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JAMES N. HATTEN, Clerk IN THE UNITED STATES DISTRICT COURT  
By: *[Signature]* Deputy Clerk FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

JAMES N. HATTEN, Clerk  
By: *[Signature]* Deputy Clerk

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

GLOBAL ONLINE DIRECT, INC.,  
BRYANT E. BEHRMANN and  
LARRY "BUCK" E. HUNTER,

Defendants.

Civil Action No.

1:07-CV-0767

WSE

**ORDER GRANTING PRELIMINARY INJUNCTION  
AND ORDERING OTHER ANCILLARY RELIEF**

The Plaintiff, Securities and Exchange Commission ("Commission") having filed a Complaint and Defendants Global Online Direct, Inc. ("Global"), Bryant E. Behrman ("Behrman"), and Larry "Buck" E. Hunter ("Hunter") (collectively, the "Defendants") having entered general appearances, consented to the Court's jurisdiction over Defendants and the subject matter of this action, consented to entry of this Order Granting Preliminary Injunction and Ordering Other Ancillary Relief (the "Order"), without admitting or denying the allegations of the Complaint

(except as to jurisdiction), waived findings of fact and conclusions of law with respect to this Order, and waived any right to appeal from this Order:

I.

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that Defendants, their agents, servants, employees, attorneys, assigns, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise are preliminarily restrained and enjoined from directly or indirectly,

- (a) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities, through the use or medium of a prospectus or otherwise;
- (b) carrying securities or causing such securities to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale; and
- (c) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy securities, through the use or medium of any prospectus

or otherwise, without a registration statement having been filed with the Commission as to such securities, in violation of Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77e(a) and 77e(c)].

**II.**

**IT IS FURTHER ORDERED** that the Plaintiff may take expedited discovery as follows:

A. The Plaintiff may take depositions upon oral examination subject to at least three days notice prior to expiration of 30 days after service of the Summons and Complaint upon defendant, pursuant to Rule 30(a) of the Federal Rules of Civil Procedure;

B. Pursuant to Rule 33(a) of the Federal Rules of Civil Procedure, the Defendants shall answer all interrogatories within three days of service of such interrogatories;

C. Pursuant to Rule 34 of the Federal Rules of Civil Procedure, the Defendants shall produce all documents within three days of service of such request;

D. Pursuant to Rule 36(a) of the Federal Rules of Civil Procedure, the Defendants shall answer requests for admissions within three days of service of such request;

E. The Plaintiff may serve discovery by facsimile, electronic mail or by any other means provided for within the Federal Rules of Civil Procedure;

F. All written responses to the requests for discovery under the Federal Rules of Civil Procedure shall be delivered to the Plaintiff's counsel by the most expeditious means available, including facsimile or electronic mail.

### III.

**IT IS FURTHER ORDERED** that, pending further order of the Court, Defendants and their officers, agents, employees, servants, attorneys, and all persons in active concert or participation with them, and each of them, are restrained and enjoined from destroying, transferring or otherwise rendering illegible all books, records, papers, ledgers, accounts, statements and other documents employed in any of such Defendants' business, which reflect the business activities of any of the Defendants, or which reflect the transactions described in the Commission's Complaint.

IV.

**IT IS FURTHER ORDERED that:**

A. Michael A. Grassmueck is appointed to serve as an independent monitor ("Monitor"), with the powers set forth herein. The Monitor's mandate will be to protect the interests of all persons who have invested in, purchased securities from, and/or loaned moneys to Global (collectively, the "Investors"), to the extent permitted by law;

B. The Monitor is hereby empowered to:

1. have full and complete immediate access to the books and records of Global;
2. have the full and complete ability to interview all Global principals, officers, directors, employees and agents, or anyone who is otherwise associated with Global and to immediately require all such persons to cooperate fully with the Monitor and to respond, within the time requested by the Monitor to any inquiries or questions by the Monitor, and to provide, within the time requested by the Monitor, any documents requested by the Monitor;
3. monitor any contemplated liquidation, sale or disposition of any inventory, merchandise, products, assets or things of value in the possession,

custody, or control of Global (collectively, the "Inventory") to ensure that any such liquidation, sale or disposition is commercially reasonable and for the benefit of the Investors;

4. monitor and review any bills or invoices sent to Global;

5. determine the names, addresses and contact information for and interview all Investors;

6. determine the principal amount invested with and/or loaned to Global by all Investors;

7. determine any amounts paid by Global to any Investors;

8. determine the names, addresses and contact information for and interview all entities from which Global purchased or otherwise obtained Inventory;

9. determine the amount of funds used by Global to purchase or otherwise obtain the Inventory;

10. determine the current location of the Inventory;

11. on immediate notice be provided with access to the Inventory;

12. determine the names, addresses, and contact information for and interview all persons and/or entities utilized by Global to generate funds and/or receive revenue for the disposition of previously held Inventory;

13. determine the amount of funds generated or revenue received by Global through or as a result of disposing of any previously held Inventory;

14. monitor and/or review all previously completed, pending or contemplated acquisitions, purchases, transfers or conveyances of any assets of Global, including but not limited to the Inventory and the holdings or assets of any bank, depository and brokerage accounts in which Global has or had any beneficial interest;

15. engage and employ persons, in his discretion, to assist him in carrying out his duties and responsibilities hereunder;

C. Global shall immediately arrange, through the relevant financial institutions, for the Monitor to be designated as a party entitled to receive past and present periodic, and interim upon request, statements for all bank, depository and brokerage accounts in which Global has or had any beneficial interest. To the extent such access currently exists or can be enabled, Global will immediately take any and all steps necessary to provide the Monitor with electronic real-time access to all such bank, depository and brokerage accounts;

D. Global shall immediately arrange, through the relevant persons and/or entities for the Monitor to be designated as a party entitled to receive past and

present periodic statements of account from all persons and/or entities utilized by Global to generate funds and/or receive revenue for the disposition of the Inventory. To the extent such access currently exists or can be enabled, Global will immediately take any and all steps necessary to provide the Monitor with electronic real-time access to the records of all such persons or entities utilized by Global to generate funds and/or receive revenue for the disposition of the Inventory;

E. Should the monitor consent to his appointment under this Order, the Monitor shall, within five (5) days of the date of this Order file with the Court a consent to his appointment as Monitor. Thereafter, within ten (10) days of the filing of such consent, the Monitor shall file a report with the Commission counsel and Global's counsel as to the state of affairs of Global (the "Monitor's Report"). The Monitor shall thereafter file with the Commission counsel and Global's counsel updates to the Monitor's Report every ninety (90) days, or, within five (5) days of a request for an update by the Commission. The Monitor's Report shall address those issues of Global's operations with which the Monitor has been vested authority to inquire into and monitor under this Order, and shall specifically include the name and address of all Investors, the amount invested and/or loaned to Global by all Investors (the "Investments"), the total amount of the Investments, the date each individual

Investment was made, the total amount of monies paid by Global to the Investors, the amount paid by Global to each individual Investor, and a listing of all expenditures of \$10,000 or more, showing the amount and to whom paid and the date of payment.

F. Global shall provide the Monitor with the greatest possible advance notice of, and complete and immediate access to inquire into, all pending or contemplated acquisitions, purchases, transfers or conveyances by Global. Should Global contemplate any acquisitions, purchases, transfers or conveyances that are either: (a) not in the ordinary course of business; or (b) are in the ordinary course of business and are of an amount greater than \$10,000 (collectively, "Irregular Transfers"), Global shall provide the Monitor and the Commission counsel with advance written notice at least two (2) business days prior to the contemplated date of such Irregular Transfer. Such written notice shall include the name of the intended transferee, the amount of the transfer(s) and the purpose for such transfer(s). Should the Monitor become aware of any pending or contemplated Irregular Transfers for which Global did not provide advance written notice, the Monitor shall immediately provide written notice of such pending or contemplated Irregular Transfers to Commission counsel and counsel for Global. The Commission or the Monitor may notify counsel for Global of any objections to pending or contemplated Irregular

Transfers. Should the Commission or the Monitor so notify counsel for Global of any pending or contemplated Irregular Transfer, the Irregular Transfer will be prohibited unless Global seeks leave from and obtains leave of the Court to effect the Irregular Transfer.

H. Failure to provide access and assistance to the Monitor or advance notice to the Monitor of any Irregular Transfers as ordered herein shall constitute a contempt of court, and the Commission may pursue all appropriate relief based on any such contempt;

I. Global shall pay the Monitor reasonable compensation and expense reimbursements in amounts commensurate with the services performed by the Monitor. Within three (3) days after the entry of this Order, Global shall establish an escrow account, and fund that account with \$50,000 (the "Initial Amount"), to be used to pay the fees and expenses of the Monitor and of the advisers and experts hired or retained by the Monitor. The Monitor may apply to the Court for such compensation and expense reimbursement monthly and such amounts shall be drawn from the escrow account. Global shall continue to provide additional funds to the escrow account as necessary to maintain at all times a balance equal to or greater than the Initial Amount;

J. The Monitor and all persons who may be engaged or employed by the Monitor to assist him in carrying out his duties and obligations hereunder shall not be liable for any act or omission of the Monitor or such person, respectively, or any of their partners, employees, or agents, unless it shall be proven that the Monitor or such other person in bad faith acted or omitted to act. This provision shall apply to all claims based on conduct during the term of any agreement that may be entered into between the Monitor and any other person who may be engaged or employed by the Monitor hereunder, even if such claims are filed after the termination of any such agreement;

K. Global shall indemnify, defend and hold harmless the Monitor and his law firm and his or its agents, employees, consultants, successors, and assigns, from and against all actions (pending or threatened and whether at law or in equity in any forum), liabilities, damages, losses, costs, and expenses, including but not limited to reasonable attorneys' and other professional fees, arising from conduct or omission of the Monitor or his law firm or his or its agents, employees, and consultants under the terms of this Order;

L. From the date of this Order and for a period of two years from completion of the duties required under the Monitor's appointment, the Monitor

shall not enter into any employment, consultant, attorney-client, auditing or other professional relationship with Global, or any of its present or former affiliates, directors, officers, employees, or agents acting in their capacity. Any firm with which the Monitor is affiliated or of which he is a member, and any person engaged to assist the Monitor in performance of his duties under this Order shall not, without prior written consent of the staff of the Commission counsel, enter into any employment, consultant, attorney-client, auditing or other professional relationship with Global, or any of its present or former affiliates, directors, officers, employees, or agents acting in their capacity as such for the period from the date of this Order for a period of two years from the completion of the duties required under the Monitor's appointment;

M. The Commission may, in its discretion, petition the Court to modify the scope of the Monitor's authority, or relieve the Monitor of all authority;

N. The Commission shall have the right to petition the Court for immediate relief if the Commission deems that any of the Defendants' ongoing activities are contrary to the best interests of the Investors, such relief may include the appointment of a receiver;

O. Any notice, written or otherwise, to be provided by Global or the Monitor to Commission counsel shall be effected and sent by electronic mail to blacka@sec.gov and lipsona@sec.gov. Any notice, written or otherwise to be provided by Global or the Monitor to counsel for Global shall be effected and sent by electronic mail to scrimmins@mayerbrownrowe.com, ~~and~~ bleonard@taylor-busch.com, and mak@elliottgreenleaf.com. Any notice, written or otherwise, to be provided by Global to the Monitor shall be effected and sent by electronic mail to gwinkler@magitrustee.com. All persons receiving electronic mail under this paragraph shall agree to accept and acknowledge all requests by senders for electronic "read receipts" or other means of proof of receipt requested by any senders under this paragraph.

V.

**IT IS FURTHER ORDERED** that within three days of the entry of this Order, Defendants shall provide a sworn statement to the Monitor and to the Commission counsel in this matter, identifying all accounts at any financial institution that are either (a) in any of the Defendants' name; (b) that any of the Defendants controls; or (c) in which any Defendant has an interest.

**VI.**

**IT IS FURTHER ORDERED** that, pending further order of the Court, the Defendants, their agents, representatives, employees and officers and all persons acting in concert or participation with them, whatever business names they may operate under shall not transfer or convey any assets of Global except subject to provisions and limitations of Paragraph IV of this Order.

**VII.**

Upon motion of Plaintiff, the Court shall determine whether it is appropriate to order additional relief, including, but not limited to, disgorgement of ill-gotten gains and/or a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] against Defendants and, if so, the amount(s) of the disgorgement and/or civil penalty. If disgorgement is ordered, Defendants shall pay prejudgment interest thereon, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2).

**~~VIII-IX.~~**

**IT IS FURTHER ORDERED** that the Defendants' Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendants shall comply with all of the undertakings and agreements set forth therein.

IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for all purposes.

Dated: April 5, 2007

  
UNITED STATES DISTRICT JUDGE