

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MARK R. CONWAY, and GROUNDSWELL
PARTNERS LLC

Defendants,

and

GROUNDSWELL CAPITAL LP,

Relief Defendant.

CIVIL ACTION NO.
05-12209-RWZ

[PROPOSED] FINAL JUDGMENT AS TO DEFENDANT MARK R. CONWAY

The Securities and Exchange Commission having filed a Complaint and Defendant Mark R. Conway ("Conway" or "Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or

otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit 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) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and his agents, servants, employees, attorneys, successors or assigns, and those persons in active concert or participation with them who receive actual notice of this Final Judgment, are permanently restrained and enjoined from violating Section 17(a) of the Securities Act, [15 U.S.C. § 77q(a)] by using means or instruments of transportation or communication in interstate commerce or by the use of the mails, to:

- (a) employ any device, scheme, or artifice to defraud;
- (b) obtain money or property by means of any untrue statement of material fact or any omission 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) engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and his agents, servants, employees, attorneys, successors or assigns, and those persons in active concert or participation with them who receive actual notice of this Final Judgment, are permanently restrained and enjoined from violating Sections 206(1) and (2) of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. §§ 80b-6(1) and 80b-6(2)] by, directly or indirectly, using the mails or any means or instrumentality of interstate commerce:

- (a) to employ any device, scheme, or artifice to defraud any client or prospective client; or
- (b) to engage in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that based on the Defendant's obligation to pay restitution in the criminal action United States v. Mark R. Conway, 06-CR-10236-PBS (D. Mass.) and the forfeiture of \$14,358,598 pursuant to civil forfeiture proceedings in United States v. \$9,030,130.53 In U.S. Currency, Seized From Goldman Sachs Execution & Clearing, LP et. al., 06-CV-10242-NMG (D. Mass.), the Court does not impose any disgorgement obligation against the Defendant in this action.

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that based on Defendant's criminal conviction in United States v. Mark R. Conway, 06-CR-10236-PBS (D. Mass.), the Court does not impose a civil penalty upon Defendant.

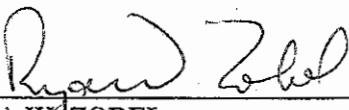
VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent of Defendant Mark R. Conway is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

VII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

Dated: September 27, 2007



RYA W. ZOBEL
UNITED STATES DISTRICT JUDGE