

3

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS

SECURITIES & EXCHANGE COMMISSION,

Plaintiff,

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
ENTERED

CIVIL ACTION
CASE NO.
H-96-2611

v.

AUG 23 1996

Judge Rosenthal

JOHN FIEBELKORN,

Michael N. Milby, Clerk

Defendant.

**AGREED ORDER OF PERMANENT INJUNCTION AND
OTHER EQUITABLE RELIEF AGAINST JOHN FIEBELKORN**

Plaintiff Securities and Exchange Commission ("Commission") has filed a Complaint seeking permanent injunctions and other equitable relief ("Complaint") in this matter and Defendant John Fiebelkorn (Fiebelkorn) has, in his Consent and Stipulation attached hereto and incorporated herein, acknowledged receipt of the Complaint, admitted the jurisdiction of this Court over him, and without admitting or denying the allegations of the Complaint except as to jurisdiction, and without trial, argument or adjudication of any facts or law herein, consented to the entry of this Agreed Order of Permanent Injunction and Other Equitable Relief (Order). The Commission and Defendant Fiebelkorn have waived the entry of findings of fact and conclusions of law. The Court having jurisdiction over the parties and the subject matter hereof, and being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Fiebelkorn, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are hereby permanently restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of securities of any issuer, 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.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Fiebelkorn, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are hereby permanently restrained and enjoined from, directly or indirectly, in the offer or sale of securities of any issuer, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, employing any device, scheme or artifice to defraud.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Fiebelkorn, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are hereby permanently restrained and enjoined from, directly or indirectly, in the offer or sale of securities of any issuer, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon purchasers or prospective purchasers of such securities, or obtaining money or property by means of 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.

IV.

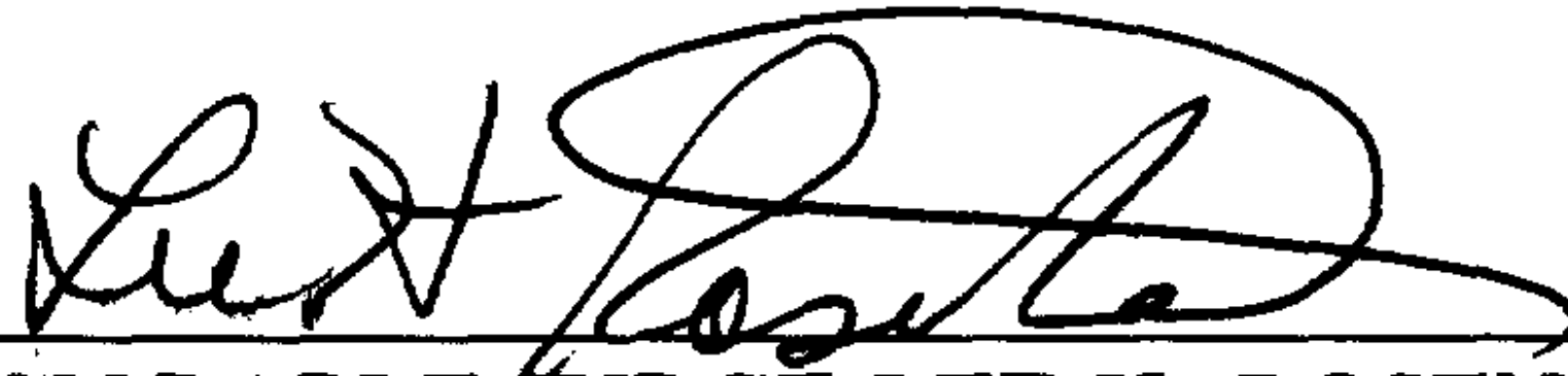
IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this matter for all purposes, including, among other things, implementing and enforcing this Order and entertaining any suitable applications for additional relief within the jurisdiction of this Court.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the attached Consent and Stipulation of Defendant Fiebelkorn be, and hereby is, incorporated herein with the same force and effect as if fully set forth herein.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that there being no just cause for delay, the Clerk of the Court is hereby directed to enter this Order.



HONORABLE JUDGE LEE H. ROSENTHAL
UNITED STATES DISTRICT COURT JUDGE
SOUTHERN DISTRICT OF TEXAS

DATED: August 21, 1996.

5. He agrees that he will not oppose enforcement of the Order on the grounds that such Order fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure and waives any objections based thereon;

6. He understands that it is the Commission's policy, set forth in 17 C.F.R. §202.5(e), not to permit a defendant to consent to a judgment or order that imposes a sanction while denying the allegations in the Complaint and further understands that the Commission's acceptance of the settlement in this matter is based upon compliance with this policy by Defendant Fiebelkorn;

7. Consistent with the provisions of 17 C.F.R. § 202.5(f), Defendant Fiebelkorn waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy;

8. He waives any right he may have to appeal from the Order; and,

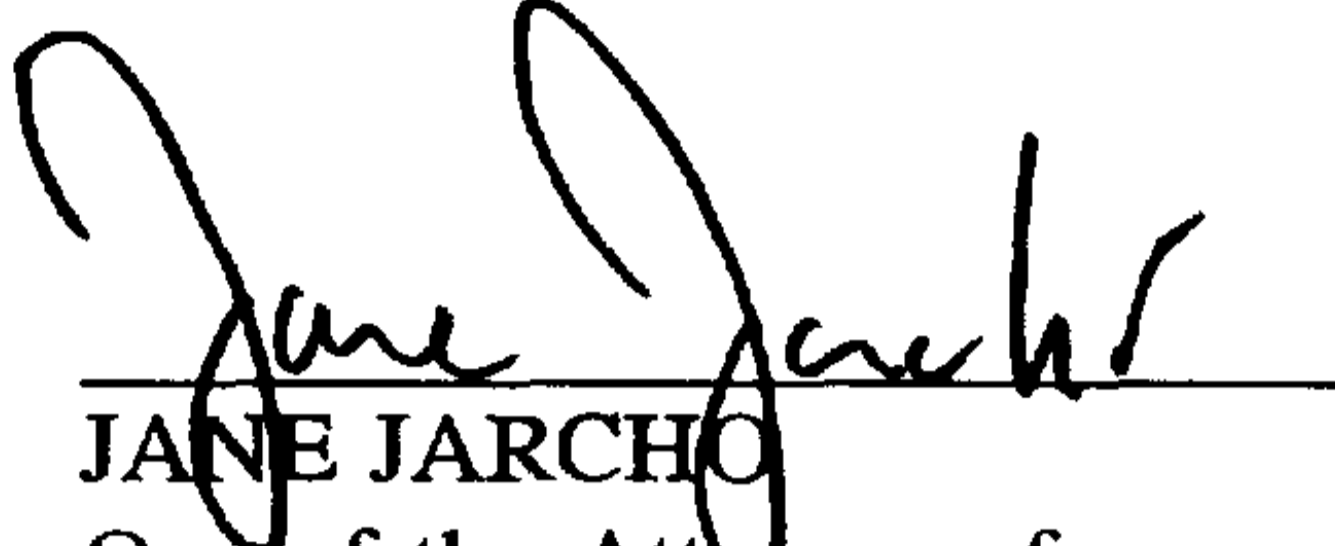
9. He agrees that the Order may be presented by the Commission to the Court for consideration and entry without further notice.

B. Fiebelkorn and the Commission waive entry of findings of fact and conclusions of law.

C. Fiebelkorn and the Commission agree that nothing in this Consent and Stipulation or in the Order shall be construed or deemed to be an admission or denial of liability by Defendant Fiebelkorn, and this Consent and Stipulation and the Order shall not be admissible in any other proceeding or action (including arbitration or litigation) as an admission or denial of any of the allegations in the Complaint by Defendant Fiebelkorn.

D. Fiebelkorn and the Commission agree that this Consent and Stipulation shall be made a part of the Order.


JOHN FIEBELKORN


JANE JARCHO
One of the Attorneys for
Plaintiff Securities and
Exchange Commission
500 W. Madison St.
Suite 1400
Chicago, Illinois 60661
(312) 353 -7390

DATED August 6, 1996.

DATED: 8/20, 1996.