

Issued by the
UNITED STATES DISTRICT COURT

Southern DISTRICT OF Ohio

United States Securities and Exchange Commission

Kenneth R. Payne,
Johann M. Smith,
Daniel G. Danker,
Constance Brooks-Kiefer,
Heartland Financial Services, Inc., and
JMS Investment Group, LLC.

V.

Fifth Third Bank
Legal Department, Attn: Marie
TO: 38 Fountain Square Plaza, Mail Drop: 1090B7
Cincinnati, OH 45263

SUBPOENA IN A CIVIL CASE

CASE NUMBER: IP00-1265 C

Southern District of Indiana

Judge John D. Tinder

YOU ARE COMMANDED to appear in the United States District Court at the place, date, and time specified below to testify in the above case.

PLACE OF TESTIMONY	COURTROOM
	DATE AND TIME

YOU ARE COMMANDED to appear at the place, date, and time specified below to testify at the taking of a deposition in the above case.

PLACE OF DEPOSITION	DATE AND TIME
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YOU ARE COMMANDED to produce and permit inspection and copying of the following documents or objects at the place, date, and time specified below (list documents or objects):

Relating to account number 91157420, maintained individually or jointly by People's Bank in the name of Johann M. Smith ("Account"); Copies of all checks, deposit slips, statements, and correspondence related to the Account transactions listed in Exhibit A, attached hereto; Any and all other documents not specifically requested above which relate to the Account transactions listed in Exhibit A, attached hereto.

PLACE	DATE AND TIME
Kroger, Gardis & Regas, L.L.P., c/o James A. Knauer 111 Monument Circle, Suite 900, P.O. Box 44941, Indianapolis, IN 46244-0941	May 14, 2001, Monday at 9:00 a.m.

YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES	DATE AND TIME
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Any organization not a party to this suit that is subpoenaed for the taking of a deposition shall designate one or more officers, directors, or managing agents, or other persons who consent to testify on its behalf, and may set forth, for each person designated, the matters on which the person will testify. Federal Rules of Civil Procedure, 30(b)(6).

ISSUING OFFICER'S SIGNATURE AND TITLE (INDICATE IF ATTORNEY FOR PLAINTIFF OR DEFENDANT)	DATE
<i>James Knauer, RECEIVER</i>	April 30, 2001

ISSUING OFFICER'S NAME, ADDRESS, AND PHONE NUMBER
James A. Knauer, Receiver for Heartland Financial Services, Inc., and JMS Investment Group, LLC. Kroger, Gardis & Regas, 111 Monument Circle, Suite 900, P.O. Box 4491, Indianapolis, IN 46244-0941 (317) 692-9000

PROOF OF SERVICE

SERVED	DATE	PLACE
	May 1, 2001	Fifth Third Bank Legal Department, Attn: Marie 38 Fountain Square Plaza, Mail Drop: 1090B7 Cincinnati, OH 45263
SERVED ON (PRINT NAME)		MANNER OF SERVICE
Fifth Third Bank		Certified United States Mail
SERVED BY (PRINT NAME)		TITLE
Victoria L. Bailey		Law Clerk

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on May 1, 2001

Victoria L. Bailey

 SIGNATURE OF SERVER
 Kroger, Gardis & Regas

 ADDRESS OF SERVER 111 Monument Circle, Suite 900
 P.O. Box 44941
 Indianapolis, IN 46244-0941

Rule 45, Federal Rules of Civil Procedure, Parts C & D:

(c) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction which may include, but is not limited to, lost earnings and reasonable attorney's fee.

(2) (A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3) (A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in

person, except that, subject to the provisions of clause (c) (3) (B) (iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

- (iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or
- (iv) subjects a person to undue burden.

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
- (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

- (iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena, or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

Exhibit A

Peoples Bank						
Account #91157420						
check	01/16/95	268	Kenneth R. Payne		(19,000.00)	
check	09/06/95	202	Peoples Bank		(87,058.00)	Kinzel (\$50k), McVicker (\$30k), (\$7k)
check	09/13/95	217	Peoples Bank		(25,054.00)	Pioneer Services Corp. - Carol I (\$25k)
check	09/19/95	226	Peoples Bank		(30,058.00)	Putnam Funds - Kinzel (\$25k), Moore (\$5k)
check	09/21/95	232	Peoples Bank		(15,058.00)	KRP (\$10k), DGD (\$5k)
check	12/26/95	254	Peoples Bank	ck chk for csh	(14,054.00)	Darnell (\$10k), Cash (\$4k)
check	01/30/96	272	Peoples Bank		(56,050.00)	Std Financial - KRP (\$22k), FN KRP (\$25k), Cash (\$9k)
check	03/04/96	303	Daniel G. Danker		(10,000.00)	
check	03/18/96	316	Kenneth R. Payne	BZ - out of pocket reimb.	(5,000.00)	
check	03/22/96	335	Kenneth R. Payne		(10,000.00)	
check	05/21/96	393	Kenneth R. Payne	Kramer out of pocket	(30,000.00)	
check	05/23/96	394	Kenneth R. Payne	out of pocket - Kramer	(15,000.00)	
check	06/28/96	428	Juanita Gaston	Interest	(5,000.00)	
cashiers check	01/30/96	61-315263288	Kenneth R. Payne		(22,000.00)	from Peoples Bank check #27.
cashiers check	01/30/96	61-315263289	Kenneth R. Payne		(25,000.00)	from Peoples Bank check #27.
cashiers check	04/29/96	61-315267172	Johann M. Smith		(5,000.00)	
deposit	01/26/96		Deposit		80,014.99	