

NOTICE OF LIS PENDENS

To: The Clerk of the Circuit Court of Marion County Indiana

You are hereby notified that on August 10, 2000, the United States Securities and Exchange Commission commenced an action in the United States District Court for the Southern District of Indiana in case number IP00-1265 C T/G against the following persons:

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

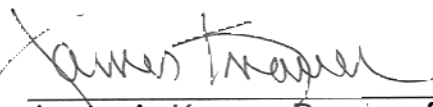
The above described litigation, among other things, seeks an order requiring each of the Defendants to "... disgorge . . . ill-gotten gains that they received as a result of their wrongful conduct, including pre-judgment interest."

You are further notified that on or about August 10, 2000, the Honorable John Daniel Tinder, Judge of the above referenced Court, issued an Ex Parte Temporary Restraining Order against each of the above named Defendants, by the terms of which the Defendants were enjoined and restrained from "*transferring, selling, assigning, pledging, dissipating, concealing or otherwise disposing of in any manner, any funds, assets, accounts, or other property belonging to Defendants or in their possession, custody or control, wherever located.*"

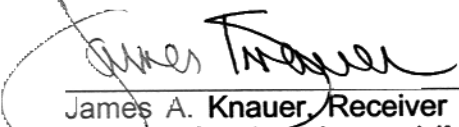
Pursuant to the foregoing Ex Parte Temporary Restraining Order, which order continues in effect as of the date of the filing of this notice, each of the foregoing Defendants is precluded from transferring, selling, assigning, or pledging any interest which any of them may own, individually or jointly, in any real estate located in the county in which this notice is being filed.

The undersigned was appointed Receiver for the Defendant's Heartland Financial Services, Inc. and JMS Investment Group, LLC on or about August 21, 2000, by the Judge of the foregoing court.

A legal description of real estate sought to be effected is attached hereto, or if no legal description is attached, this order is intended to effect any real estate in which any of the foregoing named Defendants have an interest.


James A. Knauer, Receiver for Heartland
Financial Services, Inc. and JMS Investment
Group, LLC

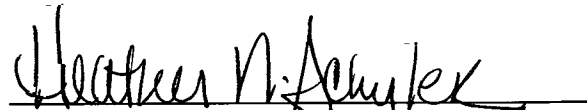
I affirm under the penalties of perjury that the foregoing statements are true.


James A. Knauer, Receiver for Heartland
Financial Services, Inc. and JMS Investment
Group, LLC

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Before me, a Notary Public in and for said County and State, personally appeared James A. Knauer who acknowledged the execution of the foregoing Notice of Lis Pendens, and who, having been duly sworn states that any representations contained therein are true.

Witness my hand and Notarial Seal this 8th day of Feb., 2001.


Heather N. Schuyler, Notary

My Commission Expires: **November 20, 2007**

County of Residence: **Hamilton**

KROGER, GARDIS & REGAS, L.L.P.

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