

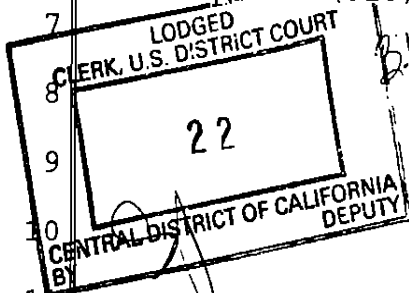
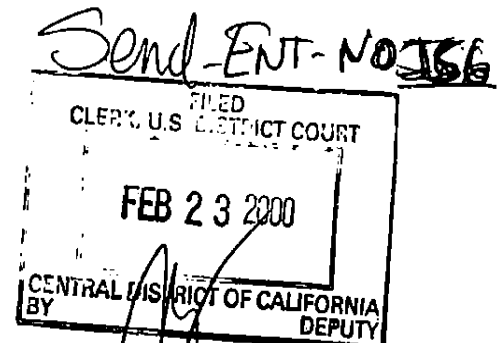
ORIGINAL

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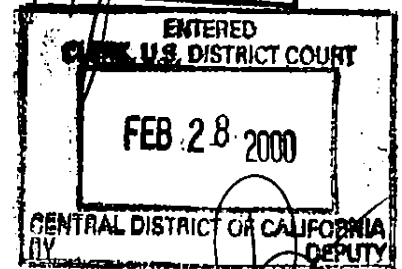
Rev. of 11/24/98

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UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 WESTERN DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff

v.

MICROWEST INDUSTRIES, INC.,
 MICROWEST INCOME FUND,
 MICROWEST MICROSYSTEMS, INC.,
 STEVEN P. HEVELL,
 JOSEPH G. OBEY,
 ALLAN T. MATZAT,
 ELLSWORTH L. BROUILLETTE,
 NEAL C. HARPER,
 DWIGHT H. STEPHENS,
 JIM D. JAMES,
 BLAKE T. WARD,
 THOMAS J. PERKINS, and
 ANTHONY F. MOSS,

Defendants.

Case No. CV 97-9150 CAS
 (CTx)

FINAL JUDGMENT OF
 PERMANENT INJUNCTION AND
 OTHER RELIEF AGAINST
 DEFENDANT DWIGHT H.
 STEPHENS

☒ Priority
☒ Send
☒ Clsd
☒ Enter
☒ JS-5/JS-6
☒ JS-2/JS-3

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

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

I HEREBY CERTIFY THAT THIS DOCUMENT WAS SERVED BY
 MAIL OR BY HAND, POSTAGE PREPAID, TO ALL COUNSEL
 FOR THE PARTIES AT THEIR RESPECTIVE LAST KNOWN ADDRESS OF
 RECORD, IN THIS ACTION, ON FEB 23 2000
 DATED: _____

Plaintiff Securities and Exchange Commission ("Commission"),
 having filed and served upon Defendant DWIGHT H. STEPHENS
 ("Stephens") a Summons and Complaint in this action and Defendant
 Stephens having admitted service upon him of the Summons and

FEB 28 2000

(131)

1 Complaint in this action and the jurisdiction of this Court over
2 him and over the subject matter of this action; having been fully
3 advised and informed of his right to a judicial determination of
4 this action; having waived the entry of findings of fact and
5 conclusions of law as provided by Rule 52 of the Federal Rules of
6 Civil Procedure; having consented to the entry of this Final
7 Judgment of Permanent Injunction and Other Relief Against
8 Defendant Dwight H. Stephens ("Final Judgment") without admitting
9 or denying any of the allegations in the Complaint, except as
10 specifically set forth in the Consent of Defendant Dwight H.
11 Stephens To Entry of Final Judgment of Permanent Injunction and
12 Other Relief ("Consent"); it appearing that no notice of hearing
13 upon the entry of this Final Judgment being necessary; and the
14 Court being fully advised in the premises; and there being no
15 just reason for delay:

16 I.

17 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
18 Stephens, and his agents, servants, employees, and attorneys, and
19 all persons in active concert or participation with any of them,
20 who receive actual notice of this Final Judgment by personal
21 service or otherwise, and each of them, are permanently
22 restrained and enjoined from, directly or indirectly:

- 23 A. making use of any means or instruments of
24 transportation or communication in interstate commerce
25 or of the mails to sell the securities of any issuer,
26 through the use or medium of any prospectus or
27 otherwise, unless and until a registration is in effect
28

1 as to such securities;

2 B. carrying or causing to be carried through the mails or
3 in interstate commerce, by any means or instruments of
4 transportation, for the purpose of sale or for delivery
5 after sale, the securities of any issuer, unless and
6 until a registration statement is in effect as to such
7 securities; and

8 C. making use of any means or instruments of
9 transportation or communication in interstate commerce
10 or of the mails to offer to sell or offer to buy,
11 through the use or medium of any prospectus or
12 otherwise, the securities of any issuer, unless and
13 until a registration statement has been filed with the
14 Commission as to such securities, or while a
15 registration statement as to such securities is the
16 subject of a refusal order or stop order or (prior to
17 the effective date of the registration statement) any
18 public proceeding or examination under Section 8 of the
19 Securities Act of 1933 [15 U.S.C. § 77h];

20 in violation of Sections 5(a) and 5(c) of the Securities Act of
21 1933 ("Securities Act") [15 U.S.C. §§ 77e(a) & 77e(c)]; provided,
22 however, that nothing in Part I of this Final Judgment shall
23 apply to any security or transaction that is exempt from the
24 provisions of Section 5 of the Securities Act [15 U.S.C. § 77e].

25 II.

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
27 Stephens and his agents, servants, employees, and attorneys, and
28

1 all persons in active concert or participation with any of them,
2 who receive actual notice of this Final Judgment by personal
3 service or otherwise, and each of them, are permanently
4 restrained and enjoined from, directly or indirectly, making use
5 of the mails or any means or instrumentality of interstate
6 commerce to effect any transaction in, or to induce or attempt to
7 induce the purchase or sale of, any security (other than an
8 exempted security or commercial paper, bankers' acceptances, or
9 commercial bills) unless and until becoming registered in
10 accordance with Section 15(b) of the Exchange Act [15 U.S.C.
11 § 78o(b)] in violation of Section 15(a)(1) of the Exchange Act
12 [15 U.S.C. § 78o(a)(1)].

13 III.

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
15 Stephens pay a civil penalty in the amount of \$5,000 pursuant to
16 Sections 20(d)(1) and 20(d)(2) of the Securities Act [15 U.S.C.
17 §§ 77t(d)(1) and 77t(d)(2)] and Section 21(d)(3) of the Exchange
18 Act [15 U.S.C. § 78u(d)(3)]. Such payment may be made in two
19 installments. The first installment of \$2,500.00 shall be paid
20 within thirty (30) days of Entry of Judgment. The second
21 installment of \$2,500.00 shall be paid not later than ninety (90)
22 days of Entry of Judgment. This civil money penalty: (1) shall
23 be paid by United States Postal Money Order, Certified Check,
24 bank cashier's check or bank money order; (2) shall be made
25 payable to the United States Treasury; (3) shall be hand-
26 delivered or Mailed to the Comptroller, Securities and Exchange
27 Commission, Operations Center, 6432 General Green Way, Stop 0-3,
28

1 Alexandria, VA 22312, and (4) shall be submitted under a cover
2 letter that identifies Stephens as a Defendant in these
3 proceedings, and states the file numbers of these proceedings, A
4 copy of this cover letter and money order or check shall be sent
5 to Trial Counsel for the Commission at the Pacific Regional
6 Office, Securities and Exchange Commission 5670 Wilshire
7 Boulevard, 11th Floor Los Angeles, California 90036.

8 IV.

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

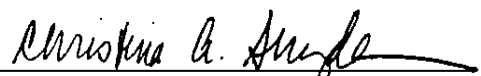
14 V.

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

21 * * * * *

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

25 DATED: 2-23-00

26 
27 CHRISTINA A. SNYDER, JUDGE
28 UNITED STATES DISTRICT COURT

C:\MICROWST\PLEADING\STEPHJUD.DFT

PROOF OF SERVICE

I, the undersigned, declare that I am over the age of 18 years and not a party to the action. I am employed in the County of Los Angeles, State of California, in which county the within-mentioned mailing occurred. My business address is 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036. I am familiar with the practice of the U.S. Securities and Exchange Commission of collecting and processing legal documents and correspondence for mailing. The Commission's practice is to deposit correspondence with the United States Postal Service on the same day that it is prepared for mailing in the ordinary course of business.

On February 18, 2000, I served the following document(s):

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND
OTHER RELIEF AGAINST DEFENDANT DWIGHT H.
STEPHENS**

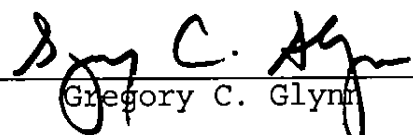
by placing a true and correct copy in a separate envelope for each addressee named hereafter, addressed to each such addressee respectively as follows:

See Attached
MASTER SERVICE LIST

I then sealed the envelope with postage thereon fully prepaid and deposited it for collection and mailing via the United States Postal Service today in accordance with the ordinary business practices of the Commission at the Commission's address previously set forth.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that I am employed in the office of a member of the Bar of this Court at whose direction this service was made.

Executed on February 18, 2000, at Los Angeles,
California.



Gregory C. Glynn

MASTER SERVICE LIST
Securities and Exchange Commission
v.
Microwest Industries, Inc. et al.
United States District Court
Case No. CV 97-9150 (CAS) (CTX)

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Co-Counsel with William Hinz
For Above-Specified Defendants

MASTER SERVICE LIST
Securities and Exchange Commission
v.
Microwest Industries, Inc. et al.
United States District Court
Case No. CV 97-9150 (CAS) (CTX)

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