

Minute Order Form (06/97)

United States District Court, Northern District of Illinois

Name of Assigned Judge or Magistrate Judge	Joan B. Gottschall	Sitting Judge if Other than Assigned Judge	
CASE NUMBER	00 C 5996	DATE	12/4/2000
CASE TITLE	US Securities & Exchange Commission vs. Lawrence B. Irwin, et al		

[In the following box (a) indicate the party filing the motion, e.g., plaintiff, defendant, 3rd party plaintiff, and (b) state briefly the nature of the motion being presented.]

MOTION:

DOCKET ENTRY:

- (1) Filed motion of [use listing in "Motion" box above.]
- (2) Brief in support of motion due _____.
- (3) Answer brief to motion due _____. Reply to answer brief due _____.
- (4) Ruling/Hearing on _____ set for _____ at _____.
- (5) Status hearing[held/continued to] [set for/re-set for] on _____ set for _____ at _____.
- (6) Pretrial conference[held/continued to] [set for/re-set for] on _____ set for _____ at _____.
- (7) Trial[set for/re-set for] on _____ at _____.
- (8) [Bench/Jury trial] [Hearing] held/continued to _____ at _____.
- (9) This case is dismissed [with/without] prejudice and without costs[by/agreement/pursuant to]
 FRCP4(m) General Rule 21 FRCP41(a)(1) FRCP41(a)(2).
- (10) [Other docket entry] Enter Final Order of Permanent Injunction against James D. Cooper. Consent and stipulation of James D. Cooper, III attached.
- (11) [For further detail see order attached to the original minute order.]

<input type="checkbox"/> No notices required, advised in open court. <input type="checkbox"/> No notices required. <input type="checkbox"/> Notices mailed by judge's staff. <input type="checkbox"/> Notified counsel by telephone. <input checked="" type="checkbox"/> Docketing to mail notices. <input type="checkbox"/> Mail AO 450 form. <input type="checkbox"/> Copy to judge/magistrate judge.	RJ courtroom deputy's initials	ED-7 FILED FOR DOCKETING 00 DEC -5 PM 1:53	number of notices <hr/> DEC 05 2000 <small>date docketed</small> <hr/> [Signature] <small>docketing deputy initials</small> <hr/> date mailed notice <hr/> mailing deputy initials	Document Number <hr/> 10
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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

UNITED STATES SECURITIES)	
AND EXCHANGE COMMISSION,)	
)	
Plaintiff,)	
v.)	CIVIL ACTION
)	CASE NO. 00C 5996
LAWRENCE B. IRWIN, ET. AL.)	
)	JUDGE GOTTSCHALL
)	
Defendants.)	

FINAL ORDER OF PERMANENT INJUNCTION
AGAINST JAMES D. COOPER

FILED
DEC 05 2000

Plaintiff United States Securities and Exchange Commission ("Commission"), has filed a Complaint for Permanent Injunction and Other Equitable Relief ("Complaint"), and Defendant James D. Cooper ("Cooper") has, in his Consent and Stipulation filed with the Court, attached hereto and incorporated herein by reference ("Consent"), acknowledged receipt of the Complaint and admitted the personal jurisdiction of this Court over him. The Commission and Cooper have waived the entry of findings of fact and conclusions of law, as provided by Rule 52 of the Federal Rules of Civil Procedure, and Cooper, without admitting or denying the allegations of the Complaint, except as to jurisdiction, and without trial, argument or adjudication of any facts or law, has consented to the entry of this Final Order of Permanent Injunction ("Order"). The Court, having jurisdiction over Cooper and the subject matter hereof and being fully advised in the premises, hereby states:

I.

IT IS HEREBY ORDERED that Cooper, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are 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 employing any device, scheme or artifice to defraud, in violation of Section 17(a)(1) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77q(a)(1)].

II.

IT IS FURTHER ORDERED that Cooper, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are hereby 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 use of the mails, obtaining money or property by means of 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 engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon any purchasers or prospective purchasers of any security, in violation of Sections 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. §§ 77q(a)(2) and 77q(a)(3)].

III.

IT IS FURTHER ORDERED that Cooper, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are hereby 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:

- 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 violation of 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.

IV.

IT IS FURTHER ORDERED that Cooper, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are hereby permanently restrained and enjoined from using the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptances, or commercial bills) unless registered with the Commission as a broker or dealer

in accordance with Section 15(b) of the Exchange Act [15 U.S.C. § 78o(b)], in violation of Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)].

V.

IT IS FURTHER ORDERED that Cooper, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Order by personal service or otherwise, and each of them, be and are hereby permanently restrained and enjoined from using the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of, any security (other than commercial paper, bankers' acceptances, or commercial bills) otherwise than on a national securities exchange of which he is a member by means of any act, practice or course of business which operates or would operate as a fraud or deceit upon any person, or by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading, which statement is made with knowledge or reasonable grounds to believe that it is untrue or misleading, in violation of Section 15(c)(1) of the Exchange Act [15 U.S.C. §78o(c)] and Rule 15c1-2 [17 C.F.R. §240.15c1-2] promulgated thereunder.

VI.

IT IS FURTHER ORDERED that the Commission is expressly authorized to engage in discovery regarding any unresolved issue in the case with respect to Cooper.

VII.

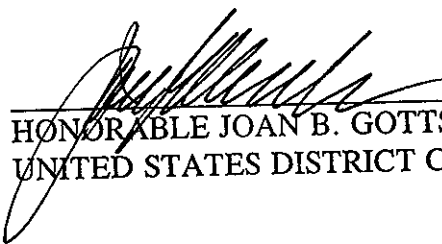
IT IS FURTHER ORDERED that the attached Consent be, and hereby is, incorporated herein with the same force and effect as if fully set out.

VIII.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this action for all purposes, including enforcement of this Order.

IX.

IT IS FURTHER ORDERED that there being no just reason for delay, the Clerk of the Court is hereby directed to enter this Order.



HONORABLE JOAN B. GOTTSCHALL
UNITED STATES DISTRICT COURT JUDGE

Dated: Dec 4, 2000

ATTACHMENT

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

FILED
DEC 04 2000
JUDGE JOAN B. GOTTSCHALL
UNITED STATES DISTRICT COURT

UNITED STATES SECURITIES)
AND EXCHANGE COMMISSION,)
)
Plaintiff,)
v.)
)
LAWRENCE B. IRWIN, ET. AL.)
)
Defendants.)

CIVIL ACTION
CASE NO. 00C 5996
JUDGE GOTTSCHALL

CONSENT AND STIPULATION OF JAMES D. COOPER, III

A. Defendant James D. Cooper ("Cooper") hereby:

1. Acknowledges receipt of a copy of the Complaint for Permanent Injunction and Other Equitable Relief ("Complaint") filed by Plaintiff United States Securities and Exchange Commission ("Commission"), admits the jurisdiction of this Court over him, and waives the filing of an Answer;
2. Without admitting or denying the allegations of the Complaint, except as to personal jurisdiction, which is admitted, voluntarily consents to the entry of the attached Final Order of Permanent Injunction Against James D. Cooper ("Final Order") without further notice;
3. Enters into this Consent and Stipulation ("Consent") voluntarily and acknowledges that no threats, offers, promises or inducements of any kind whatsoever has been made by the Commission, it's staff, or anyone else in consideration of this Consent;
4. Waives any right that he may have to appeal from the Final Order;

5. Understands that the terms of the Final Order are enforceable through contempt proceedings; and that, in any such proceedings, he may not challenge the validity of this Consent or of the Final Order;
6. Agrees that he will not oppose enforcement of the Final Order on the ground that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure and waives any objections based thereon;
7. Agrees that he does not and will not oppose the validity of the attached Final Order on any jurisdictional ground;
8. Agrees that the Final Order may be presented by the Commission to the Court for consideration and entry without further notice, waives service upon him of the Final Order, and agrees that the entry of the Final Order by the Court and its filing with the Clerk in the United States District Court for the Northern District of Illinois, Eastern Division, will constitute notice to him of the terms and conditions of such Final Order;
9. Consistent with the provisions of 17 C.F.R. §202.5(f), waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein;
10. Agrees that the Court shall retain jurisdiction of this matter for all purposes;
11. Understands and agrees to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint or order for proceedings." 17 C.F.R. §202.5(e). In compliance with this policy, Cooper

agrees not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the Complaint or creating the impression that the Complaint is without factual basis. If Cooper breaches this agreement, the Commission may petition the Court to vacate the Final Order and restore this case to its active docket. Nothing in this provision affects Cooper's (i) testimonial obligations; or (ii) right to take legal positions in litigation in which the Commission is not a party;

12. Agrees that the Commission is expressly authorized to engage in discovery regarding any unresolved issue in the case with respect to Cooper.

B. Cooper and the Commission waive the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

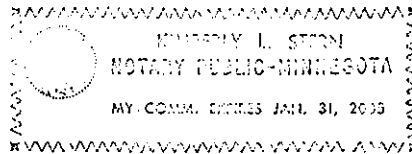
C. Cooper and the Commission agree that this Consent shall be incorporated by reference into the Final Order with the same force and effect as if fully set forth therein.

James D. Cooper II

James D. Cooper
State of Minnesota/County of St. Louis

Subscribed and sworn before me this 21st
day of November; 2000

Kimberly L. Storn
NOTARY PUBLIC



My Commission expires: 01-31-2005

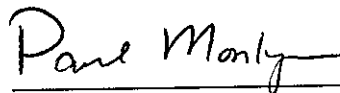
Paul Montoya

Paul A. Montoya
One of the Attorneys for Plaintiff
Securities and Exchange Commission
500 West Madison Street, Suite 1400
Chicago, IL 60661-2511
(312) 353-7390

Dated: November 26, 2000

CERTIFICATE OF SERVICE

I, the undersigned, an attorney, certify that I caused the attached Consent and Stipulation of James D. Cooper III and Final Order of Permanent Injunction Against James D. Cooper to be served by U.S. Mail to all Defendants listed on the attached service list on Tuesday November 28, 2000.



Paul A. Montoya
One of the Attorneys for Plaintiff
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Dexter B. Johnson
(For Defendants: Lawrence B. Irwin and Burton Financial Management Associates, Inc.)
Mallon & Johnson, P.C.
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Chicago, IL 60603