

EXHIBIT D

ORDER GRANTING MOTION TO WITHDRAW FOR FRANCO

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EMERSON HOME BUYERS
ASSOCIATION, AS INFORMAL
ASSOCIATION OF APRIL
UNDERWOOD, ET AL
Plaintiff,

§ IN THE DISTRICT COURT

V.

§
§
§ 410TH JUDICIAL DISTRICT

EMERSON MANUFACTURED
HOMES, LTD., ET AL.
Defendants.

§
§
§ OF MONTGOMERY COUNTY,
TEXAS

UNOPPOSED ORDER TO WITHDRAWAL AS COUNSEL

On July 11, 2005, the Court considered the Motion for Withdrawal of Counsel by
Movant Ruben Franco, Jr..

The Court finds that:

1. Good cause exists for withdrawal of Movant as counsel and withdrawal of Movant is not sought for delay only.
2. Defendants consent to the withdrawal of Ruben Franco, Jr. and the court finds that no party incurs a detriment by allowance of this motion.
3. Defendants' non compliance with the terms of the employment agreement with Ruben Franco, Jr. constitutes grounds for withdrawal.
4. The Home Center, LTD and Tide Murray are unable to pay the undersigned counsel for additional fees incurred in the present litigation and have requested that the undersigned counsel be allowed to withdraw as attorney of record for The Home Center, LTD and Tide Murray, defendants. Additionally, Mr. Raybon who contracted with undersigned counsel has consented to the relief requested herein.

A copy of this Motion has been delivered to The Home Center, LTD by sending a copy to Mr. Raybon and Tide Murray, participants in the Emerson Defendants.

5. The current settings and deadlines are:
 - a. See Order on Status Conference, attached.

IT IS THEREFORE ORDERED that Movant is permitted to withdraw as counsel of record for Defendants and **ORDERED** that all notices in this cause shall hereafter be served on Defendants either delivered in person or sent by certified and first class mail to the addresses in the motion.

IT IS FURTHER ORDERED that Ruben Franco, Jr., Movant, immediately notify Defendants The Home Center, LTD and Tide Murray in writing of any additional settings or deadlines of which Ruben Franco, Jr. now has knowledge and has not already notified Defendants.

SIGNED on July 11, 2005.

K Michael Mayer
JUDGE PRESIDING

APPROVED AS TO FORM:

Ruben Franco, Jr.
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and Tide Murray
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