

and the Commission and the Defendants having waived the entry of findings of fact and conclusions of law as provided by Rule 52 of the Federal Rules of Civil Procedure; and it further appearing that the Court has jurisdiction over the parties and the subject matter hereof, and the Court being fully advised in the premises, the Court now enters the following Order of Permanent Injunction and Other Equitable Relief.

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants Jeffries and Golden Eagle, their 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, directly or indirectly, in the offer or sale of securities, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails: (1) employing any device, scheme or artifice to defraud; (2) obtaining money or property by means of any untrue statement of a material fact or 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 (3) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon purchasers of such

securities in violation of Sections 17(a) (1), 17(a) (2) or 17(a) (3) of the Securities Act [15 U.S.C. §77q(a) (1), §77q(a) (2) or §77q(a) (3)].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Jeffries and Golden Eagle, their 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, directly or indirectly, in connection with the purchase or sale of securities, by the use of any means or instrumentality of interstate commerce or 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 statements made, in the light of the circumstances under which they 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, in violation of Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)] and Rule 10b-5 [17 C.F.R. §240.10b-5] promulgated thereunder.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED THAT this Court finds that disgorgement of ill-gotten gains in the amount of \$1,318,967.93, including \$197,530.04 in prejudgment interest, is appropriate against Defendants Jeffries and Golden Eagle, jointly and severally, and that the Defendants are ordered to pay that amount. In the event Defendants file any bankruptcy actions which attempts to discharge the disgorgement amount owed jointly and severally by the Defendants to the Commission, Defendants will not contest any Complaint to Determine Nondischargeability of Debt that might be filed by the Commission in connection with such bankruptcy action involving Defendants.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the approximately \$11,300 on deposit at various financial institutions in accounts in the names of the Defendants, their officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and which were frozen by this Court's October 16, 1996 Preliminary Injunction, shall remain frozen until further Order of this Court.

V.

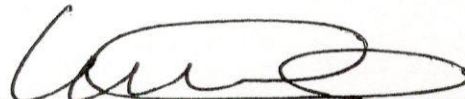
IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court leaves for a future date the determination of whether civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. §77t(d)] and Section 21(d)(3) of the Exchange Act, as amended [15 U.S.C. §78u(d)(3)], are appropriate in this matter against Jeffries and Golden Eagle, as well as the appropriate amount of civil penalties, if any, to be ordered against Jeffries and Golden Eagle.

VI.

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

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Court shall retain jurisdiction of this matter for all purposes, including the appointment of a receiver, if any, and enforcement of the Order of Permanent Injunction and Other Equitable Relief.



HONORABLE WILLIAM LEE
UNITED STATES DISTRICT COURT JUDGE

August 4
DATED: ~~July~~ _____, 1997