

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Civil Action No. 04-cv-00626-REB-CBS

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

MICHAEL B. JOHNSON and
MICHAEL JOHNSON & COMPANY, LLC,
Defendant(s).

FINAL JUDGMENT

The Securities and Exchange Commission having filed a Complaint, and Defendants having entered a general appearance: consented to the Court's jurisdiction over them and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment: It is ORDERED, ADJUDGED, AND DECREED as follows:

1. Defendant Michael B. Johnson shall pay a civil penalty in the amount of \$35,000.00 pursuant to Section 21(d)(3) of the Securities Exchange Act of 1934 [15 U.S.C. § 78u(d)(3)];
2. Defendant shall make this payment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission within ten business days after entry of this Final Judgment;

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3. 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 Michael B. Johnson 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;
4. All remaining claims as to defendants Michael B. Johnson and Michael Johnson & Company are hereby dismissed;
5. The Defendants' Consents are incorporated herein with the same force and effect as if fully set forth herein, and the Defendants shall comply with all of the undertakings and agreements set forth therein;
6. There is no just cause for delay of entry of this Judgment, and this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

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DATED at Denver, Colorado, this 16th day of March , 2006.

FOR THE COURT:
Gregory C. Langham, Clerk

By: s/Charlotte Hoard

Charlotte Hoard
Deputy Clerk

Approved as to Form:

s/ Robert E. Blackburn
Robert E. Blackburn,
United States District Judge