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CLERK U.S. DISTRICT COURT

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IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

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DEPUTY CLERK

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OFFICE OF U.S. DISTRICT JUDGE
BRUCE S. JENKINS

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CLERK U.S. DISTRICT COURT

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DISTRICT OF UTAH

BY: _____
DEPUTY CLERK

SECURITIES AND EXCHANGE
COMMISSION

Plaintiff,

vs.

ALAMIN, INC., GEORGE L. VAUGHN,
FINANCIAL RESOURCES, and
CURT ARVIDSON

Defendants.

Case No. 99CV 576J

**PERMANENT
INJUNCTION**

Plaintiff, the Securities and Exchange Commission ("Commission"), has duly commenced this action by filing a Complaint for Permanent Injunction and Other Equitable Relief ("Complaint") in this matter. Defendants Financial Resources and Curt ("Arvidson") have admitted the jurisdiction of this Court over them and the subject matter of this action, have waived a trial on the merits of the Complaint, have waived the entry of findings of fact and conclusions of law under Rule 52 of the Federal Rules of Civil Procedure, and without admitting or denying the allegations of the Complaint except as to the jurisdiction of the Court, have consented in the Consent annexed hereto and incorporated herein to the entry of this Judgment of Permanent Injunction ("Judgment") against them, as requested in the Complaint, permanently restraining and enjoining them from engaging in acts and practices which constitute and will constitute violations of Sections 5(a), 5(c), and 17(a)(1), (2), or (3) of the Securities Act of 1933, as

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amended [15 U.S.C. §§ 77e(a), 77e(c), and 77(q)(a)(1), (2), and (3)]. It appearing that the Court has jurisdiction over the Defendants and the subject matter and being fully advised in the premises and there being no just reason for delay:

I.

IT IS HEREBY ORDERED ADJUDGED AND DECREED that defendants Financial Resources and Arvidson, and their officers, directors, subsidiaries, affiliates, agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them who receive actual notice of this order by personal service or otherwise, and each of them, are permanently enjoined and restrained from, directly or indirectly, in the offer or sale of investment contracts representing any investment in bank trading programs identified in the Commission's Complaint dated July 28, 1999 to municipalities or their officers, employees or agents by the use of any means or instruments of transportation, or communication in interstate commerce or by the use of the mails from: (1) employing any device, scheme, or artifice to defraud municipalities or their officers, employees or agents through the offer and sale of investment contracts representing any investment in a bank trading program identified in the Commission's Complaint dated July 28, 1999; or (2) engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon municipalities or their officers, employees or agents or any other person through the offer and sale of investment contracts representing any investment in a bank trading program identified in the Commission's Complaint dated July 28, 1999, in violation of Section 17(a) of the Securities Act of 1933 [15 U.S.C. §77q(a)].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Financial Resources and Arvidson, their officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, directly or indirectly, 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 from any municipality or its officers, employees or agents, through the use or medium of any prospectus or otherwise, any investment contract representing any investment in a bank trading program identified in the Commission's Complaint dated July 28, 1999, unless and until a registration statement has been filed with the Commission as to such securities, or while a registration statement as to such securities is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act of 1933, as amended [15 U.S.C. § 77h]; in violation of Section 5(c) of the Securities Act of 1933, as amended [15 U.S.C. 77e(c)].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Consent of Financial Resources and Arvidson be, and the same hereby is, incorporated herein with the same force and effect as if fully set forth herein.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Financial Resources and Arvidson shall be assessed and shall pay a civil penalty pursuant to Section 21(d)(3) of the Securities and Exchange Act of 1934 [15 U.S.C. § 78u(d)(3) and Section 21A of the Exchange Act 15 U.S.C. § 78u-1], in the amount of \$10,000. The Court hereby orders payment by Financial Resources and Arvidson and collection of the sum of \$10,000 *within 30 days of entry of this Final Judgment* by U.S. postal money order, certified check, bank cashier's check or bank money order made payable to the "Securities and Exchange Commission." Such payment shall be transmitted to the Comptroller, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, under cover of a letter that identifies Financial Resources and Arvidson, the caption and case number of this action and the name of this Court. A copy of the cover letter shall be simultaneously transmitted to Thomas M. Melton, Trial Counsel, Salt Lake District Office, 50 South Main, #500 Key Bank Tower, Salt Lake City, Utah 84144. At such time as said funds are transmitted to the SEC's Comptroller, Financial Resources and Arvidson relinquish all legal and equitable right, title and interest in the funds, and no part of said funds shall be returned to Financial Resources and Arvidson or their successors or assigns.

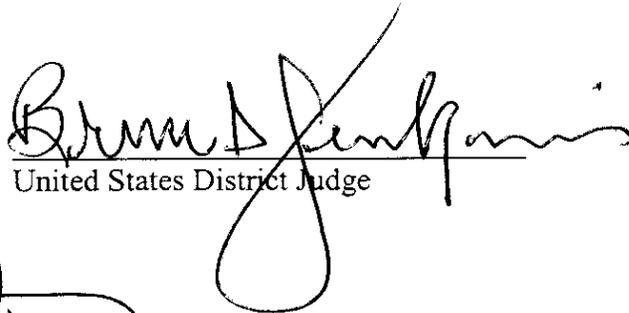
V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this action for all other purposes.

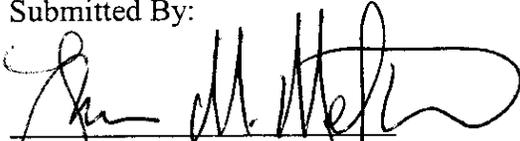
VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED there being no just reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure to enter this Judgment forthwith and without further notice.

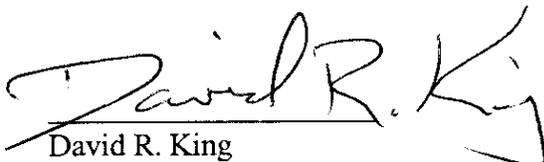
DATED this 31 day of July


United States District Judge

Submitted By:


Thomas M. Melton (4999)
Securities and Exchange Commission
Salt Lake District Office
50 South Main, Suite 500
Salt Lake City, UT 84144
Telephone: (801) 524-5796
Fax: (801) 524-3558

Approved as to form:


David R. King
Attorney for Defendants

CONSENT TO ENTRY OF INJUNCTION

Defendants Curt Arvidson and Financial Resources ("Defendants") having read and understood the terms of the Final Judgment of Permanent Injunction ("Final Judgment") set forth above, appear and admit to the in personam jurisdiction of this Court and to the jurisdiction of the Court over the subject matter of this action, waive a trial on the merits and waive the entry of Findings of Fact and Conclusions of Law pursuant to Rule 52 of the Federal Rules of Civil Procedure and consent, without admitting or denying the allegations contained in the Complaint of plaintiff Securities and Exchange Commission ("Commission"), to the entry, without further notice, of the annexed Final Judgment.

1. Defendants agree that this Consent ("Consent") shall be incorporated by reference in and made part of the Final Judgment set forth above to be presented to the Court for signature, filing and entry contemporaneously herewith.

2. Defendants waive any right they may have to appeal from the Final Judgment set forth above.

3. Defendants enter into this Consent voluntarily and acknowledge that no tender, offer, promise or threat of any kind has been made by plaintiff Commission or any member, officer, agent or representative thereof, to induce them to enter into this Consent.

4. Defendants acknowledge that they have been informed that plaintiff Commission, at its sole or exclusive discretion, may refer this matter, or any information or evidence gathered in connection therewith or derived therefrom, to any person or entity

having appropriate civil, criminal or administrative jurisdiction. Defendants also acknowledge that they have been informed that the settlement of the instant action is not a bar to any action brought by the Securities and Exchange Commission with respect to the acts and transactions of Defendants not described in the Complaint. Specifically, without limitation, Defendants acknowledge and agree that settlement of the instant action shall not constitute a bar as to them or any other person to any action arising out of any other pending or future Commission investigation or inquiry. Defendants understand that nothing in this consent is a bar to or will estop any administrative proceeding brought by plaintiff based on either this injunction or on the matters alleged in the Complaint or any other matters. Defendants also understand that plaintiff and its attorneys and agents has not made and cannot make representations as to other actions, if any, which may be taken by other agencies or departments of the United States government against them based on the facts alleged in the Complaint.

5. Defendants acknowledge that a willful violation of any of the terms or provisions of the Final Judgment set forth above may place them in contempt of this Court and subject them to civil or criminal sanctions.

6. Defendants further consent that this Court shall retain jurisdiction over this matter for all purposes.

7. Defendants further acknowledge that this Consent embodies the entire understanding of the parties.

8. Consistent with the provisions of 17 C.F.R. § 202.5(f), Defendants waive any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein.

9. Defendants hereby consent and agree that the Final Judgment set forth above may be presented by the Commission to the Court for signature and entry without further notice or delay.

10. Defendants agree to execute an "Affidavit of Receipt of Final Judgment" acknowledging notice of entry, service and receipt of a copy of the Final Judgment following entry by the Clerk of the Court. Such affidavit will be executed and furnished to counsel for plaintiff within twenty-one days of the entry of the Final Judgment by the Clerk.

11. Defendants understand and agree to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint or order for proceedings" (17 C.F.R. §202.5(e)). In compliance with this policy, Defendants agree: (i) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the Complaint or creating the impression that the Complaint is without factual basis; and (ii) that upon the filing of this Consent, Defendants hereby withdraw any papers filed in this action to the extent that they deny any allegation in the Complaint. If Defendants breach this agreement, the Commission may petition the Court

to vacate the Final Judgment and restore this case to its active docket. Nothing in this provision affects Defendants' testimonial obligations or right to take legal positions in litigation in which the Commission is not a party.

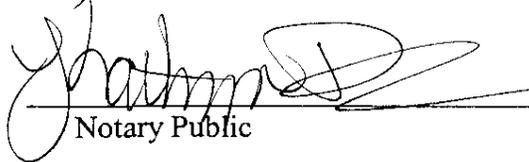
Dated: 5/31, 2001



Curt Arvidson

STATE OF California)
COUNTY OF Orange)

On this 31st day of May, 2001, Curt Arvidson before me personally appeared to me known to be the person who executed the foregoing Consent.



Notary Public

Financial Resources
Financial Resources

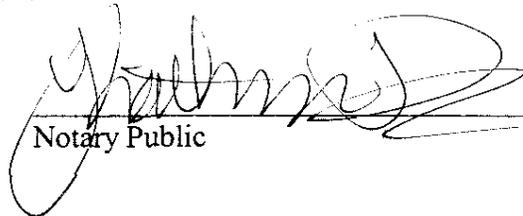


By 

Its PRESIDENT.

STATE OF California)
COUNTY OF Orange)

On this 31st day of May, 2001, before me personally appeared Curt Arvidson to me known to be the person who executed the foregoing Consent.



Notary Public



jmo

United States District Court
for the
District of Utah
August 1, 2001

* * CERTIFICATE OF SERVICE OF CLERK * *

Re: 2:99-cv-00576

True and correct copies of the attached were either mailed or faxed by the clerk to the following:

Curt Arvidson
7755 CENTER AVE #1100
HUNTINGTON BEACH, CA 92647

David R. King, Esq.
KRUSE LANDA & MAYCOCK
50 W BROADWAY STE 800
PO BOX 45561
SALT LAKE CITY, UT 84145-0561
JFAX 9,5317091

George L. Vaughn
ALAMIN INC
4225 ENORO DR
LOS ANGELES, CA 90008
(323)292-0164

Mr. Thomas M Melton, Esq.
SECURITIES AND EXCHANGE COMMISSION
50 S MAIN STE 500
500 KEY BANK BLDG
SALT LAKE CITY, UT 84144-0402
JFAX 9,5243558