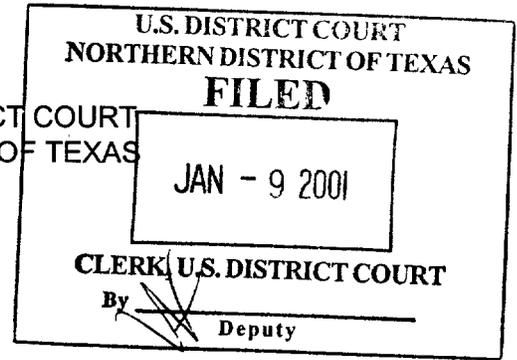


Original

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs

BENJAMIN FRANKLIN COOK, individually and dba
DENNEL FINANCE LIMITED, GERALD LEE PATE,
ELLSWORTH WAYNE McLAWS, and ALAN CLAGG,

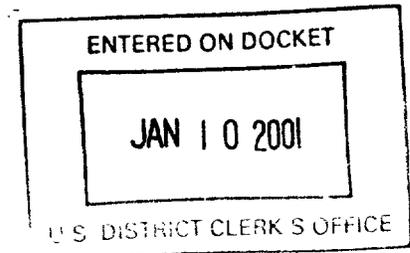
Defendants,

and

FPC-1 LIMITED PARTNERSHIP, SAMUEL LIMITED
PARTNERSHIP, ALLIANCE INVESTMENTS CORP.,
CORNERSTONE MANAGEMENT, LLC,
INTERNATIONAL BUSINESS CONSULTANTS
LIMITED, HIGHLANDER LIMITED PARTNERSHIP,
and C. KELLY OLSEN,

Defendants Solely for Purposes
of Equitable Relief

CIVIL ACTION NO.
3:99-CV-0571-R



**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER EQUITABLE
RELIEF AS TO DEFENDANT BENJAMIN FRANKLIN COOK, INDIVIDUALLY AND
DOING BUSINESS AS DENNEL FINANCE LIMITED**

This matter came before the Court on the 9th day of January,
2000, to consider the Commission's application in support of entry of a Final
Judgment against defendant Benjamin Franklin Cook, individually and doing business
as Dennel Finance Limited ("Cook"). This Court, having considered the Commission's
application and supporting papers and documentation submitted by the Commission, as
well as the record in this matter, and Cook's response, if any, makes the following
findings of fact and conclusions of law:

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1. The Commission filed its Complaint against Cook on March 16, 1999.
2. On October 8, 1999, United States District Judge Jerry Buchmeyer issued an Order Finding Contempt And For Sanctions Against Defendant Benjamin Franklin Cook ("Contempt Order"). In the October 8, 1999 Order, the Court ordered that "all pleadings by Defendant Benjamin Cook, a/k/a Benjamin Cook III in this matter denying the allegations of the Commission shall be and are hereby stricken in their entirety."
3. On October 15, 1999, the Commission filed a motion seeking default judgment against Cook.
4. Following a hearing on March 30, 2000, the Court, on April 5, 2000, entered an Order Granting Judgment By Default, Granting Permanent Injunction, And Granting Other Relief As To Defendant Benjamin Franklin Cook, Individually And Doing Business As Dannel Finance Limited ("April 5 Order"). The April 5 Order was based on the Court's Contempt order and Cook's continuing contumacious conduct.
5. The April 5 Order stated that "[t]he Commission is entitled to an order that directs Cook to pay disgorgement." The April 5 Order also stated that "[t]he Commission is entitled to entry of an order imposing a civil penalty on Cook." The April 5 Order further declared that "[t]he Commission shall, with notice to Cook, submit an application to this Court setting out an appropriate disgorgement amount and an appropriate civil penalty."
6. The Commission is entitled to an order requiring Cook to disgorge the amount of \$36,724,494.20 plus prejudgment interest in the amount of \$5,616,807.36.

7. Pursuant to Section 20(d) of the Securities Act of 1933 [15 U.S.C. §77t(d)] and Section 21(d)(3) of the Securities Exchange Act of 1934 [15 U.S.C. § 78u(d)(3)], the Commission is entitled to an order requiring Cook to pay a civil penalty in the amount of \$110,000.

8. The Court has personal jurisdiction over Cook, and subject matter jurisdiction over this action. Venue is proper in this district.

On the basis of the foregoing findings of fact and conclusions of law:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED That Cook, his officers, agents, servants, employees, attorneys-in-fact, 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 permanently restrained and enjoined from violating Sections 5(a) and 5(c) of the 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, or while a registration statement as to such securities is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That Cook, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with it who receive actual notice of this Order by personal service or otherwise, and each of them, be and hereby are permanently enjoined from violating section 17(a) of the Securities Act of 1933, 15 U.S.C. §77q(a), by, directly or indirectly, in any way in connection with the offer or sale of any security by the use of any means or instrument of transportation or communication in interstate commerce or by the use of the mails, directly or indirectly --

(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 any omission to state a material fact necessary in order to make the statement(s) made, in the light of the circumstances under which were made, not misleading, or

(c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon the purchaser, including, but not limited to, the offer and/or sale of an investment in a “prime bank” trading program and/or the unfounded promise or representation that repayment of monies previously invested in a “prime bank” trading program is likely to be made.

III.

IT IS FURTHER ORDERED ADJUDGED AND DECREED That Cook, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with it who receive actual notice of this Order by personal service or otherwise, and each of them, be and hereby are permanently enjoined from violating section 10(b) of the Securities Exchange Act of 1934, 15 U.S.C. §78j(b) and Rule 10b-5 thereunder, by, directly or indirectly, by the use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange,

- (1) employing any device, scheme or artifice to defraud,
- (2) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement(s) made, in the light of the circumstances under which were made, not misleading, or
- (3) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person, including, but not limited to, the offer and/or sale of an investment in a “prime bank”

trading program and/or the unfounded promise or representation that repayment of monies previously invested in a "prime bank" trading program is likely to be made.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Cook shall disgorge the amount of \$36,724,494.20 representing his unjust enrichment from the conduct alleged in the Complaint, plus prejudgment interest thereon in the amount of \$5,616,807.36. Except as provided in Paragraph V, all payments made pursuant to this paragraph shall be made to the court-appointed receiver, Lawrence Warfield, by cashier's check, certified check or postal money order, under cover of a letter that identifies the defendant, the name and case number of this litigation and the name of this Court, with a copy of the cover letter simultaneously transmitted to counsel for the Commission in this action. The Commission or the Receiver may pursue such means as are appropriate and necessary at law or equity to collect these funds from defendant Cook or his agents or assigns, including, but not by way of limitation, obtaining writs of execution or levy for real and personal property or funds, or pursuing collateral actions in this Court against persons holding funds or assets for or on behalf of defendant Cook.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that within 30 days of this Final Judgment, the Receiver will present to the Court for approval a "Conveyance and Relinquishment," delineating specific assets beneficially or legally owned by Cook. Within 10 days of the Court's approval of the Conveyance and Relinquishment, Cook, in partial satisfaction of his disgorgement obligation, shall execute and deliver to the Receiver the Conveyance and Relinquishment and any other documents reasonably required by the Receiver to effectuate the conveyance and relinquishment assets

beneficially or legally owned by Cook, including without limitation a dismissal of any claim filed in the Arizona Forfeiture Action or any appeal therefrom. Cook shall also execute and deliver to the Receiver no later than 10 days after this Final Judgment is entered by the Court 15 signed copies of a "Consent Directive" in the form appended to this Final Judgment.

VI.

Within 90 days after entry of this Final Judgment or after the receipt or recovery by the Receiver of any payment or asset in partial satisfaction of the disgorgement obligation set forth in Paragraph IV of this Final Judgment, whichever is later, the Receiver shall file with the Court and serve on Cook a Notice of Partial Satisfaction of Judgment setting forth the amount by which the disgorgement obligation has been reduced by the net recovery or receipt.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That any monies, real property, personal property, or other assets held by or in the name of Cook or any entity legally or beneficially owned by Cook and recovered by the Receiver shall be applied toward the judgment indebtedness of Cook, less the reasonable and necessary expenses incurred by the Receiver in making such recovery.

VIII.

IT IS FURTHER ORDERED that, pursuant to Section 20(d) of the Securities Act of 1933 [15 U.S.C. §77t(d)] and Section 21(d)(3) of the Securities Exchange Act of 1934 [15 U.S.C. §78u(d)(3)], Cook is ordered to pay a civil penalty of \$110,000. After satisfaction of this Court's disgorgement order, defendant Cook shall pay the civil money penalty to the United States Treasury. The payment shall be in the form of a cashiers

check, certified check or postal money order made payable to the "Securities and Exchange Commission." The check or money order shall be hand-delivered or mailed to the Comptroller, Securities and Exchange Commission, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and submitted under cover of a letter that identifies defendant Law, the caption and case number of this action, and the name of the Court. A copy of the cover letter and check shall be sent to Harold F. Degenhardt, District Administrator, Securities and Exchange Commission, Fort Worth district Office, 801 Cherry Street, 19th Floor, Fort Worth, TX 76102. At such time as said monies are paid to the Commission, Cook relinquishes all legal and equitable right, title, and interest in those funds and no part of such monies shall be returned to Cook or his affiliates, heirs, successors, or assigns.

IX.

This Court shall retain jurisdiction over this action for all purposes, including for purposes of entertaining any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court, including but not limited to the relief requested by the Commission in its Complaint.

X.

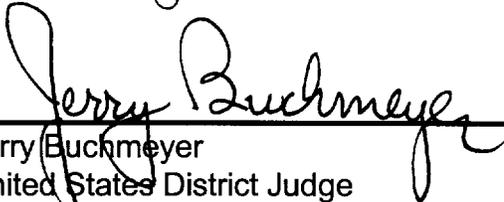
This Final Judgment may be served upon Cook in person or by mail either by the United States Marshal, the Clerk of the Court, or any member of the staff of the Securities and Exchange Commission.

XI.

There being no just reason for delay, the Clerk of this Court is hereby directed to

enter this Final Judgment pursuant to rules 54, 58 and 79, Fed. Rules Civ. Proc., 28 U.S.C.A.

DATED and SIGNED this 9th day of January, ~~2000~~²⁰⁰¹.



Jerry Buchmeyer
United States District Judge

CONSENT DIRECTIVE

I, Benjamin Franklin Cook III of the State of Arizona in the United States of America, do hereby make this consent directive both individually and on behalf of any corporation, trust or other entity of which I am a relevant principal, or which may be subject to my direction ownership or control (a "Controlled Entity"), including, but not limited to Dennel Finance Limited, Alliance Investments Corp., Highlander Limited Partnership, 1050 Holding Group, Inc., Academy of Publishing, Inc., Ashley Imports Limited Partnership, Bridge Capital Investments, Inc., Centurian Management Trust, Chasen Properties Limited Partnership, Collateral Equity Corporation, The Connection Corp., Cybernet Connections LLC, Dunhill Financial LLC, Globaltell, LLC, Goldstar Investments, Greenwood, Ltd., Highlander Management Trust, Highlander Ranches, International Financial Consultants, Inc., International Business Consultants Limited, The Note Exchange, Lagniappe Trust, Lagniappe Corp., Lancer Investment Limited Partnership, Laurengo, LLC, Performance Plus 240 LP, Protec Corp., or Valuable Business Trust.

I do hereby voluntarily direct any bank, trust company, custodian or trustee at which I may have an account of any kind or which a controlled entity has an account of any kind to disclose all information and deliver copies of all documents of every nature in its possession or control which reflect or relate in any manner to the banking activities of myself or a Controlled Entity to any attorney for Lawrence J. Warfield, Receiver, or any attorney for the United States Securities and Exchange Commission, and to give evidence relevant thereto, in the Civil Case No 3:99 CV 0571-R in the United States District Court for the Northern District of Texas, and this consent directive shall be irrevocable authority for so doing.

This consent directive is intended to apply to the laws of the United States and all foreign jurisdictions.

DATED: This ____ day of _____, 20__.

Benjamin Franklin Cook III

The following, Benjamin Franklin Cook III, being known to me appeared before

me this _____ day of _____, 20____, and executed the foregoing and duly acknowledged to me that he executed the same.

Notary Public