

1 informed of their right to a judicial determination of this
2 matter, having admitted the jurisdiction of this Court over
3 the subject matter and their person, having waived the
4 making of any findings of fact and conclusions of law,
5 before the taking of any testimony and without trial or
6 adjudication of any issue of fact or law herein and having
7 consented to the entry of a permanent injunction enjoining
8 said defendants from engaging in acts and practices which
9 constitute and will constitute violations of Section 17(a)
10 of the Securities Act of 1933, as amended [15 U.S.C. §77q(a)],
11 and Section 10(b) of the Securities Exchange Act of 1934,
12 as amended [15 U.S.C. §78j(b)], and Rule 10b-5 thereunder
13 [17 CFR 240.10b-5], and having consented to the appointment
14 of independent trustees and a special counsel as hereinafter
15 set forth, all without admitting or denying the allegations
16 of the complaint except as to jurisdiction of this Court, in
17 accordance with the stipulation of the parties filed contempor-
18 aneously herewith, which is approved by this Court, and the
19 Court being fully advised in the premises and there being no
20 just reason for delay;

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22 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Robert H.
23 Fendler, Lincoln Thrift Association, Lincoln Leasing Corporation,
24 U.S. Thrift Corporation, U.S. Thrift Leasing Corporation, and
25 Omaha Surety Corporation of America and their respective officers,
26 agents, servants, employees, attorneys, those persons in active
27 concert or participation with them, and each of them, be and
28 hereby are permanently enjoined from directly and indirectly, in
29 the offer for sale, sale or purchase of thrift passbooks, thrift
30 certificates, variable rate capital notes, subordinated capital
31 notes, or any other securities, by use of the mails or any means
32 or instruments of transportation or communication in interstate