

Commonwealth Communications Group (“Final Judgment”); and it appearing that this Court has jurisdiction over Larson and CCG and the subject matter hereof, and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants Larson and CCG, their agents, servants, employees, attorneys-in-fact, and all those persons in active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from directly or indirectly, violating Sections 5(a) and (c) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a) and (c)] by:

- (1) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell a security through the use or medium of any prospectus or otherwise, unless a registration statement is in effect as to such security; or
- (2) carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any security for the purpose of sale or for delivery after sale, unless a registration statement is in effect as to such security; and
- (3) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any

security, unless a registration statement has been filed as to such security with the Commission, or while the registration statement is the subject of a refusal order or a stop order or [prior to the effective date of the registration statement] any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Larson and CCG, their agents, servants, employees, attorneys-in-fact and all those persons in active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from directly or indirectly violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange to:

- (1) employ any device, scheme, or artifice to defraud;
- (2) obtain money or property by means of any untrue statement of a material fact or any omission 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
- (3) engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon a purchaser,

in connection with the offer or sale of any security.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Larson and CCG, their agents, servants, employees, attorneys-in-fact and all those persons in active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from directly or indirectly violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

- (1) employing any device, scheme, or artifice to defraud;
- (2) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (3) engaging in any transaction, act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

in connection with the purchase or sale of any security.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Larson and CCG and their agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them, and each of them who receive actual notice of this Final Judgment by personal service or otherwise, be and they

hereby are permanently restrained and enjoined from directly or indirectly violating Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)], which makes it unlawful for any broker or dealer which is either a person other than a natural person or a natural person not associated with a broker or dealer which is a person other than a natural person (other than such a broker or dealer whose business is exclusively intrastate and who does not make use of any facility of a national securities exchange), to make use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptances, or commercial bills) unless such broker or dealer is registered in accordance with Section 15(b) of the Exchange Act [15 U.S.C. § 78o(b)].

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Larson and CCG shall, jointly and severally, pay disgorgement of the sum of \$270,978, received by them as a result of their unlawful conduct described in the Complaint herein, plus prejudgment interest in the amount of \$174,560, for a total of \$445,538. Within thirty days of entry of this Final Judgment, Defendants Larson and CCG shall pay to the Trustee of the IBG Disgorgement Fund (c/o David A. Engels, Trustee, 21264 Liberty St. N.E, Aurora, OR 97002-9204) by cashier's or certified check drawn to the order of "IBG Disgorgement Fund" the full amount of disgorgement and prejudgment interest specified above, and postjudgment interest calculated pursuant to 28 U.S.C. § 1961. Payment should be accompanied by a cover letter identifying Defendants Larson and CCG, the caption and case number of this action, and the Commission's

internal file number (HO-2916). Copies of such check and accompanying cover letter shall be simultaneously sent to John P. Sherry, Attorney, Mail Stop 0810, 450 Fifth Street, N.W., Securities and Exchange Commission, Washington, D.C. 20549-0810. At such time as such funds are paid to the IBG Disgorgement Fund, Defendants Larson and CCG shall relinquish all legal and equitable right, title and interest in those funds, and no part of such funds shall be returned to Defendants Larson and CCG or their successors or assigns.

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Larson and CCG pay a civil penalty of \$270,978, jointly and severally, pursuant to Section 20(d) (2) of the Securities Act [15 U.S. § 77t(d)(2)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)], representing the gross pecuniary gain of Defendants Larson and CCG. Within thirty days of this judgment, Defendants Larson and CCG shall pay the full amount of civil penalty specified above, by cashier's or certified check payable to the "Securities and Exchange Commission." Such payment shall be sent to the Office of the Secretary, Mail Stop 0609, 450 Fifth Street, N.W., Securities and Exchange Commission, Washington, D.C. 20549-0609. At such time as such funds are paid to the Commission, Defendants Larson and CCG shall relinquish all legal and equitable right, title and interest in those funds, and no part of such funds shall be returned to Defendants Larson and CCG or their successors or assigns.

VII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including the implementation and enforcement of this Final Judgment.

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


UNITED STATES DISTRICT JUDGE

Date: 10-9-01