

hereof, and the Court being fully advised in the premises:

I.

IT IS ORDERED, ADJUDGED AND DECREED that Pierce, his agents, servants, employees, attorneys, successors, assigns, and those persons in active concert or participation with them, who receive actual notice of this Permanent Injunction Order by personal service or otherwise, are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §77q(a)] by, directly or indirectly, in the offer or sale of securities of any issuer, through the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- a) employing any device, scheme or artifice to defraud; or
- b) obtaining money or property by means of any untrue statement of material fact or omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- c) engaging in transactions, practices or courses of business which operate or would operate as a fraud or deceit upon the purchaser or prospective purchaser of any such security.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Pierce, his agents, servants, employees, attorneys, successors, assigns, and those persons in active concert or participation with them, who receive actual notice of this Permanent Injunction Order by personal service or otherwise, be and they hereby are permanently restrained and enjoined

from violating Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. 240.10b-5] by, directly or indirectly, 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 connection with the purchase or sale of any security.

III.

IT IS FURTHER ORDERED that Pierce shall sign an affidavit acknowledging receipt of this Permanent Injunction within twenty days of its receipt of this Order and promptly return the affidavit to Plaintiff’s counsel of record for filing with this Court.

IV.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this action for purposes of determining whether disgorgement, in an amount subsequently determined by this Court, if any, prejudgment interest thereon, and civil penalties 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)] are appropriate against Pierce. In connection with any hearing to determine the appropriate amount of disgorgement or penalties, Pierce shall not raise as a defense that he is not liable for the

payment of disgorgement or penalties because he did not violate one or more provisions of the Securities Act or the Exchange Act or the rules thereunder, as set forth in the Permanent Injunction.

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The Clerk of the Court is directed to serve a copy of this order on all counsel of record.

SO ORDERED on January 7, 2004.

s/Joseph F. Bataillon
JOSEPH F. BATAILLON
UNITED STATES DISTRICT COURT JUDGE

Prepared by:

Julie K. Lutz, Esq.
John Badger Smith, Esq.
Andres R Guevara, Esq.
Securities and Exchange Commission
1801 California Street, Suite 1500
Denver, CO 80202
(303) 844-1000
Fax (303) 844-1068