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THOMAS G. BRUTON
CLERK, U.S. DISTRICT COURT

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

MODERN TECHNOLOGY INC., a Wyoming corporation, also doing business as ONLINE LOCAL YELLOW PAGES,

STRATEGIC ADVERTISEMENT LTD., a Wyoming corporation, also doing business as LOCAL BUSINESS YELLOW PAGES,

DYNAMIC AD CORP., a Wyoming corporation, also doing business as YELLOW NATIONAL DIRECTORY and YELLOWPAGES LOCAL DIRECTORY,

WISETAK INC., a Nevada corporation, also doing business as ONLINE PUBLIC YELLOW PAGES and US PUBLIC YELLOW PAGES,

WISETAK, INC., a Nevada corporation, also doing business as ONLINE PUBLIC YELLOW PAGES and US PUBLIC YELLOW PAGES,

INTERNET SOLUTIONS, LLC, a Wyoming limited liability company, also doing business as PUBLIC YELLOW PAGES,

YELLOW PAGES EXPRESS INC., a New York corporation, also doing business as YELLOW PAGES EXPRESS,

YELLOW PAGES ONLINE INC., a Delaware corporation, also doing business as YELLOW PAGES ONLINE,

CESSTECH INC., a Delaware corporation, also doing business as YELLOW US PAGES,

Case No.

13cv8257
Judge Virginia M. Kendall
Magistrate Jeffrey T. Gilbert

SEO ONLINE INC., a Delaware corporation, also doing business as YELLOW LOCAL DIRECTORY,	)
CC RECOVERY CORPORATION, a Delaware corporation, also doing business as CC RECOVERY,	)
M&A RECOVERY INC., a Wyoming corporation, also doing business as MA RECOVERY,	)
SEO ONLINE, LLC, a Vermont limited liability company,	)
SEOONLINE, a Nevada corporation, also doing business as PUBLIC YELLOW PAGES,	)
SEM PUNDITS INC., a Nevada corporation, also doing business as YELLOW PAGES ONLINE,	)
MOHAMAD KHALED KADDOURA, also known as KAL, individually and as owner and officer of SEOONLINE,	)
DEREK CESSFORD, individually and as owner and officer of CESSTECH INC. and SEOONLINE, and	)
AARON KIRBY, individually and as owner and officer of SEO ONLINE, LLC,	)
Defendants.	)

[redacted] *EX PARTE* TEMPORARY RESTRAINING ORDER WITH ASSET FREEZE, OTHER EQUITABLE RELIEF, AND ORDER TO SHOW CAUSE WHY A PRELIMINARY INJUNCTION SHOULD NOT ISSUE

Plaintiff, Federal Trade Commission ("FTC" or "Commission"), having filed its Complaint for Permanent Injunction and Other Equitable Relief in this matter, pursuant to Section 13(b) of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. § 53(b), and having moved for an *ex parte* Temporary Restraining Order and other relief pursuant to Rule 65 of the

Federal Rules of Civil Procedure, Fed. R. Civ. P. 65, and the Court having considered the complaint, declarations, exhibits, and memorandum of law filed in support thereof, and now being advised in the premises, finds that:

1. This Court has jurisdiction over the subject matter of this case, and there is good cause to believe it will have jurisdiction over the parties;

2. Venue properly lies with this Court;

3. There is good cause to believe that Defendants have engaged in, and are likely to engage in the future in, acts and practices that violate Section 5(a) of the FTC Act, 15 U.S.C. § 45(a), and that the Commission is therefore likely to prevail on the merits of this action;

4. There is good cause to believe that immediate and irreparable harm will result from Defendants' ongoing violations of Section 5(a) of the FTC Act, 15 U.S.C. § 45(a), unless Defendants are restrained and enjoined by Order of this Court;

5. There is good cause to believe that immediate and irreparable damage to the Court's ability to grant effective final relief for consumers in the form of monetary restitution will occur from the sale, transfer, assignment, or other disposition or concealment by Defendants of their assets or records unless Defendants are immediately restrained and enjoined by Order of this Court. Therefore, there is good cause for relieving the Commission of the duty to provide Defendants with prior notice of the Commission's motion and for the entry of the ancillary relief contained in this Order, including freezing Defendants' assets and prohibiting Defendants from destroying records;

6. There is good cause for issuing this Order pursuant to Federal Rule of Civil Procedure 65(b);

7. Weighing the equities and considering the Commission's likelihood of ultimate success, a temporary restraining order with asset freeze and other equitable relief is in the public interest; and

8. No security is required of any agency of the United States for the issuance of a temporary restraining order. Fed. R. Civ. P. 65(c).

DEFINITIONS

For purposes of this Temporary Restraining Order ("Order"), the following definitions shall apply:

1. "**Asset**" **or** "**Assets**" means any legal or equitable interest in, right to, or claim to, any real or personal property, including, but not limited to, "goods," "instruments," "equipment," "fixtures," "general intangibles," "inventory," "checks," or "notes," (as these terms are defined in the Uniform Commercial Code), lines of credit, chattels, leaseholds, contracts, mail or other deliveries, shares of stock, lists of consumer names, accounts, credits, premises, receivables, funds, and all cash, wherever located.

2. "**Assisting others**" includes, but is not limited to: (1) providing administrative services, including, but not limited to, filing business registrations with federal, state, or local government entities; (2) acting as an officer, director, or registered agent of a business entity; (3) establishing bank and/or merchant accounts; (4) handling banking transactions; (5) providing printing or mailing services; (6) establishing mail accounts and/or mail receiving boxes; (7) forwarding mail received from consumers; (8) performing customer service functions, including, but not limited to, receiving or responding to consumer complaints; (9) formulating or providing, or arranging for the formulation or provision of, any sales script or other marketing material; (10) providing names of, or assisting in the generation of, potential customers;

(11) performing or providing marketing or billing services of any kind; or (12) providing telemarketing services.

3. "**Consumer**" means any individual, group, unincorporated association, limited or general partnership, corporation, or other business or non-profit entity.

4. "**Corporate Defendants**" means Modern Technology Inc., also doing business as Online Local Yellow Pages; Strategic Advertisement Ltd., also doing business as Local Business Yellow Pages; Dynamic Ad Corp., also doing business as Yellow National Directory and Yellowpages Local Directory; Wisetak Inc., also doing business as Online Public Yellow Pages and US Public Yellow Pages; Wisetak, Inc., also doing business as Online Public Yellow Pages and US Public Yellow Pages; Internet Solutions, LLC, also doing business as Public Yellow Pages; Yellow Pages Express Inc., also doing business as Yellow Pages Express; Yellow Pages Online Inc., also doing business as Yellow Pages Online; Cesstech Inc., also doing business as Yellow US Pages; SEO Online Inc., also doing business as Yellow Local Directory; CC Recovery Corporation, also doing business as CC Recovery; M&A Recovery Inc., also doing business as MA Recovery; SEO Online, LLC; SEOOnline, also doing business as Public Yellow Pages; and SEM Pundits Inc., also doing business as Yellow Pages Online, and their successors and assigns, as well as any subsidiaries, and any fictitious business entities or business names created or used by these entities.

5. "**Customer**" means any person who has paid, or may be required to pay, for goods or services offered for sale or sold by any Defendant.

6. "**Defendants**" means all of the Individual Defendants and the Corporate Defendants, individually, collectively, or in any combination.

7. "**Document**" or "**documents**" is synonymous in meaning and equal in scope to the usage of the term in Federal Rule of Civil Procedure 34(a), and includes writings, drawings, graphs, charts, Internet sites, web pages, websites, electronic correspondence, photographs, audio and video recordings, computer records, and other data compilations from which information can be obtained and translated, if necessary, through detection devices into reasonably usable form. A draft or non-identical copy is a separate document within the meaning of the term.

8. "**Financial institution**" means any bank, savings and loan institution, credit union, or any financial depository of any kind, including, but not limited to, any brokerage house, trustee, broker-dealer, escrow agent, title company, commodity trading company, or precious metal dealer.

9. "**Individual Defendants**" means Mohamad Khaled Kaddoura, Derek Cessford, and Aaron Kirby, and by whatever other names each may be known.

10. "**Material**" means likely to affect a person's choice of, or conduct regarding, goods or services.

11. "**Person**" or "**persons**" means a natural person, an organization or other legal entity, including a corporation, partnership, sole proprietorship, limited liability company, association, cooperative, or any other group or combination acting as an entity.

12. "**Plaintiff**" means the Federal Trade Commission ("Commission" or "FTC").

13. "**Telemarketing**" means a plan, program, or campaign (whether or not covered by the Telemarketing Sales Rule, 16 C.F.R. Part 310) which is conducted to induce the purchase of goods or services or a charitable contribution by use of one or more telephones.

14. "**Website**" means a set of electronic documents, usually a home page and subordinate pages, readily viewable on a computer by anyone with access to the world wide web, standard software, and knowledge of the website's location or address.

15. "**World wide web**" means a system used on the Internet for cross-referencing and retrieving information.

I.

PROHIBITED BUSINESS ACTIVITIES

IT IS THEREFORE ORDERED that Defendants, and their officers, agents, servants, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, in connection with the advertising, marketing, promoting, offering for sale, sale, or provision of any good or service, including, but not limited to, the offering for sale or sale of Internet directory listings, are hereby temporarily restrained and enjoined from misrepresenting, or assisting others in misrepresenting, either orally or in writing, expressly or by implication, any material fact, including, but not limited to:

A. That consumers have a preexisting business relationship with Defendants;

B. That consumers have agreed to purchase a listing in Defendants' directory;

C. That consumers owe money to Defendants for a listing in Defendants' directory; and

D. The nature of Defendants= relationship with consumers, and the purpose of their communication with consumers.

II.

POSTING NOTICE OF LAWSUIT ON WEBSITE

IT IS FURTHER ORDERED that, immediately upon service of this Order upon them, Defendants, and their officers, agents, servants, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, and any other person or entity served with a copy of this Order, shall immediately take whatever action is necessary to ensure that any website used by any Defendant related to the offering for sale, sale, or posting of Internet directory listings or related to the collection of payment from any consumer for a listing in any Defendant's Internet directory, including, but not limited to, the websites located at:

- www.onlinelocalyp.com;
- www.localbusinessyp.com;
- www.lbypages.com;
- www.yellownationaldirectory.com;
- www.yplocal.us;
- www.yellowpageslocal.us;
- www.onlinepublicyp.com;
- www.onlinepublicyellowpages.com;
- www.uspublicyp.com;
- www.uspublicyellowpages.com;
- www.publicyellowpages.com;
- www.publicpages.com;
- www.yellowpagesexpress.com;
- www.yellowpagesonline.net;
- www.yellowuspages.com;
- www.yellowlocaldirectory.com;
- www.ccrecovery.biz;
- www.marecovery.com; and
- www.businessyellowpages.net;

shall prominently display the following statement:

The Federal Trade Commission ("FTC") has filed a lawsuit against Modern Technology Inc. and other defendants alleging that they have engaged in deceptive practices relating to the offering for sale and sale of listings in Internet directories, including: Online Local Yellow Pages; Local Business Yellow Pages; Yellow National Directory; Yellowpages Local Directory; Online Public Yellow Pages; US Public Yellow Pages; Public Yellow Pages; Public Pages; Yellow Pages Express; Yellow Pages Online; Yellow US Pages; Yellow Local Directory; and Business Yellow Pages. The United States District Court for the Northern District of Illinois has issued a temporary restraining order prohibiting the alleged practices. You may obtain additional information directly from the FTC at www.ftc.gov.

Each website carrying this message shall also provide a hypertext link to the FTC's home page at www.ftc.gov, or another home page designated by counsel for the Commission.

III.

ASSET FREEZE

IT IS FURTHER ORDERED that Defendants, and their officers, agents, servants, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, except as provided herein, as stipulated by the parties, or as directed by further order of the Court, are hereby temporarily restrained and enjoined from:

A. Transferring, liquidating, converting, encumbering, pledging, loaning, selling, concealing, dissipating, disbursing, assigning, spending, withdrawing, granting a lien or security interest or other interest in, or otherwise disposing of any funds, real or personal property, accounts, contracts, shares of stock, lists of consumer names, or other assets, or any interest therein, wherever located, including outside the territorial United States, that are:

1. Owned, controlled, or held by, in whole or in part, for the benefit of, or subject to access by, or belonging to, any Defendant;

2. In the actual or constructive possession of any Defendant; or

3. In the actual or constructive possession of, or owned, controlled, or held by, or subject to access by, or belonging to, any other corporation, partnership, trust, or any other entity directly or indirectly owned, managed, or controlled by, or under common control with, any Defendant, including, but not limited to, any assets held by or for any Defendant in any account at any bank or savings and loan institution, or with any credit card processing agent, automated clearing house processor, network transaction processor, bank debit processing agent, customer service agent, commercial mail receiving agency, or mail holding or forwarding company, or any credit union, retirement fund custodian, money market or mutual fund, storage company, trustee, or with any broker-dealer, escrow agent, title company, commodity trading company, precious metal dealer, or other financial institution or depository of any kind, either within or outside the territorial United States;

B. Opening or causing to be opened any safe deposit boxes, commercial mail boxes, or storage facilities titled in the name of any Defendant, or subject to access by any Defendant or under any Defendant's control, without providing the Commission prior notice and an opportunity to inspect the contents in order to determine that they contain no assets covered by this Section;

C. Cashing any checks or depositing or processing any payments from customers of Defendants;

D. Incurring charges or cash advances on any credit card issued in the name, singly or jointly, of any Defendant; or

E. Incurring liens or encumbrances on real property, personal property, or other assets in the name, singly or jointly, of any Defendant or of any corporation, partnership, or other entity directly or indirectly owned, managed, or controlled by any Defendant.

Notwithstanding the asset freeze provisions of Section III.A through E above, and subject to prior written agreement with the Commission, Individual Defendants may, upon compliance with Section VII (Financial Statements and Accounting) *infra*, pay from their individual personal funds reasonable, usual, ordinary, and necessary living expenses.

The funds, property, and assets affected by this Section shall include both existing assets and assets acquired after the effective date of this Order.

IV.

DUTIES OF THIRD PARTIES HOLDING DEFENDANTS' ASSETS

IT IS FURTHER ORDERED that any financial institution, business entity, or person maintaining or having custody or control of any account or other asset of any Defendant, or any corporation, partnership, or other entity directly or indirectly owned, managed, or controlled by, or under common control with any Defendant, which is served with a copy of this Order, or otherwise has actual or constructive knowledge of this Order, shall:

A. Hold and retain within its control and prohibit the withdrawal, removal, assignment, transfer, pledge, hypothecation, encumbrance, disbursement, dissipation, conversion, sale, liquidation, or other disposal of any of the assets, funds, documents, or other property held by, or under its control:

1. On behalf of, or for the benefit of, any Defendant or any other party subject to Section III above;

2. In any account maintained in the name of, or for the benefit of, or subject to withdrawal by, any Defendant or other party subject to Section III above; and

3. That are subject to access or use by, or under the signatory power of, any Defendant or other party subject to Section III above;

B. Deny Defendants access to any safe deposit boxes or storage facilities that are either:

1. Titled in the name, individually or jointly, of any Defendant, or other party subject to Section III above; or

2. Subject to access by any Defendant or other party subject to Section III above;

C. Provide the Commission, within five (5) days of the date of service of this Order, a sworn statement setting forth:

1. The identification number of each account or asset titled in the name, individually or jointly, of any Defendant, or held on behalf of, or for the benefit of, any Defendant or other party subject to Section III above, including all trust accounts managed on behalf of any Defendant or subject to any Defendant=s control;

2. The balance of each such account, or a description of the nature and value of such asset;

3. The identification and location of any safe deposit box, commercial mail box, or storage facility that is either titled in the name, individually or jointly, of any Defendant, or is otherwise subject to access or control by any Defendant or other party subject to Section III above, whether in whole or in part; and

4. If the account, safe deposit box, storage facility, or other asset has been closed or removed, the date closed or removed and the balance on said date;

D. Within five (5) days of a request from the FTC, provide to the FTC copies of all records or other documents pertaining to each such account or asset, including, but not limited to, originals or copies of account applications, account statements, corporate resolutions, 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; and

E. This Section shall apply to existing accounts and assets, assets deposited or accounts opened after the effective date of this Order, and any accounts or assets maintained, held or controlled three years prior to the effective date of this Order. This Section shall not prohibit transfers in accordance with any provision of this Order, any further order of the Court, or by written agreement of the parties.

V.

DUTIES OF THIRD PARTIES TO WITHHOLD DEFENDANTS' MAIL

IT IS FURTHER ORDERED that:

A. Any third party with whom any Defendant maintains an account and/or mail receiving box, including but not limited to the following:

- 520 White Plains Rd., Suite 500, Tarrytown, NY 10591;
- 8160 Maple Lawn Blvd., Suite 200, Fulton, MD 20759;
- 3106 State Route 11, #106, Mooers Forks, NY 12959;
- 3 Bethesda Metro Center, Suite 700, PMB 700-94, Bethesda, MD 20814;
- 801 Brickell Avenue, Suite 900, Miami, FL 33131;
- 477 State Route 11, #1014, Champlain, NY 12919;
- 1111 Lincoln Rd., Suite 400, Miami, FL 33139;
- 3106 State Route 11, # 1-108, Mooers Forks, NY 12959;
- 1320 State Route 9, #18151, Champlain, NY 12919;
- 3106 State Route 11, #720, Mooers Forks, NY 12959;
- 701 North Green Valley Parkway, Suite 200, Henderson, NV 89074;
- 405 Lexington Ave., 26th Floor, New York, NY 10174;

- 609 SW 8th Street, 6th Floor, Bentonville, AR 72712;
- 1176 State Route 9, #317, Champlain, NY 12919;
- 25 Locust St., #317, Champlain, NY 12919;
- 11350 Random Hills Rd., Suite 800, Fairfax, VA 22030;
- 1170 Peachtree St. NE, Ste. 1200, Atlanta, GA 30309;
- 100 Church St., 8th Fl., New York, NY 10007;
- 3106 State Route 11, #249, Mooers Forks, NY 12959;
- 200 S. Virginia St., 8th Fl., PMB 42, Reno, NV;
- 1176 Main St., #511, Champlain, NY 12919;
- 2585 State Route 11, #1-108, Mooers, NY 12958;
- 3106 State Route 11, #202, Mooers Forks, NY 12959;
- 1940 Duke St., Suite 200 #100, Alexandria, VA 22314; and
- 6750 N Andrews Ave Suite 200, Ft. Lauderdale FL 33309;

upon being served with a copy of this Order, shall for the duration of this Order, retain and forward to Plaintiff all mail received that is addressed to or from any Defendant and/or addressed to or from any other name under which any Defendant is doing business, including, but not limited to: Online Local Yellow Pages; Local Business Yellow Pages; Yellow National Directory; Yellowpages Local Directory; Online Public Yellow Pages; US Public Yellow Pages; Public Yellow Pages; Public Pages; Yellow Pages Express; Yellow Pages Online; Yellow US Pages; Yellow Local Directory; CC Recovery; and MA Recovery. This mail shall be forwarded to Plaintiff at the following address:

Douglas M. McKenney
Federal Trade Commission, Midwest Region
55 West Monroe Street, Suite 1825
Chicago, Illinois 60603

Plaintiff shall retain this mail for the duration of this Order, or until further order of the Court, or stipulation of the parties; and

B. Defendants, within three (3) business days of service of this Order, shall provide to counsel for the Commission a complete list of all locations where any Defendant has received mail from January 1, 2011 through the date of entry of this Order. Defendants shall notify counsel for the Commission of any locations designated to receive mail by any Defendant after

the date of entry of this Order, within three (3) business days of such designation. Such notice shall include, for each location, the name and address of the location, all names in which Defendant(s) receive or may receive mail at that location, and a copy of any agreement or application creating the designation.

VI.

SUSPENSION OF COLLECTION ON ACCOUNTS

IT IS FURTHER ORDERED that Defendants, and their officers, agents, servants, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are hereby temporarily restrained and enjoined from attempting to collect, collecting, or assigning any right to collect payment for Defendants' Internet directory listings.

VII.

FINANCIAL STATEMENTS AND ACCOUNTING

IT IS FURTHER ORDERED that no later than five (5) business days after service of this Order, each Defendant shall serve upon counsel for the Commission:

A. A completed financial statement, accurate as of the date of service of this Order and verified under oath, on the form served on Defendants with this Order, for such Defendant individually, and for each corporation or business entity under which such Defendant conducts business, or of which such Defendant is an officer, and for each trust of which such Defendant is a trustee. Said financial statement shall include assets held outside the territory of the United States. Defendants shall attach to their completed financial statements copies of all local, state,

provincial, and federal income and property tax returns, with attachments and schedules as called for by the instructions to the financial statements;

B. A statement, verified under oath, of all payments, transfers, or assignments of funds, assets, or property worth $5,000 or more since January 1, 2012. Such statements shall include: (a) the amount transferred or assigned; (b) the name of each transferee or assignee; (c) the date of the assignment or transfer; and (d) the type and amount of consideration paid by or to the Defendant. Each statement shall specify the name and address of each financial institution and brokerage firm at which Defendant has accounts or safe deposit boxes. Said statements shall include assets held in foreign as well as domestic accounts; and

C. A detailed accounting, verified under oath, of all gross and net profits obtained from, derived from, or related in any way to the offering for sale or sale of Internet directory listings.

VIII.

PRESERVATION OF RECORDS AND REPORT OF NEW BUSINESS ACTIVITY

IT IS FURTHER ORDERED that Defendants, and their officers, agents, servants, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are hereby temporarily restrained and enjoined from:

A. Failing to make and keep books, records, accounts, bank statements, current accountants= reports, general ledgers, general journals, cash receipts ledgers, cash disbursements ledgers and source documents, documents indicating title to real or personal property, and any

other data which, in reasonable detail, accurately and fairly reflect the incomes, disbursements, transactions, dispositions, and uses of Defendants' assets;

B. Destroying, erasing, mutilating, concealing, altering, transferring, or otherwise disposing of, in any manner, directly or indirectly, any documents, including electronically stored materials, that relate in any way to the business practices or business or personal finances of Defendants; to the business practices or finances of entities directly or indirectly under the control of Defendants; or to the business practices or finances of entities directly or indirectly under common control with any other Defendant; and

C. Creating, operating, or exercising any control over any new business entity, whether newly formed or previously inactive, including any partnership, limited partnership, joint venture, sole proprietorship or corporation, without first providing the Commission with a written statement disclosing: (1) the name of the business entity; (2) the address, telephone number, e-mail address, and website address of the business entity; (3) the names of the business entity=s officers, directors, principals, managers, and employees; and (4) a detailed description of the business entity=s intended activities.

IX.

PROHIBITION ON DISCLOSING CUSTOMER INFORMATION

IT IS FURTHER ORDERED that Defendants, and their officers, agents, servants, employees, and attorneys, and all other persons in active concert or participation with any of them, who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are hereby temporarily restrained and enjoined from:

A. Selling, renting, leasing, transferring, or otherwise disclosing the name, address, birth date, telephone number, e-mail address, Social Security number, credit card number, bank account number, or other financial or identifying personal information of any person from whom or about whom any Defendant obtained such information in connection with activities alleged in the FTC's complaint; and

B. Benefitting from or using the name, address, birth date, telephone number, e-mail address, Social Security number, credit card number, bank account number, or other financial or identifying personal information of any person from whom or about whom any Defendant obtained such information in connection with activities alleged in the FTC's complaint;

Provided, however, that Defendants may disclose such financial or identifying personal information to a law enforcement agency or as required by any law, regulation, or court order.

X.

REPATRIATION OF ASSETS AND DOCUMENTS LOCATED IN FOREIGN COUNTRIES

IT IS FURTHER ORDERED that Defendants shall:

A. Within three (3) business days following service of this Order, take such steps as are necessary to repatriate to the territory of the United States of America all documents and assets held by or for Defendants or are under Defendants' direct or indirect control, jointly, severally, or individually that were transferred outside the territory of the United States from within the territory of the United States.

B. Within three (3) business days following service of this Order, provide Plaintiff with a full accounting of all documents and assets that are located outside of the territory of the United States of America or that have been transferred to the territory of the United States of America pursuant to Subsection A above and are held by or for any Defendant or are under any

Defendant's direct or indirect control, jointly, severally, or individually, including the addresses and names of any foreign or domestic financial institution or other entity holding the documents and assets, along with the account numbers and balances.

C. Hold and retain all such documents and assets and prevent any transfer, disposition, or dissipation whatsoever of any such documents or assets.

D. Within three (3) business days following service of this Order, provide Plaintiff access to Defendants' records and documents held by financial institutions or other entities outside the territorial United States, by signing and delivering to Plaintiff's counsel the Consent to Release of Financial Records attached to this Order as **Attachment A**.

XI.

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 the preceding Section X of this Order, including, but not limited to:

A. Sending any statement, letter, facsimile, email or wire transmission, or telephoning or engaging in any other act, directly or indirectly, that results in a determination by a foreign trustee or other entity that a "duress" event has occurred under the terms of a foreign trust agreement, until such time that assets have been fully repatriated pursuant to the preceding Section of this Order.

B. Notifying any trustee, protector or other agent of any foreign trust or other related entities of either the existence of this Order, or of the fact that repatriation is required pursuant to

a Court Order, until such time as assets have been fully repatriated pursuant to the preceding Section of this Order.

XII.

DISTRIBUTION OF ORDER BY DEFENDANTS

IT IS FURTHER ORDERED that Defendants shall immediately provide a copy of this Order to each of their corporations, subsidiaries, affiliates, partners, divisions, sales entities, successors, assigns, members, officers, directors, employees, independent contractors, agents, servants, attorneys, spouses, representatives, and any other persons in active concert or participation with them. Within five (5) business days following service of this Order, Defendants shall serve on Plaintiff an affidavit identifying the name, title, addresses, telephone numbers, date of service, and manner of service of the persons Defendants have served with a copy of this Order in compliance with this provision.

XIII.

SERVICE OF ORDER

IT IS FURTHER ORDERED that copies of this Order may be served by facsimile transmission, personal or overnight delivery, first class mail, electronic mail, or personally, by agents and employees of the Commission or any state, provincial, federal, or international law enforcement agency, or by private process server, on: (1) Defendants; (2) any financial institution, entity, or person that holds, controls, or maintains custody of any documents or assets of any Defendant, or that held, controlled, or maintained custody of any documents or assets of any Defendant; or (3) any other person or entity that may be subject to any provision of this Order. Service upon any branch or office of any financial institution or entity shall effect service upon the entire financial institution or entity.

XIV.

CONSUMER REPORTING AGENCIES

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

XV.

EXPEDITED DISCOVERY

IT IS FURTHER ORDERED that, notwithstanding the provisions of Federal Rules of Civil Procedure 26(d) and (f) and 30(a)(2)(A)(iii) and 31(a)(2)(A)(iii), and pursuant to Federal Rules of Civil Procedure 30(a), 31(a), 34, and 45, Plaintiff is granted leave, at any time after service of this Order, to:

A. Take the deposition, on three (3) calendar days' notice, of any person, whether or not a party, for the purpose of discovering the nature, location, status, and extent of the assets of the Defendants, or their affiliates or subsidiaries; the nature and location of documents reflecting the Defendants' business transactions, or the business transactions of the Defendants' affiliates or subsidiaries; the location of any premises where Defendants, directly or through any third party, conduct business operations; the Defendants' whereabouts; and/or the applicability of any evidentiary privileges to this action. The limitations and conditions set forth in Fed. R. Civ. P. 30(a)(2)(A)(ii) and 31(a)(2)(A)(ii) regarding subsequent depositions of a person shall not apply to depositions taken pursuant to this Section. Any such depositions taken pursuant to this Section shall not be counted toward the ten (10) deposition limit set forth in Fed. R. Civ. P. 30(a)(2)(A)(i) and 31(a)(2)(A)(i). Service of discovery upon a party, taken pursuant to this Section, shall be sufficient if made by facsimile or by overnight delivery; and

B. Demand the production of documents, on five (5) calendar days' notice, from any person, whether or not a party, relating to the nature, status, or extent of Defendants' assets, or of their affiliates or subsidiaries; the location of documents reflecting the business transactions of Defendants, or of their affiliates or subsidiaries; the location of any premises where Defendants, directly or through any third party, conduct business operations; the Defendants' whereabouts; and/or the applicability of any evidentiary privileges to this action, provided that twenty-four (24) hours' notice shall be deemed sufficient for the production of any such documents that are maintained or stored only as electronic data.

XVI.

SERVICE UPON PLAINTIFF

IT IS FURTHER ORDERED that any correspondence, papers, and pleadings related to this Order shall be served upon Plaintiff by overnight mail, electronic mail, courier delivery, or facsimile to:

Guy G. Ward
Matthew H. Wernz
Federal Trade Commission
55 West Monroe Street, Suite 1825
Chicago, Illinois 60603
(312) 960-5634 [Telephone]
(312) 960-5600 [Facsimile]
gward@ftc.gov [E-mail]
mwernz@ftc.gov [E-mail]

XVII.

DURATION OF TEMPORARY RESTRAINING ORDER

IT IS FURTHER ORDERED that the Temporary Restraining Order granted herein shall expire on 12/2, 2013 at 11:59 p.m. (Central Time), unless within such time,

the Order, for good cause shown, is extended, or unless, as to any Defendant, the Defendant consents that it should be extended for a longer period of time.

XVIII.

ORDER TO SHOW CAUSE REGARDING PRELIMINARY INJUNCTION

IT IS FURTHER ORDERED, pursuant to Federal Rule of Civil Procedure 65, that each Defendant shall appear before this Court on the 2nd day of December, 2013, at 9:45 o'clock a.m. (Central Time), at the Dirksen Federal Courthouse, 219 S. Dearborn St., Chicago, Illinois, Courtroom 2319, to show cause, if there is any, why this Court should not enter a Preliminary Injunction, pending final ruling on the complaint against Defendants, enjoining them from further violations of Section 5(a) of the FTC Act, 15 U.S.C. § 45(a), continuing the freeze of their assets, and imposing such additional relief as may be appropriate.

XIX.

SERVICE OF PLEADINGS, MEMORANDA, AND OTHER EVIDENCE

IT IS FURTHER ORDERED that Defendants shall file with the Court and serve on Plaintiff's counsel any answering affidavits, pleadings, motions, expert reports or declarations, and/or legal memoranda no later than four (4) business days prior to the hearing on Plaintiff's request for a preliminary injunction.

Plaintiff may file responsive or supplemental pleadings, materials, affidavits, or memoranda with the Court and serve the same on counsel for Defendants no later than one (1) day prior to the preliminary injunction hearing in this matter, provided that service shall be performed by personal or overnight delivery, by electronic filing, by electronic mail, or by facsimile, and documents shall be delivered so that they shall be received by the other parties no

later than 4:00 p.m. (Central Time) on the appropriate dates listed in this Section.

XX.

MOTION FOR LIVE TESTIMONY; WITNESS IDENTIFICATION

IT IS FURTHER ORDERED that the question of whether this Court should enter a preliminary injunction pursuant to Rule 65 of the Federal Rules of Civil Procedure enjoining the Defendants during the pendency of this action shall be resolved on the pleadings, declarations, exhibits, and memoranda filed by, and oral argument of, the parties. Live testimony shall be heard only on further order of this Court or on motion filed with the Court and served on counsel for the other parties at least four (4) business days prior to the preliminary injunction hearing in this matter. Such motion shall set forth the name, address, and telephone number of each proposed witness, a detailed summary or affidavit revealing the substance of each proposed witness=s expected testimony, and an explanation of why the taking of live testimony would be helpful to this Court. Any papers opposing a timely motion to present live testimony or to present live testimony in response to another party's timely motion to present live testimony shall be filed with this Court and served on the other parties at least two (2) business days prior to the preliminary injunction hearing in this matter, provided that service shall be performed by personal or overnight delivery, by electronic filing, by electronic mail, or by facsimile, and documents shall be delivered so that they shall be received by the other parties no later than 4:00 p.m. (Central Time) on the appropriate dates provided in this Section. Provided further, however, that an evidentiary hearing on Plaintiff's request for a preliminary injunction is not necessary unless Defendants demonstrate that they have, and intend to introduce, evidence that raises a genuine and material factual issue.

XXI.

RETENTION OF JURISDICTION

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

SO ORDERED, this 18th day of November, 2013, at 11:45 am.

United States District Judge

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

FEDERAL TRADE COMMISSION, Plaintiff, v. MODERN TECHNOLOGY INC., a Wyoming corporation, also doing business as ONLINE LOCAL YELLOW PAGES, *et al.*, Defendants.	)	Case No.

CONSENT TO RELEASE OF FINANCIAL INFORMATION

I, _____, of _____ (city or province and country), do hereby direct any person, bank, savings and loan association, credit union, depository institution, finance company, commercial lending company, payment processor, payment processing entity, common carrier, customs broker, commercial mail receiving agency, mail holding and/or forwarding company, brokerage house, escrow agent, money market or mutual fund, title company, commodity trading company, or trustee, that holds, controls or maintains custody of assets, wherever located, that are owned or controlled by me, or any of the above Defendants, in whole or in part, or at which I, or any of the above Defendants, have an account of any kind upon which I am authorized to draw, and its officers, employees and agents, to disclose all information and deliver copies of all documents of every nature in its possession or control which relate to the said accounts to any attorney of the Federal Trade Commission, and to give evidence relevant thereto, in the above captioned matter, *FTC v. Modern Technology Inc., et al.*, now pending in the United States District Court for the Northern District of Illinois,

and this shall be irrevocable authority for so doing. This direction is intended to apply to the laws of countries other than the United States of America which restrict or prohibit the disclosure of bank or other financial information without the consent of the holder of the account, and shall be construed as consent with respect thereto, and the same shall apply to any of the accounts for which I may be the relevant principal.

Dated: _____, 2013

_____
[Signature]

_____
[Print Name]