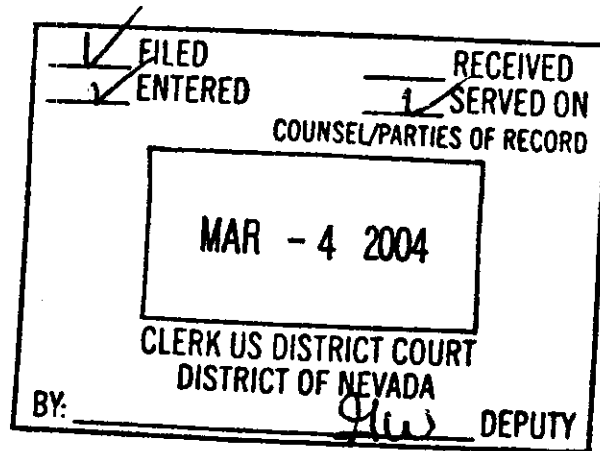


Julie K. Lutz (Calif. Attorney Reg. No. 77246)
Kelli Farrand Chan (Colo. Attorney Reg. No. 19756)
Securities and Exchange Commission
1801 California Street, Suite 1500
Denver, Colorado 80202
Telephone No.: (303) 844-1000
Facsimile: (303) 844-1068 Attorneys for Plaintiff



IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEVADA

Securities and Exchange Commission,

Plaintiff,

v.

Larry A. Stockett,

Defendant.

CV- S02-0607-PMP-LRL

FINAL JUDGMENT AS TO LARRY A. STOCKETT

On December 8, 2003, the Court granted a motion for summary judgment in the instant matter filed by Plaintiff Securities and Exchange Commission ("Commission"). It appearing that this Court has jurisdiction over defendant Larry A. Stockett ("Stockett") and the subject matter hereof, and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Stockett and his officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with

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them who receive actual notice of this Order by personal service or otherwise, and each of them, be and they hereby are restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of any securities, 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 Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 there under [17 C.F.R. 240.10b-5].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stockett and his officers, agents, servants, employees, and 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 they hereby are restrained and enjoined from violating, or aiding and abetting violations of, Section 13(a) of the Exchange Act [15 U.S.C § 78m(a)] and Rules 12b-25, 13a-1, 13a-11 and 13a-13 promulgated thereunder [17 C.F.R. 240.12b-5, 240.13a-1, 240.13a-11 and 240.13a-13] by failing to file with the Commission, in accordance with rules and regulations the Commission has prescribed, information and documents required by the Commission to keep current information and documents required in or with an application or registration statement filed pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or annual reports or quarterly reports as the Commission has

prescribed.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stockett and his officers, agents, servants, employees, and 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 they hereby are restrained and enjoined from violating, or aiding and abetting violations of, Section 13(d) of the Exchange Act [78 U.S.C. § 78m(d)] and Rules 13d-1 and 13d-2 thereunder [17 C.F.R. 240.13d-1 and 240.13d-2] by, if directly or indirectly the beneficial owner of more than 5 per centum of any class of any equity security which is registered pursuant to section 12 of the Exchange Act, within ten days of such acquisition, failing to send to the issuer of the security at its principal executive office, by registered or certified mail, failing to send to each exchange where the security is traded, or failing to file with the Commission, a statement containing such information as the Commission has, by rules and regulations, prescribed as necessary or appropriate in the public interest or for the protection of investors.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stockett and his officers, agents, servants, employees, and 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 they hereby are restrained and enjoined from violating, or aiding and abetting violations of, Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 promulgated thereunder [17 C.F.R. 240.16a-2 and 240.16a-3] by, if directly or indirectly the beneficial owner of more than 10 per centum of any class of any equity security (other than an exempted security) which is registered

pursuant to section 12 of the Exchange Act, or a director or an officer of the issuer of such security, failing to file, at the time of the registration of such security on a national securities exchange or by the effective date of a registration statement filed pursuant to section 12(g) of the Exchange Act, or within ten days after he becomes such beneficial owner, director, or officer, a statement with the Commission (and, if such security is registered on a national securities exchange, also with the exchange) of the amount of all equity securities of such issuer of which he is the beneficial owner, and within ten days after the close of each calendar month thereafter, if there has been a change in such ownership during such month, failing to file with the Commission (and if such security is registered on a national securities exchange, shall also file with the exchange), a statement indicating his ownership at the close of the calendar month and such changes in his ownership as have occurred during such calendar month.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stockett and his officers, agents, servants, employees, and 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 they hereby are restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)] by, unless a registration statement is in effect as to a security, directly or indirectly making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale, or 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.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Stockett is prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Stockett is liable for disgorgement of \$1,365,042.50, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon, for the time period of July 1 1999 to November 1, 2003, of \$471,139.06, for a total of \$1,836,181.56. The Commission may enforce the Court's judgment for disgorgement and prejudgment interest by moving for civil contempt, and/or through other collection procedures authorized by law, at any time after ten days following entry of this Final Judgment. In response to any such civil contempt motion by the Commission, the defendant may assert any legally permissible defense. Payments under this paragraph shall be made to the Clerk of this Court, together with a cover letter identifying Stockett as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Stockett shall simultaneously transmit photocopies of each such payment and letter to the Commission's counsel in this action. Stockett relinquishes all legal and equitable right, title, and interest in such payments, and no part of the funds shall be returned to

Stockett. The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS"). These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS until further order of the Court. In accordance with the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The Commission may propose a plan to distribute the Fund subject to the Court's approval.

VIII.

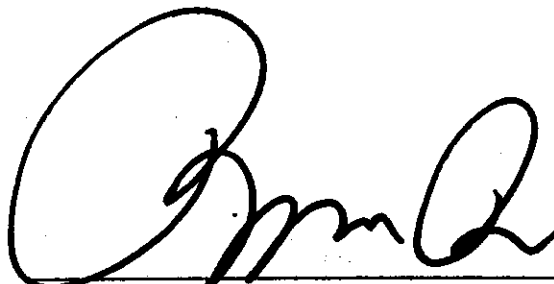
IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Stockett shall pay a third tier civil penalty in the amount of \$120,000 pursuant to Section 20(d)(2)(c) of the Securities Act [15 U.S.C. § 77t(d)(2)(c)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Stockett shall make this payment within ten (10) business days after entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Stockett as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment.

IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated:

March 2, 2004

A handwritten signature in black ink, appearing to read 'Philip M. Pro', written over a horizontal line.

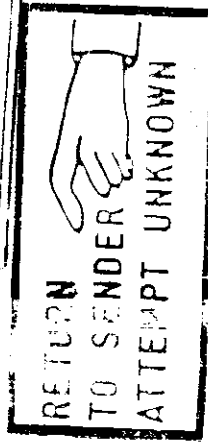
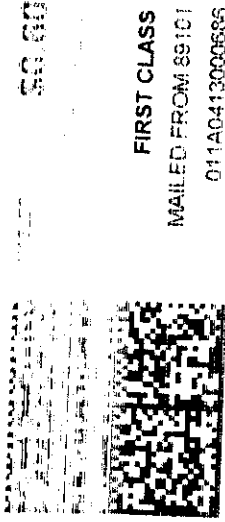
PHILIP M. PRO
UNITED STATES DISTRICT JUDGE

CLERK, U.S. DISTRICT COURT
DISTRICT OF NEVADA
LLOYD D. GEORGE U.S. COURTHOUSE
333 LAS VEGAS BLVD. SO. - RM 1334
LAS VEGAS, NV 89101

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OFFICIAL BUSINESS	
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MAR 10 2004	
CLERK US DISTRICT COURT DISTRICT OF NEVADA	
BY	HW

Stockett, Larry A.
3769 Mesa Linda Drive
Las Vegas, NV 89120 United States
CV-S-02-0607 MAIL OPEN ACTIVE



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