

and 240.16a-3] and aided and abetted the violations by Greater Northwest Research & Development Group, Inc. ("Greater Northwest") of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 13a-1, 13a-11, and 13a-13 thereunder [17 C.F.R. §§ 240.13a-1, 240.13a-11, and 240.13a-13], and seeking permanent injunctive relief, disgorgement of all illegal gains plus prejudgment interest, third tier civil money penalties 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)], an order prohibiting Becker from serving as an officer or director of a public company pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and the general equitable powers of the Court, and an order prohibiting Becker from participating in any offering of penny stock pursuant to Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)] and Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)] and the general equitable powers of the Court;

Defendant Becker having received a copy of the complaint, having waived service of a summons, and having failed to respond;

The Clerk of this Court having noted Becker's default; and

The Commission having filed a motion with supporting materials for entry of default judgment against Becker;

THE COURT HEREBY FINDS:

Defendant Becker received a copy of the complaint and waived service of a summons;

Becker failed to respond to the complaint within the time allowed by law;

The Clerk of this Court entered Becker's default on January 16, 2003;

The Court has jurisdiction over Defendant Becker and the subject matter hereof; and Defendant Becker realized ill-gotten gains of \$46,400 from the unlawful conduct alleged in the complaint.

THEREFORE:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant Becker, and his agents, servants, employees, attorneys, assigns, and all persons in active concert or participation with them who receive actual notice of this Default Final Judgment of Permanent Injunction and Other Relief as to Defendant Thomas W. Becker (“Final Judgment”) by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of 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 FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker, and his agents, servants, employees, attorneys, assigns, 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 Section 5 of the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
- (c) 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 the registration statement is the subject of a refusal order or stop order or (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].

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker, and his agents, servants, employees, attorneys, assigns, 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 Section 13(d) of the Exchange Act [78 U.S.C. § 78m(d)] and Rules 13d-1 and 13d-2 thereunder [17 C.F.R. 240.13d-1 and 240.13d-2] by, if directly or indirectly the beneficial owner of more than 5 percent of any class of any equity security which is registered pursuant to Section 12 of the Exchange Act or any equity security otherwise enumerated in Section 13(d)(1) of the Exchange Act, after directly or indirectly acquiring the beneficial ownership of such class, failing to send to the issuer of the security at its principal executive office, by registered or certified mail, failing to send to each exchange where the security is traded, or failing to file with the Commission, a statement containing such information as is required by Section 13(d)(1) of the Exchange Act and as the Commission has, by rules and regulations, prescribed as necessary or appropriate in the public interest or for the protection of investors within ten days of such acquisition, or failing to amend such information in accordance with the appropriate rules, regulations and forms promulgated by the Commission, or otherwise failing to comply with Section 13(d)(1) of the Exchange Act or Rule 13d-1 or 13d-2 thereunder.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker, and his agents, servants, employees, attorneys, assigns, 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 Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 promulgated thereunder [17 C.F.R. 240.16a-2 and 240.16a-3] by, if directly or indirectly the beneficial owner of more than 10 percent of any class of any equity security (other than an exempted security) which is registered pursuant to Section 12 of the Exchange Act, or a director or an officer of the issuer of such security, failing to file with the Commission (and, if such security is registered on a national securities exchange, also with the exchange) and send to the issuer, at the time of the registration of such security on a national securities exchange or by the effective date of a registration statement filed pursuant to Section 12(g) of the Exchange Act, or within ten days after he becomes such beneficial owner, director, or officer, a statement of the amount of all equity securities of such issuer of which he is the beneficial owner and such other information as the Commission may require, or if there has been a change in ownership of such securities failing to file with the Commission (and if such security is registered on a national securities exchange, also with the exchange) and send to the issuer such information when and in such form as the Exchange Act and the Commission may require, or otherwise failing to comply with Section 16(a) of the Exchange Act or Rule 16a-2 or 16a-3 thereunder.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker, and his agents, servants, employees, attorneys, assigns, 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, directly or indirectly, controlling any person who violates Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 13a-1, 13a-11 or 13a-13 promulgated thereunder [17 C.F.R. §§ 240.13a-1, 240.13a-11 and 240.13a-13] by failing to file with the Commission, in accordance with rules and regulations the Commission has prescribed, information and documents required by the Commission to keep current information and documents required in or filed with an application or registration statement filed pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], or annual, quarterly or current reports as the Commission has prescribed, unless Becker acts in good faith and does not directly or indirectly induce the act or acts constituting the violation.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker is permanently enjoined, restrained and barred from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1].

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker is permanently enjoined, restrained and prohibited from acting as a director or officer of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15

U.S.C. §78o(d)].

VIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker is liable for disgorgement of \$46,400, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$1,999.97, for a total of \$48,399.97. This amount shall be paid within ten (10) business days after entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Becker as a defendant in this action, setting forth the title and civil action number of this action and the name of this Court, and specifying that payment is made pursuant to this Final Judgment, with a copy of the cover letter and payment sent to Thomas M. Piccone, Securities and Exchange Commission, 1801 California Street, Suite 1500, Denver, Colorado 80202. By making this payment, Becker relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Becker. The Commission shall forward such funds to the U.S. Treasury.

IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Becker shall pay a civil penalty in the amount of \$ 45,000⁰⁰ 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)]. Becker shall make this payment within ten (10) business days after entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Becker as a defendant in this action, setting forth the title and civil action number of this action and the name of this Court, and specifying that payment is made pursuant to this Final Judgment, with a copy of the cover letter and payment sent to Thomas M. Piccone, Securities and Exchange Commission, 1801 California Street, Suite 1500, Denver, Colorado 80202.

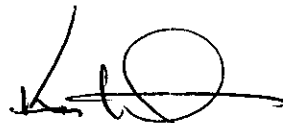
X.

IT IS 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.

XI.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: 9 April, 2003.



UNITED STATES DISTRICT JUDGE