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**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
(Tampa Division)**

<b>SECURITIES AND EXCHANGE COMMISSION,</b>	)	<b>CASE NO.</b>
	)	<b>8:02-CV-120-T-30TGW</b>
<b>Plaintiff,</b>	)	
	)	
<b>v.</b>	)	
	)	
<b>TEL-ONE, INC., GEORGE CARAPELLA, ALAN</b>	)	
<b>S. LIPSTEIN, W. KRIS BROWN, MEDIA</b>	)	
<b>BROADCAST SOLUTIONS, INC. and GEORGE</b>	)	
<b>LAFAUCCI,</b>	)	
	)	
<b>Defendants,</b>	)	
	)	
<b>CARAPPELL CAPITAL CORP., ATLAS GLOBAL</b>	)	
<b>VENTURES CORP., HANK VANDERKAM,</b>	)	
<b>LARRY EASTLAND, and LEONORA</b>	)	
<b>CARAPELLA,</b>	)	
	)	
<b>Relief Defendants.</b>	)	
	)	

**FINAL JUDGMENT OF PERMANENT INJUNCTION  
AND OTHER RELIEF AS TO DEFENDANT W. KRIS BROWN**

Plaintiff Securities and Exchange Commission ("SEC" or "Commission") commenced this action by filing its Complaint against, among others, Defendant W. Kris Brown ("Brown"). In its Complaint, the Commission sought a temporary restraining order, and preliminary and permanent injunctions to prohibit violations by Brown of Section 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), and Rule 10b-5, thereunder. The Commission also sought other relief against Brown in the form of accountings, disgorgement, civil penalties, records preservation, expedited discovery, and an order temporarily freezing assets.

On January 22, 2002, this Court entered a temporary restraining order, which temporarily restrained and enjoined Brown from further violations of the above-mentioned provisions of the federal securities laws; temporarily froze his assets; granted the Commission an accounting, expedited discovery, and prohibited the concealing or destruction of Brown's books, records and

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other documents. On February 14, 2002, Brown consented to the entry of a preliminary injunction and other relief pending the outcome of this case.

Brown, 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 Judgment of Permanent Injunction and Other Relief. This Court having accepted such Consent and this Court having jurisdiction over Brown and the subject matter hereof, and the Court being fully advised in the premises,

**I.**

**FRAUD IN VIOLATION OF SECTION 17(a) OF THE SECURITIES ACT**

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

- (a) knowingly employing any device, scheme or artifice to defraud;
- (b) obtaining money or property by means of any untrue statement of material fact or omission to state any material fact necessary in order to make the statement made, in light of the circumstances under which it was 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 purchasers or prospective purchasers 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 FURTHER ORDERED, ADJUDGED AND DECREED** that Brown, his officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with him, and each of them, directly or indirectly, who receive actual notice of this Judgment of Permanent Injunction, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, knowingly and willfully, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice to defraud;
- (b) making any untrue statements of 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
- (c) 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.**

**PENALTIES**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Brown shall pay civil penalties to the U.S. Treasury in the amount of \$30,000.00, 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. The payment of the civil penalty ordered by this Final Judgment shall be: (1) made by United States postal money order, certified check, bank cashier's check, or bank money order; (2) made

payable to the Securities and Exchange Commission; (3) transmitted to the Comptroller, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 within one hundred and twenty (120) days of the date of this Order; and (4) submitted under cover letter that specifies the defendant in this proceeding, and the Commission's case number (FL-02831), a copy of which cover letter and money order or check shall be sent to Kerry A. Zinn, Senior Trial Counsel, Securities and Exchange Commission, Southeast Regional Office, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131.

**IV.**

**INCORPORATION OF CONSENT**


**IT IS HEREBY FURTHER ORDERED** that Brown shall comply with the provisions of the Consent attached hereto, and that such Consent is incorporated herein by reference as if fully set forth herein.

**V.**

**RETENTION OF JURISDICTION**

**IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED** that this Court will retain jurisdiction over this matter and Brown 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 8:41 o'clock A.m. this 12 day of July, 2002 at  
Tampa, Florida.

  
**JAMES S. MOODY, JR.**  
**UNITED STATES DISTRICT JUDGE**

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