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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

SECURITIES AND EXCHANGE COMMISSION,)	
)	CASE NO.
Plaintiff,)	96-6860-CIV-GONAZALEZ
)	
v.)	
)	ORDER OF PERMANENT
THE HOME LINK CORPORATION,)	INJUNCTION AND OTHER
HOME LINK OF FLORIDA, INC.,)	<u>RELIEF</u>
HOME LINK OF NEVADA, INC., and)	
MATT MATSON,)	
Defendants.)	
)	

Plaintiff, Securities and Exchange Commission ("Commission"), commenced this action by filing its Complaint against defendants Matt Matson ("Matson"), The Home Link Corporation, Home Link of Nevada, Inc. and Home Link of Florida, Inc. In its Complaint, the Commission sought a permanent injunction to prohibit violations by Matson of Section 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q(a), and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §§ 78j(b), and Rule 10b-5, 17 C.F.R. §§ 240.10b-5, thereunder. The Commission also sought other relief in the form of an officer and director bar, disgorgement, civil penalties and other relief.

Defendant Matson by the Consent affixed hereto, without admitting or denying any of the allegations in the Commission's Complaint or any other paper filed herein, except as to the jurisdiction of this Court, has agreed to the entry of this Order of Permanent Injunction and Other Relief ("Order of Permanent Injunction"). This Court having accepted such Consent and this

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Court having jurisdiction over Matson and the subject matter hereof, and the Court being fully advised of the premises,

I.

FRAUD IN VIOLATION OF SECTION 17 OF THE SECURITIES ACT

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that, Matson, his officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with them, and each of them, who receive notice of this Order of Permanent Injunction, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, in the offer or sale of any securities, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- (a) knowingly or recklessly employing any device, scheme or artifice to defraud;
- (b) 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
- (c) engaging in any practice, transaction, or course of business which operates or would operate as a fraud or deceit upon the purchaser of any such security,

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

II.

**FRAUD IN VIOLATION OF SECTION 10(b) OF
THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER**

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Matson, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them and each of them, in connection with the purchase or sale of securities, in the form of common stock or any other securities, by use of any means or instrumentality of interstate commerce, by use of the mails, or by use of any facility of any national securities exchange, be and they hereby are, restrained and enjoined from, directly, indirectly or as a control person under Section 20(a) of the Securities Exchange Act of 1934 ("Exchange Act"):

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 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, thereunder.

III.

OFFICER AND DIRECTOR BAR

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that, pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C.

§78u(d)(2), Matson is barred from acting as an officer or director of any issuer required to file reports pursuant to Sections 12(b), 12(g) or 15(d) of the Exchange Act.

IV.

DISGORGEMENT

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Matson shall disgorge all ill-gotten profits or proceeds that he and The Home Link Corporation, Home Link of Nevada, Inc. and Home Link of Florida, Inc. received as a result of the acts and/or courses of conduct complained of herein, with prejudgment interest, as follows:

Matson shall be jointly and severally liable with The Home Link Corporation, Home Link of Nevada, Inc. and Home Link of Florida, Inc. to disgorge all amounts these companies fraudulently raised from investors, less any monies that the Receiver distributes to defrauded investors. For this purpose, the Receiver's determination of the amount of monies fraudulently raised from investors shall be final. In the event that the Receiver does not determine the amount of monies fraudulently raised from investors, this amount shall be determined by the Court upon the Commission's motion, without evidentiary hearing; solely for the purposes of this determination, the allegations of the Complaint shall be deemed admitted.

Matson shall also be liable to disgorge any ill-gotten profits that he may have received in connection with the matters alleged in the Commission's Complaint. This amount shall be determined by the

Court upon the Commission's motion, without evidentiary hearing; solely for the purposes of this determination, the allegations of the Complaint shall be deemed admitted.

All disgorgement shall be paid within thirty days after the amount or amounts are liquidated.

V.

PENALTIES

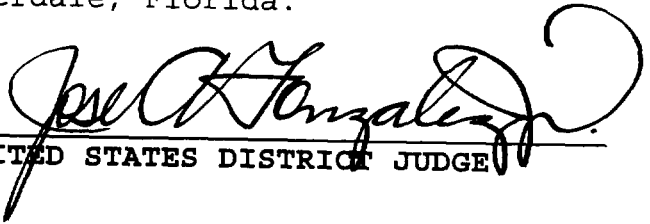
IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that the amount of civil penalties, if any, that Matson shall be required to pay pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d) and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3), in connection with the activities described in the Commission's Complaint, shall be determined by the Court upon the Commission's motion, without evidentiary hearing; solely for the purposes of this determination, the allegations of the Complaint shall be deemed admitted.

VI.

RETENTION OF JURISDICTION

IT IS FURTHER HEREBY ORDERED that, this Court will retain jurisdiction over this matter and Matson in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED at 10 o'clock, a. m. this 10th day of September, 1996, at Fort Lauderdale, Florida.


UNITED STATES DISTRICT JUDGE

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