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CLERK U S DISTRICT COURT DISTRICT OF ARIZONA	
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**UNITED STATES DISTRICT COURT
DISTRICT OF ARIZONA**

SECURITIES AND EXCHANGE
COMMISSION,

 Plaintiff,

 vs.

SOUTHWEST INCOME TRUST, et al.,

 Defendants.

Case No. CIV97-0953 PHX RCB

FINAL JUDGMENT OF DISGORGEMENT
AGAINST DEFENDANT CHARLES
DOUGLASS BROWN

Plaintiff Securities and Exchange Commission ("Commission"),
having filed and served upon Defendant Charles Douglass Brown
("Brown"), a Summons and Complaint in this matter, and the Court
having entered, on or about July 23, 1997, a Judgment of Permanent
Injunction and Other Relief Against Defendant Charles Douglass Brown
("Judgment of Permanent Injunction"), which remains in full force
and effect, enjoining Brown from further violations of Sections
5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities
Act") [15 U.S.C. Sections 77e(a), 77e(c), and 77q(a)], Section 10(b)
of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C.

1 Section 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. Section
2 240.10b-5], to which Brown consented, without admitting or denying
3 the allegations of the Commission's Complaint, and that Judgment of
4 Permanent Injunction having reserved the issue of the amount of
5 disgorgement and penalties owed by Brown;

6 Further, Brown having admitted service of the Summons and
7 Complaint in this action and the jurisdiction of this Court over him
8 and over the subject matter of this action; having been fully
9 advised and informed of his right to a judicial determination of
10 this matter; having waived the entry of findings of fact and
11 conclusions of law as provided by Rule 52 of the Federal Rules of
12 Civil Procedure; having consented to the entry of this Final
13 Judgment of Disgorgement Against Defendant Charles Douglass Brown
14 ("Final Judgment of Disgorgement"), without admitting or denying the
15 allegations in the Complaint, except as specifically set forth in
16 the Consent of Defendant Charles Douglass Brown to Entry of Final
17 Judgment of Disgorgement ("Consent"); and it appearing that no
18 notice of hearing upon the entry of this Final Judgment of
19 Disgorgement being necessary; and the Court being fully advised in
20 the premises, and there being no just reason for delay:

21 I.

22 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Brown shall pay
23 disgorgement in the amount of \$6,486.33, representing the amount he
24 gained from the conduct alleged in the Complaint, plus prejudgment
25 interest thereon in the amount of \$504.30, totaling \$6,990.63.
26 Based upon Brown's sworn representations in his financial statement,
27 which was completed in or about October 1999 and subsequently
28 submitted to the Commission, payment of the disgorgement and

1 | prejudgment interest thereon is waived as to Brown, contingent upon
2 | the accuracy and completeness of the financial statement.

3 | II.

4 | IT IS FURTHER ORDERED, ADJUDGED AND DECREED that based upon
5 | Brown's sworn financial statement, the Court is not ordering Brown
6 | to pay a civil penalty under the Securities Enforcement and Penny
7 | Stock Reform Act of 1990 pursuant to Section 20(d) of the Securities
8 | Act [15 U.S.C. Section 77t(d)] and Section 21(d)(3) of the Exchange
9 | Act [15 U.S.C. Section 78(d)(3)]. The determination not to impose a
10 | civil penalty against Brown is contingent upon the accuracy and
11 | completeness of Brown's financial statement.

12 | III.

13 | IT IS FURTHER ORDERED, ADJUDGED AND DECREED that if at any time
14 | following the entry of this Final Judgment of Disgorgement the
15 | Commission obtains information indicating that Brown's
16 | representations in the sworn financial statement concerning his
17 | assets, income, liabilities, or net worth were fraudulent,
18 | misleading, inaccurate or incomplete in any material respect as of
19 | the time such representations were made, the Commission may, at its
20 | sole discretion and without prior notice to Brown, petition this
21 | Court for an order requiring Brown to pay the full amount of
22 | disgorgement and prejudgment and post-judgment interest thereon and
23 | requiring Brown to pay a civil penalty. In connection with any such
24 | petition, the only issue shall be whether the financial statement
25 | provided by Brown was fraudulent, misleading, inaccurate or
26 | incomplete in any material respect as of the time such
27 | representations were made, and the amount of civil penalty to be
28 | imposed against Brown. In its petition, the Commission may move

1 | this Court to consider all available remedies, including, but not
2 | limited to, ordering Brown to pay funds or assets, directing the
3 | forfeiture of any assets, or sanctions for contempt of the Final
4 | Judgment of Disgorgement, and the Commission may also request
5 | additional discovery. Brown may not, by way of defense to such
6 | petition, challenge the validity of the Consent or this Final
7 | Judgment of Disgorgement, contest the allegations in the Complaint
8 | filed by the Commission, the amount of disgorgement and interest, or
9 | assert that disgorgement or the payment of a civil penalty should
10 | not be ordered.

11 | IV.

12 | IT IS FURTHER ORDERED, ADJUDGED AND DECREED that if at any time
13 | following the entry of this Final Judgment of Disgorgement the
14 | Commission obtains information indicating that Brown's
15 | representations to the Commission regarding disgorgement for the
16 | amount he gained was fraudulent, misleading, inaccurate or
17 | incomplete in any material respect as of the time such
18 | representations were made, the Commission may, at its sole
19 | discretion and without prior notice to Brown, petition this Court to
20 | vacate any portion of the Final Judgment of Disgorgement. In
21 | connection with any such petition, the only issue shall be whether
22 | the disgorgement amount agreed to by Brown was fraudulent,
23 | misleading, inaccurate or incomplete in any material respect as of
24 | the time such representations were made. In its petition, the
25 | Commission may move this Court to consider all available remedies,
26 | including, but not limited to, ordering Brown to pay funds or
27 | assets, directing the forfeiture of any assets, or sanctions for
28 | contempt of the Final Judgment of Disgorgement, and the Commission

1 may also request additional discovery. Brown may not, by way of
2 defense to such petition, challenge the validity of the Consent or
3 this Final Judgment of Disgorgement, contest the allegations in the
4 Complaint filed by the Commission, the amount of disgorgement and
5 interest, or assert that disgorgement or the payment of a civil
6 penalty should not be ordered.

7 V.

8 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the provisions
9 of the Consent filed concurrently with the Final Judgment of
10 Disgorgement are incorporated herein with the same force and effect
11 as if fully set forth herein and that Brown shall comply with this
12 Consent.

13 VI.

14 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court
15 shall retain jurisdiction over this action for all purposes
16 including determining the liability of any remaining defendants in
17 this action, implementing and enforcing the terms of this Final
18 Judgment of Disgorgement and all other orders and decrees which have
19 been and may be entered herein, to resolve the Commission's pending
20 claims for disgorgement, prejudgment interest and civil penalties as
21 appropriate, to entertain any suitable application or motion for
22 additional relief within the jurisdiction of this Court, and to
23 grant such other relief as the Court may deem necessary and just.

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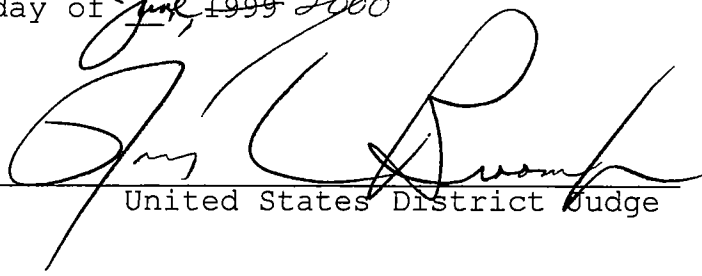
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There being no just reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Judgment forthwith.

DATED this 12 day of June, 1999 2000


United States District Judge

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