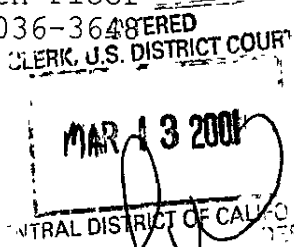
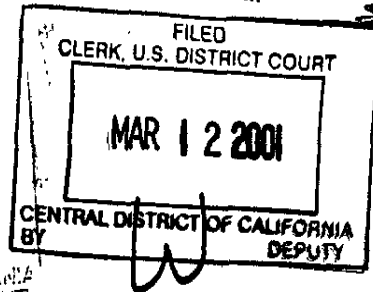


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 5 Securities and Exchange Commission
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ENTER JSB



UNITED STATES DISTRICT COURT

FOR THE CENTRAL DISTRICT OF CALIFORNIA

WESTERN DIVISION

12 SECURITIES AND EXCHANGE
 13 COMMISSION,

14 Plaintiff,

15 v.

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

19 Defendants.

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

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

**THIS CONSTITUTES NOTICE OF ENTRY
 AS REQUIRED BY FRCP, RULE 77(c).**

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

✓ Docketed
 ✓ Copies NTC Sent
 ✓ JS - 5 / JS - 6
 ✓ JS - 2 / JS - 3
 ✓ CLSD

MAR 13 2001

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1 of this Final Judgment Of Permanent Injunction And Other Relief
2 Against Defendant Stephen R. Keenum ("Final Judgment"), without
3 admitting or denying the allegations in the Complaint except as
4 specifically set forth in the Consent Of Defendant Stephen R. Keenum
5 To 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
10 Keenum and his agents, servants, employees and attorneys, and all
11 persons in active concert or participation with any of them, who
12 receive 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 Keenum 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 Keenum 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 Keenum 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 Keenum's sworn representations in his Statement of Financial
10 Condition, and submitted to the Commission, this Court is not
11 ordering Keenum 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 Keenum's Statement of Financial Condition. If at
16 any time following the entry of this Final Judgment the Commission
17 obtains information indicating that Keenum'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 Keenum, petition this Court for an order modifying this Final
23 Judgment to require payment of civil money penalties. In connection
24 with any such petition, the only issues shall be whether the
25 financial information provided by Keenum 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 Keenum 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. Keenum may
5 not, by way of defense to such petition, challenge the validity of
6 his 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 Keenum 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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2 ordering Keenum 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. Keenum may
5 not, by way of defense to such petition, challenge the validity of
6 his 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
10 **VI.**

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

16
17 **VII.**

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

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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 STEPHEN R. KEENUM** 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