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CLERK U.S. DISTRICT COURT DISTRICT OF ARIZONA		
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SEP 30 1999			
CLERK U.S. DISTRICT COURT DISTRICT OF ARIZONA			
BY			DEPUTY

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA  
PHOENIX DIVISION

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SECURITIES AND EXCHANGE COMMISSION, :  
: **CIV '99 1737 PHX ROS**  
Plaintiff, :  
: **FINAL JUDGMENT OF**  
v. : **PERMANENT INJUNCTION**  
: **AND OTHER RELIEF**  
JERRY M. WALKER and : **AS TO DEFENDANT**  
CRAIG R. CLARK, : **JERRY M. WALKER**  
:   
Defendants. :  
:

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Plaintiff Securities and Exchange Commission (the "Commission"), having duly commenced this action by filing its Complaint (the "Complaint"), and defendant Jerry M. Walker ("Walker"), having in his Consent of Jerry M. Walker (the "Consent") entered a general appearance herein, having admitted the jurisdiction of this Court over him and over the subject matter of this action, having waived the filing of an Answer to the Complaint and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, and without admitting or denying any of the allegations of the Complaint, except as to jurisdiction, which he admits, having consented to the entry of this Final Judgment of Permanent Injunction and Other Relief as to Defendant Jerry M. Walker (the "Final Judgment"), permanently restraining and enjoining Walker from violating Sections 10(b) and 13(b) (5) of

(3)

the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. §§ 78j(b) and 78m(b)(5)], Rules 10b-5, 13b2-1, and 13b2-2 thereunder [17 C.F.R. §§ 240.10b-5, 240.13b2-1 and 240.13b2-2], and aiding and abetting violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rule 13a-13 [17 C.F.R. § 240.13a-13]; and it further appearing that this Court has jurisdiction over Walker and the subject matter hereof, and the Court being fully advised in the premises:

I.

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that defendant Walker, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Walker 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, directly or indirectly, violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of a national securities exchange by:

- (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 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.

II.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that defendant Walker, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Walker 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, directly or indirectly, violating Section 13(b)(5) of the Exchange Act [15 U.S.C. §§ 78m(b)(5)], by knowingly circumventing or knowingly failing to implement a system of internal accounting controls, or knowingly falsifying any book, record, or account of any issuer which has a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781] or any issuer which is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

III.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that defendant Walker, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Walker 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, directly or indirectly, violating Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1], by falsifying or causing to be falsified any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. §

78m(b) (2) (A) ] .

IV.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that defendant Walker, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Walker 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, directly or indirectly, violating Exchange Act Rule 13b2-2 [17 C.F.R. § 240.13b2-2] by, as a director or officer of any issuer:

- (a) making or causing to be made a materially false or misleading statement, or
- (b) omitting to state, or causing another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading,

to an accountant in connection with (1) any audit or examination of the financial statements of an issuer required to be made pursuant to the rules and regulations under the Exchange Act [17 C.F.R. §§ 240.0-1 *et seq.*] or (2) the preparation or filing of any document or report required to be filed with the Commission.

V.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that defendant Walker, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Walker 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, directly or indirectly, aiding and abetting violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rule 13a-13 [17 C.F.R. § 240.13a-13] by aiding and abetting the filing with the Commission of a quarterly report on behalf of any issuer which is required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)], and the Rules and regulations promulgated thereunder, which contains any untrue statements of material fact required to be stated therein or necessary to make the statements made, in light of the circumstances under which they were made, not misleading, or which fails to comply in any material respect with the requirements of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)], and the Rules and regulations promulgated thereunder.

VI.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that Walker shall be assessed and shall pay a civil penalty pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)] in the amount of \$15,000.00. Payment shall be made within 90 days of the date of entry of this Final Judgment by cashier's check, certified check or money order made payable to the "United States Treasury," and shall be transmitted to the Comptroller, Securities and Exchange Commission, 450 Fifth Street, NW, Mail Stop 0-3, Washington, D.C. 20549, under cover of a letter that identifies Walker, the caption and case number of this action, and the name of this Court. Copies of the check and accompanying cover letter shall be simultaneously transmitted to Jerry A. Isenberg, Principal Assistant Director, Division of Enforcement,

Securities and Exchange Commission, 450 Fifth Street, NW,  
Washington, D.C. 20549-0707.

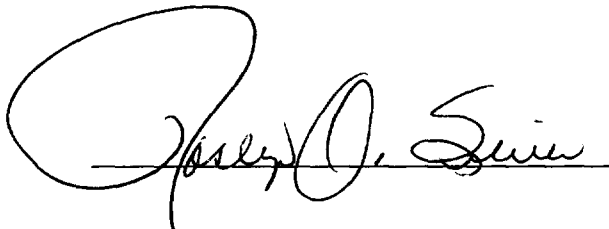
VII.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that the annexed Consent be, and the same hereby is, incorporated herein by reference with the same force and effect as if fully set forth herein.

VIII.

There being no 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.

DATED this 28 day of September, 1999.

  
UNITED STATES DISTRICT JUDGE