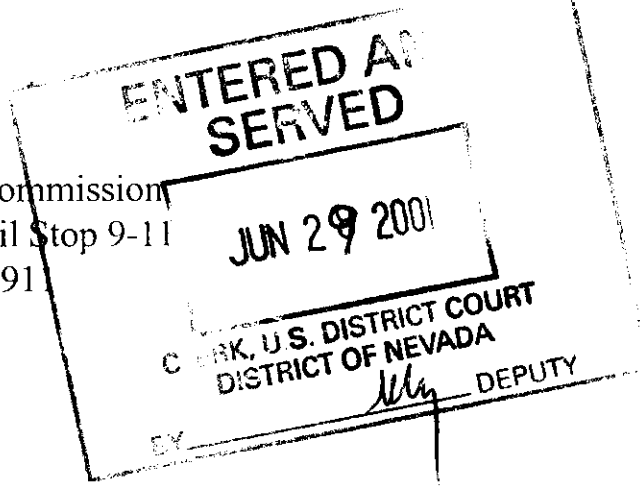


Kenneth L. Miller  
Uta von Eckartsberg  
Attorneys for Plaintiff  
Securities and Exchange Commission  
450 Fifth Street, N.W., Mail Stop 9-11  
Washington, D.C. 20549-0911  
(202) 942-4603 [Miller]  
(202) 942-9581 [FAX]



JUN 29 3 02 PM '01

*ky*

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

CV-S-00-1125-LDG-LRL

BRYCAR FINANCIAL CORPORATION and  
BRYAN J. EGAN,

Defendants,

and

CAROL A. EGAN,

Relief Defendant.

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND  
OTHER RELIEF AS TO DEFENDANT BRYAN J. EGAN**

Plaintiff Securities and Exchange Commission ("Commission"), having filed a First Amended Complaint, and Defendant Bryan J. Egan ("Egan") in his attached Consent and Undertakings of Bryan J. Egan ("Consent"), incorporated herein, having entered a general appearance, having admitted the jurisdiction of this Court over the subject matter

66

of this action, having consented to the jurisdiction of this Court over him, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having waived any right he might have to appeal from the entry of this Final Judgment of Permanent Injunction and Other Relief as to Defendant Bryan J. Egan (“Final Judgment”), and, without admitting or denying the allegations of the First Amended Complaint (except as to jurisdiction, which he admits), having consented to the entry of this Final Judgment enjoining him from engaging in transactions, acts, practices and courses of business which constitute violations of Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)], and Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 (“Advisers Act”) [15 U.S.C. §§ 80b-6(1) and (2)], and it further appearing that this Court has jurisdiction over him and the subject matter hereof, and the Court being fully advised in the premises:

**I.**

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Egan, his agents, servants, employees, attorneys-in-fact and all those persons having active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from, directly or indirectly, through the use of any means or instrumentality of interstate commerce or of the mails, or of the facilities of a 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 light of the circumstances under which they were made, not misleading, or
- (3) engaging in any transaction, act, practice, or course of business which operates or would operate as a fraud or deceit on any person, in connection with the purchase or sale of any security;

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.

## II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Egan, his agents, servants, employees, attorneys-in-fact and all those persons having active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from, 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, directly or indirectly:

- (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 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 transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser;

in violation of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

**III.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Egan, his agents, servants, employees, attorneys-in-fact and all those persons having active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from, directly or indirectly:

- (1) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell a security, through the use or medium of any prospectus or otherwise, unless a registration statement is in effect as to such security;
- (2) carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, any security, unless a registration statement is in effect as to such security; or
- (3) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while a registration statement as to such security is the subject of a refusal order or stop order (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h];

in violation of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e (a) and (c)], in the absence of any applicable exemption from registration.

**IV.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Egan, his agents, servants, employees, attorneys-in-fact and all those persons having active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from making use of the mails or any means or instrumentality of interstate commerce to violate Section 206(1) or 206(2) of the Advisers Act [15 U.S.C. §§ 80b-6(1) and (2)] by, directly or indirectly:

(a) employing any device, scheme, or artifice to defraud any investment advisory client or prospective client; or

(b) engaging in any transaction, practice or course of business which operates as a fraud or deceit upon any investment advisory client or prospective client.

**V.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Egan shall pay disgorgement, including prejudgment and post-judgment interest thereon, in amounts and upon such terms as may be determined by agreement of the parties or by the Court upon motion brought on by the Commission pursuant to the Federal Rules of Civil Procedure and the Local Civil Rules of this Court. Defendant Egan shall not, in response to any such motion, raise as a defense that he is not liable for such disgorgement and interest because he did not violate one or more of the provisions of the Securities Act, the Exchange Act, the Advisers Act, or the rules thereunder set forth in this Final

Judgment, or by denying any of the allegations in the Commission's First Amended Complaint.

**VI.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Egan shall be ordered to pay civil monetary penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Advisers Act [15 U.S.C. § 80b-9(e)] in an amount and upon such terms as may be determined by agreement of the parties or by the Court upon motion brought on by the Commission pursuant to the Federal Rules of Civil Procedure and the Local Civil Rules of this Court. Defendant Egan shall not, in response to any such motion, raise as a defense that he is not liable for such civil penalties because he did not violate one or more of the provisions of the Securities Act, the Exchange Act, the Advisers Act, or the rules thereunder set forth in this Final Judgment, or by denying any of the allegations in the Commission's First Amended Complaint.

**VII.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, pending further order of this Court, the asset freeze contained in Paragraph IV of this Court's September 26, 2000 Stipulated Order for the Entry of a Preliminary Injunction and Other Relief as modified by this Court's Order of February 20, 2001 shall remain in full force and effect.

**VIII.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, pending further order of this Court, the preliminary injunction against document destruction contained in Paragraph VI of this Court's September 26, 2000 Stipulated Order for the Entry of a Preliminary Injunction shall remain in full force and effect.

**IX.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the annexed Consent of Defendant Egan be, and the same hereby is, incorporated herein with the same force and effect as if fully set forth herein.

**X.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including the implementation and enforcement of this Final Judgment.

\* \* \*

There being no reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment forthwith.

IT IS SO ORDERED:

  
UNITED STATES DISTRICT JUDGE

DATED: 