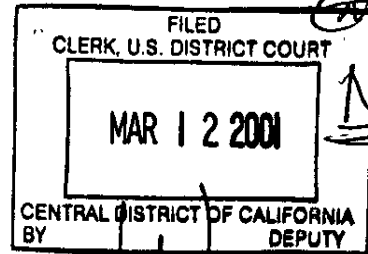


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SECURITIES AND EXCHANGE  
 COMMISSION,

Plaintiff,

v.

TOPZ 3, LLC, PACIFIC CREST  
 HOLDINGS, INC., MARK R. AVILA, AND  
 STEPHEN R. KEENUM,

Defendants.

Case No. CV-00-12763 R (SHx)

**[PROPOSED] FINAL JUDGMENT OF  
 PERMANENT INJUNCTION AND OTHER  
 RELIEF AGAINST DEFENDANT MARK R.  
 AVILA**

THIS CONSTITUTES NOTICE OF ENTRY  
 AS REQUIRED BY FRCP 171

Plaintiff Securities and Exchange Commission ("Commission"),  
 having filed and served upon Defendant Mark R. Avila ("Avila") a  
 Summons and Complaint in this action; Avila having admitted service  
 upon him of the Summons and Complaint in this action and the  
 jurisdiction of this Court over him and over the subject matter of  
 this action; having been fully advised and informed of his right to  
 a judicial determination of this action; having waived the entry of  
 findings of fact and conclusions of law as provided by Rule 52 of  
 the Federal Rules of Civil Procedure; having consented to the entry

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1 of this Final Judgment Of Permanent Injunction And Other Relief  
2 Against Defendant Mark R. Avila ("Final Judgment"), without  
3 admitting or denying the allegations in the Complaint except as  
4 specifically set forth in the Consent Of Defendant Mark R. Avila To  
5 Entry Of Final Judgment Of Permanent Injunction And Other Relief  
6 ("Consent"); and no notice of hearing upon the entry of this Final  
7 Judgment being necessary:

8 I.

9 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Avila  
10 and his agents, servants, employees and attorneys, and all persons  
11 in active concert or participation with any of them, who receive  
12 actual notice of this Final Judgment by personal service or  
13 otherwise, and each of them, are permanently restrained and enjoined  
14 from, directly or indirectly:

- 15 A. making use of any means or instruments of transportation  
16 or communication in interstate commerce or of the mails to  
17 sell any securities, through the use or medium of any  
18 prospectus or otherwise, unless a registration statement  
19 is in effect as to such securities;
- 20 B. carrying or causing to be carried through the mails or in  
21 interstate commerce, by any means or instruments of  
22 transportation, for the purpose of sale or for delivery  
23 after sale, any securities, unless a registration  
24 statement is in effect as to such securities; and
- 25 C. making use of any means or instruments of transportation  
26 or communication in interstate commerce or of the mails to  
27 offer to sell or offer to buy, through the use or medium  
28 of any prospectus or otherwise, any securities, unless a

1 registration statement has been filed with the Commission  
2 as to such securities, or while the registration statement  
3 is the subject of a refusal order or stop order or (prior  
4 to the effective date of the registration statement) any  
5 public proceeding or examination under Section 8 of the  
6 Securities Act [15 U.S.C. § 77h];  
7 in violation of Sections 5(a) and 5(c) of the Securities Act of 1933  
8 ("Securities Act") [15 U.S.C. §§ 77e(a) & 77e(c)].

9 **II.**

10 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant  
11 Avila and his agents, servants, employees and attorneys, and all  
12 persons in active concert or participation with any of them, who  
13 receive actual notice of this Final Judgment by personal service or  
14 otherwise, and each of them, are permanently restrained and enjoined  
15 from, directly or indirectly, in the offer or sale of any  
16 securities, by the use of any means or instruments of transportation  
17 or communication in interstate commerce or by the use of the mails:

- 18 A. employing any device, scheme or artifice to defraud;  
19 B. obtaining money or property by means of any untrue  
20 statement of a material fact or any omission to state a  
21 material fact necessary in order to make the statements  
22 made, in the light of the circumstances under which they  
23 were made, not misleading; or  
24 C. engaging in any transaction, practice, or course of  
25 business which operates or would operate as a fraud or  
26 deceit upon the purchaser;  
27 in violation of Section 17(a) of the Securities Act [15 U.S.C. §  
28 77q(a)].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Avila and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

A. employing any device, scheme, or artifice to defraud;

B. making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

C. engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person;

in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Avila and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined

1 from making use of the mails or any means or instrumentality of  
2 interstate commerce to effect any transactions in, or to induce or  
3 attempt to induce the purchase or sale of, any security without  
4 being registered as a broker or dealer pursuant to Section 15(b) of  
5 the Exchange Act [15 U.S.C. § 78o(b)], in violation of Section  
6 15(a)(1) of the Exchange Act [15 U.S.C. § 78o(a)(1)].

7 **V.**

8 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, based upon  
9 Avila's sworn representations in his Statement of Financial  
10 Condition, and submitted to the Commission, this Court is not  
11 ordering Avila to pay a civil penalty pursuant to Section 20(d)(1)  
12 of the Securities Act [15 U.S.C. § 77t(d)(1)] and Section 21(d)(3)  
13 of the Exchange Act [15 U.S.C. § 78u(d)(3)]. The determination not  
14 to assess a civil penalty is contingent upon the accuracy and  
15 completeness of Avila's Statement of Financial Condition. If at any  
16 time following the entry of this Final Judgment the Commission  
17 obtains information indicating that Avila's representations to the  
18 Commission concerning his assets, income, liabilities or net worth  
19 were fraudulent, misleading, inaccurate or incomplete in any  
20 material respect as of the time such representations were made, the  
21 Commission may, at its sole discretion and without prior notice to  
22 Avila, petition this Court for an order modifying this Final  
23 Judgment to require payment civil money penalties. In connection  
24 with any such petition, the only issues shall be whether the  
25 financial information provided by Avila was fraudulent, misleading,  
26 inaccurate or incomplete in any material respect as of the time such  
27 representations were made, and the amount of the civil penalty to be  
28 imposed. In its petition, the Commission may move this Court to

1 consider all available remedies, including, but not limited to,  
2 ordering Avila to pay funds or assets, directing the surrender of  
3 any assets, or sanctions for contempt of this Final Judgment, and  
4 the Commission may also obtain additional discovery. Avila may not,  
5 by way of defense to such petition, challenge the validity of his  
6 Consent or this Final Judgment, contest the allegations in the  
7 Complaint filed by the Commission, or assert that payment of a civil  
8 penalty should not be ordered.

9 **VI.**

10 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the provisions  
11 of the Consent filed concurrently with this Final Judgment are  
12 incorporated herein with the same force and effect as if fully set  
13 forth herein and that Avila shall comply with all terms of his  
14 Consent.

15 **VII.**

16 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court  
17 shall retain jurisdiction over this action for all purposes,  
18 including to determine the liability of any remaining defendants in  
19 this action, to implement and enforce the terms of this Final  
20 Judgment and other orders and decrees which may be entered, and to  
21 grant such other relief as this Court may deem necessary and just.

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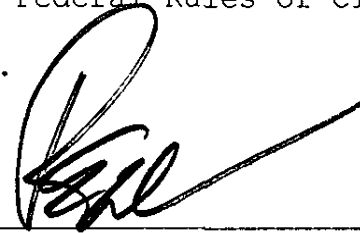
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There being no just reason for delay, the Clerk of the Court is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment.

DATED: March 12, 2001



HONORABLE MANUEL L. REAL  
UNITED STATES DISTRICT JUDGE

**CERTIFICATE OF SERVICE**

I, Magnolia M. Marcelo, am over the age of 18 years, not a party to this action, and am a citizen of the United States. My business address is 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036. On March 7, 2001, at the direction of a member of the bar of this Court, I served the following document entitled **[PROPOSED] FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST DEFENDANT MARK R. AVILA** by causing to be mailed true and correct copies thereof in sealed envelopes, postage prepaid, to:

David I. Lefkowitz, Esq.  
1299 Ocean Avenue, Suite 900  
Santa Monica, CA 90401  
**Counsel for Defendants**  
**Topz 3, LLC, Pacific Crets Holdings, Inc.,**  
**Mark R. Avila and Stephen R. Keenum**

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 7, 2001

Magnolia M. Marcelo  
Magnolia M. Marcelo