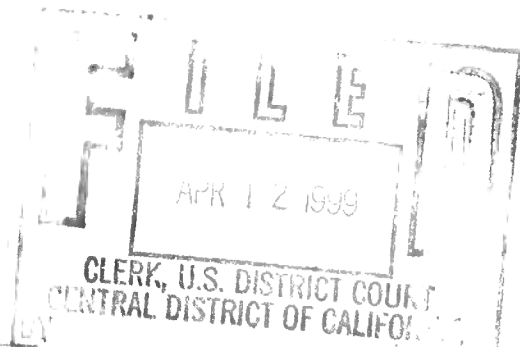


SANDRA J. HARRIS, Cal. Bar # 134153
JAMES A. HOWELL, Cal. Bar # 92721

Attorneys for Plaintiff
Securities and Exchange Commission
Valerie Caproni, Regional Director
5670 Wilshire Blvd., 11th Floor
Los Angeles, California 90036-3648
TELEPHONE: (323) 965-3998
FAX: (323) 965-4513



UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

vs.

MICHAEL A. TODD, KIM J. BROWN,
JERRY L. AUBREY, GARY JASON
MCCRORY, GARY L. CLEVERLY, CALVIN
J. CALVIN, AND TODD J. TAYLOR,

Defendants.

Case No. 98-6509 DT (SHx)

~~[PROPOSED]~~ FINAL JUDGMENT OF
DISGORGEMENT AND PENALTIES
AGAINST DEFENDANTS TODD AND
BROWN

DATE: APRIL 12, 1999
TIME: 10:00 AM
COURTROOM: 880

This action having come before the Court for hearing on
plaintiff's motion for summary judgment against defendants Michael
A. Todd and Kim J. Brown, the Honorable Dickran Tevrizian, District
Judge, presiding, and the Court having fully considered the
evidence, papers and argument presented by the parties, the issues
having been duly heard and a decision having been duly rendered,

I.

IT IS ORDERED that summary judgment is granted for
plaintiff and against defendants Michael A. Todd and Kim J. Brown.

cas

II.

IT IS ORDERED, ADJUDGED AND DECREED that defendants Michael A. Todd and Kim J. Brown are liable, jointly and severally, for disgorgement of their ill-gotten gains in the amount of \$459,905.63, together with prejudgment interest, calculated pursuant to 28 U.S.C. § 1961, in the amount of \$29,011.61, totaling \$488,917.24.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants Michael A. Todd and Kim J. Brown shall pay the \$488,917.24 disgorgement and prejudgment interest amount by cashier's check, certified check, or postal money order forthwith. The cashier's check, certified check, or postal money order shall be made payable to the United States Securities and Exchange Commission, and shall be transmitted to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312, under cover of a letter that identifies the defendant, the name and case number of this litigation, and the court. A copy of each such cover letter shall be simultaneously transmitted to counsel for the Commission in this action at its Los Angeles Office, located at 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Michael A. Todd is assessed, and shall pay to the Commission for delivery to the United States Treasury, civil penalties in the amount of \$110,000 pursuant to 15 U.S.C. Section 78(d)(3) as modified. Michael A. Todd shall pay the above penalty within 30 days of entry

1 of this Final Judgment. This payment shall be made by cashier's
2 check, certified check or postal money order, payable to the United
3 States Treasury, and shall be transmitted to the Comptroller,
4 Comptroller, Securities and Exchange Commission, Operations Center,
5 6432 General Green Way, Stop 0-3, Alexandria, VA 22312, under cover
6 of a letter which identifies the defendant, the name and case number
7 of this litigation and the name of the Court. A copy of the cover
8 letter shall be simultaneously transmitted to counsel for the
9 Commission at its Los Angeles office.

10 V.

11 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kim J.
12 Brown is assessed, and shall pay to the Commission for delivery to
13 the United States Treasury, civil penalties in the amount of
14 \$110,000 pursuant to 15 U.S.C. Section 78(d)(3) as modified. Kim J.
15 Brown shall pay the above penalty within 30 days of entry of this
16 Final Judgment. This payment shall be made by cashier's check,
17 certified check or postal money order, payable to the United States
18 Treasury, and shall be transmitted to the Comptroller, Comptroller,
19 Securities and Exchange Commission, Operations Center, 6432 General
20 Green Way, Stop 0-3, Alexandria, VA 22312, under cover of a letter
21 which identifies the defendant, the name and case number of this
22 litigation and the name of the Court. A copy of the cover letter
23 shall be simultaneously transmitted to counsel for the Commission at
24 its Los Angeles office.

25 VI.

26 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this
27 Court shall retain jurisdiction over this action for all purposes in
28 connection with this matter, including implementation and

1 enforcement of the terms of this Judgment and other decrees that may
2 be entered herein and to grant such other relief as the Court may
3 deem necessary and just.

4 There being no just reason for delay, the Clerk of the
5 Court is hereby directed to enter this Final Judgment forthwith.

6
7 DATED: April __, 1999

DICKRAN TEVRIZIAN

UNITED STATES DISTRICT JUDGE

8
9 APR 12 1999

10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28