

EXHIBIT A

1 NANCY J. GEGENHEIMER
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10 **UNITED STATES DISTRICT COURT**
11 **DISTRICT OF NEVADA**

12 SECURITIES AND EXCHANGE COMMISSION,

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14 Plaintiff,

Case No.
2:09-cv-02213-JCM-LRL

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16 R. BROOKE DUNN
17 and NICHOLAS P. HOWEY,

18 Defendants.

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20 **FINAL JUDGMENT AS TO DEFENDANT R. BROOKE DUNN**

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23 The Securities and Exchange Commission having filed a Complaint and Defendant R.
24 Brooke Dunn (“Defendant”) having entered a general appearance; consented to the Court’s
25 jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final
26 Judgment without admitting or denying the allegations of the Complaint (except as to
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1 jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal
2 from this Final Judgment:

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4 I.

5 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and
6 Defendant's agents, servants, employees, attorneys, and all persons in active concert or
7 participation with them who receive actual notice of this Final Judgment by personal service or
8 otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section
9 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and
10 Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or
11 instrumentality of interstate commerce, or of the mails, or of any facility of any national
12 securities exchange, in connection with the purchase or sale of any security:
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- 15 (a) to employ any device, scheme, or artifice to defraud;
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17 (b) to make any untrue statement of a material fact or to omit to state a material fact
18 necessary in order to make the statements made, in the light of the circumstances
19 under which they were made, not misleading; or
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21 (c) to engage in any act, practice, or course of business which operates or would
22 operate as a fraud or deceit upon any person.
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24 II.

25 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
26 and Defendant's agents, servants, employees, attorneys, and all persons in active concert or
27 participation with them who receive actual notice of this Final Judgment by personal service or
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1 otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities
2 Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any security by the
3 use of any means or instruments of transportation or communication in interstate commerce or
4 by use of the mails, directly or indirectly:
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- 6 (a) to employ any device, scheme, or artifice to defraud;
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8 (b) to obtain money or property by means of any untrue statement of a material fact
9 or any omission of a material fact necessary in order to make the statements
10 made, in light of the circumstances under which they were made, not misleading;
11 or
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13 (c) to engage in any transaction, practice, or course of business which operates or
14 would operate as a fraud or deceit upon the purchaser.
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16 III.

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a
18 civil penalty in the amount of \$181,594 pursuant to Section 21A of the Exchange Act [15 U.S.C.
19 §78u-1]. Defendant shall make this payment within 14 days after entry of this Final Judgment
20 by certified check, bank cashier's check, or United States postal money order payable to the
21 Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of
22 Financial Management, Securities and Exchange Commission, 100 F Street, NE, Stop 6042,
23 Washington DC 20549, and shall be accompanied by a letter identifying R. Brooke Dunn as a
24 defendant in this action; setting forth the title and civil action number of this action and the name
25 of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant
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1 shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961. The
2 Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

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4 IV.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Court shall
6 determine whether it is appropriate to enter an order, pursuant to Section 21(d)(2) of the
7 Exchange Act, prohibiting, conditionally or unconditionally, and permanently or for such a time
8 period as the Court shall determine, Defendant from acting as an officer or director of any issuer
9 that has a class of securities registered pursuant to Section 12 of the Exchange Act or that is
10 required to file reports pursuant to Section 15(d) of the Exchange Act upon motion of the
11 Commission. In connection with the Commission's motion for an officer and director bar, and at
12 any hearing held on such a motion: (a) Defendant will be precluded from arguing that he did not
13 violate the federal securities laws as alleged in the Complaint; (b) Defendant may not challenge
14 the validity of the Consent or this Final Judgment; (c) solely for the purposes of such motion, the
15 allegations of the Complaint shall be accepted as and deemed true by the Court, except for
16 Paragraph 9 of the Complaint and that portion of Paragraph 11 of the Complaint which refers to
17 "Project Blue Sky," which shall not be considered by the Court in deciding the issue of an
18 Officer and Director bar; and (d) the Court may determine the issues raised in the motion on the
19 basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and
20 documentary evidence, without regard to the standards for summary judgment contained in Rule
21 56(c) of the Federal Rules of Civil Procedure.
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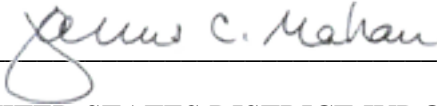
26 V.
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1 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
2 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.
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4 VI.

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6 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil
7 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.
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10 Dated: May 31 , 2012

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13 UNITED STATES DISTRICT JUDGE
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