

ORIGINAL

United States Court
Southern District of Texas
FILED

IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

AUG 15 2000 BT
Michael N. Milby, Clerk

SECURITIES AND EXCHANGE COMMISSION

PLAINTIFF,

vs.

No.

MERGER COMMUNICATIONS, INC.,
JUKKA U. TOLONEN, and
DAVID A. DRAKE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
ENTERED

00 - 2791

SEP - 8 2000

DEFENDANTS

Michael N. Milby, Clerk

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER
EQUITABLE RELIEF AS TO JUKKA U. TOLONEN**

This matter came before this Court on the application of plaintiff Securities and Exchange Commission ("Commission") by consent of defendant Jukka U. Tolonen ("Tolonen") for issuance of this Final Judgment in this action, providing the relief set out herein.

Tolonen has provided this Court with a Stipulation and Consent ("Stipulation") in which, inter alia, he 1) acknowledges and admits the in personam jurisdiction of this Court over him, and the subject matter jurisdiction of this Court over the cause of action claimed by the Commission herein; 2) waives entry of findings of fact and conclusions of law under rule 52, Fed. Rules Civ. Proc., 28 U.S.C.A., with respect to the entry of this Final Judgment; and 3) consents, for purposes of this action only, to the entry of this Final Judgment, without admitting or denying any of the allegations of the Commission's Complaint in this matter and without admitting or denying any violation of the federal securities laws, except as to jurisdiction, as set forth herein.

It appears this Court has in personam jurisdiction over Tolonen, and subject matter jurisdiction over the cause of action claimed by the Commission; that no further notice or hearing

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is required prior to entry of this Final Judgment and there is no just reason for delay; and the Court has been fully advised of the premises for entry of this Final Judgment.

IT IS THEREFORE ORDERED:

I.

Tolonen and his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, to publish, give publicity to, or circulate any notice, circular, advertisement, newspaper, article, letter, investment service, or communication which, though not purporting to offer a security for sale, describes such security for a consideration received or to be received, directly or indirectly, from an issuer, underwriter, or dealer, without fully disclosing the receipt, whether past and prospective, of such consideration and the amount thereof.

II.

Tolonen shall pay a civil penalty of \$10,000 pursuant to Section 20(d) of the Securities Act of 1933 [15 U.S.C. §77t(d)]. Tolonen shall, within 30 days of the entry of this Final Judgment, pay the civil penalty to the United States Treasury. Such payment shall be: (A) made by United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies Tolonen as a defendant in this civil action, and the docket number hereof, a copy of which cover letter and money order or check shall be sent to Harold F. Degenhardt, the District Administrator of the Fort

Worth District Office, Securities and Exchange Commission, 801 Cherry Street, Suite 1900, Fort Worth Texas 76102.

III.

The Consent filed herein be, and the same is hereby, incorporated in this Final Judgment with the same force and effect as if fully set forth herein.

IV.

This Court shall retain jurisdiction over this matter and over defendant Tolonen for purposes of enforcing the terms of this Final Judgment and for all other purposes. This Final Judgment may not serve as the sole basis of any other proceeding except to enforce this Final Judgment in accordance with its terms.

V.

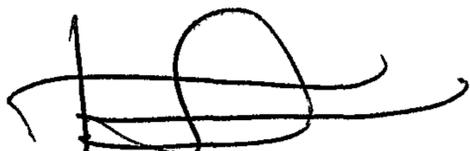
This Final Judgment may be served upon defendant Tolonen in person or by mail either by the United States marshal, by the Clerk of the Court or by any member of the staff of the Commission.

DATED and SIGNED this 7th day of September, 2000.



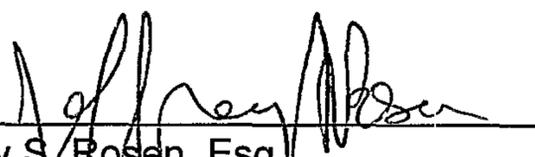
UNITED STATES DISTRICT JUDGE

AGREED AS TO FORM AND SUBSTANCE:



JUKKA U. TOLONEN

APPROVED AS TO FORM



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