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FILED
CLERK, U.S. DISTRICT COURT

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DISTRICT OF UTAH

BY: 
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DEC 02 2002
U.S. DISTRICT COURT

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff

v.

CAPITAL ACQUISITIONS, INC.,
CLEALON B. MANN, WAYNE C. NOTWELL,
THE SOMERSET GROUP, INC., LASER
LEASING, INC., and PETE J. BUFFO,

Defendants,

SURETY UNDERWRITERS AND CONTROL
CORP., CAPITOL INVESTMENT
PARTNERS, INC., SPECTRIM
INTERNATIONAL, INC., UTE CAL AUTO
SALES, INC., BEST RATE RENT-A-CAR,
INC., HIGH-LINE MEDICAL INSTRUMENTS,
INC., GENIE TOTAL PRODUCTS, INC.,
and FUND LINE INTERNATIONAL, INC.,

Relief defendants

Civil Action No. 2:97-0977B

FINAL JUDGMENT OF
PERMANENT INJUNCTION AND
OTHER RELIEF AS TO WAYNE C.
NOTWELL

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The Plaintiff Securities and Exchange Commission (“Commission”) has filed its Complaint and Amended Complaint seeking permanent injunctions and other relief in this action. The Defendant Wayne C. Notwell (“Notwell”) has submitted his Consent, which is incorporated by reference. In his Consent, Defendant Notwell enters a general appearance in this case, admits the jurisdiction of this Court over him and the subject matter of this action, acknowledges service of the Amended Complaint on him, waives the filing of an Answer, waives a trial, presentation of evidence, and adjudication of issues of fact or law, waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, and waives any right he might have to appeal from the entry of this Final Judgment. Without admitting or denying any of the allegations of the Complaint, except as to jurisdiction, Defendant Notwell consents to the entry of this Final Judgment of Permanent Injunction.

It appearing that this Court has jurisdiction over Defendant Notwell and the subject matter of this case, and the Court being fully advised in the premises and there being no just cause for delay:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Notwell and his officers, agents, servants, employees, 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 hereby are restrained and enjoined from violating Section 5(a) and (c) of the Securities Act of 1933 (Securities Act) [15 U.S.C. § 77e(a) and (c)] by, directly or indirectly, in the absence of any applicable exemption:

- a. making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell the securities of any issuer, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect as to such securities;
- b. carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, the securities of any issuer, unless and until a registration statement is in effect as to such securities; or
- c. making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise the securities of any issuer, unless and until a registration statement has been filed with the Commission as to such securities.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Notwell and his officers, agents, servants, employees, and those persons in active concert or participation with them, who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from, directly or indirectly violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] by using any means or instruments of transportation or communication in interstate commerce, or using the mails, in the offer or sale of any securities, to:

- a. employ any device, scheme, or artifice to defraud;

- b. obtain money or property by means of any untrue statement of a material fact or any omission 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. engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon any purchaser.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Notwell and his officers, agents, servants, employees, and those persons in active concert or participation with them who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from, directly or indirectly, violating Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) [15 U.S.C. § 78j(b)], and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, to:

- a. employ any device, scheme, or artifice to defraud;
- b. make any untrue statement of a material fact or to omit 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. engage 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.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Notwell pay disgorgement in the amount of \$68,000, representing gains as a result of the conduct alleged in the Amended Complaint, together with pre-judgment interest in the amount of \$27,700 thereon. Based upon Defendant Notwell's sworn representations in his Statement of Financial Condition dated April 22, 2002, and other documents submitted to the Commission, payment of disgorgement and pre-judgment interest thereon is waived, contingent upon the accuracy and completeness of his Statement of Financial Condition.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that based on Defendant Notwell's sworn representations in his Statement of Financial Condition dated April 22, 2002, and other documents submitted to the Commission, the Court is not ordering him to pay a civil penalty. The determination not to impose a civil penalty and to waive payment disgorgement and pre-judgment interest thereon is contingent upon the accuracy and completeness of his Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant Notwell's representations to the Commission concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to Defendant Notwell, petition the Court for an order requiring Defendant Notwell to pay the unpaid portion of the disgorgement, pre-judgment and post-judgment interest thereon, and the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether

the financial information provided by Defendant Notwell was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Defendant Notwell may not, by way of defense to such petition: (1) challenge the validity of this Consent or the Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

VI.

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

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Notwell, upon entry of this Final Order, shall execute promptly in a form supplied by the Plaintiff, an acknowledgement of service of this Final Order and promptly return the acknowledgement to Plaintiff's counsel of record.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this matter for purposes of enforcing this Final Judgment.

IX.

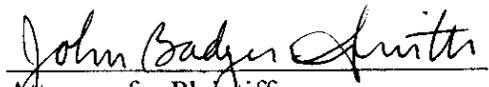
IT IS FURTHER ORDERED, ADJUDGED AND DECREED that there being no just reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure to enter this Final Judgment forthwith and without further notice.

DATED this 5th day of DECEMBER, 2002.

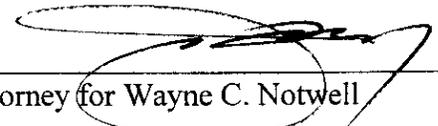


United States District Judge

Presented by:


Attorney for Plaintiff
Securities and Exchange Commission

Approved as to Form
Notice of Presentation Waived


Attorney for Wayne C. Notwell

ce

United States District Court
for the
District of Utah
December 6, 2002

* * CERTIFICATE OF SERVICE OF CLERK * *

Re: 2:97-cv-00977

True and correct copies of the attached were either mailed, faxed or e-mailed by the clerk to the following:

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