officers for the current fiscal year-to-date and the two previous fiscal years. "Compensation" includes, but is not limited to, salaries, commissions, consulting fees, dividends, distributions, royalties, pensions, and profit sharing plans. "Other benefits" includes, but is not limited to, travel arrangements and insurance premiums, whether paid directly

[REDACTED]

ATTACHMENT "C"

Consent to Release of Financial Records, Individual

to [redacted] [redacted] bank, trust company, or financial

[The remainder of the page is almost entirely redacted with black bars.]