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APR 7 - 1997
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DEPARTMENT OF FINANCE

ALAN G. LANCE
ATTORNEY GENERAL
STATE OF IDAHO

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IN THE DISTRICT COURT OF THE FOURTH JUDICIAL DISTRICT

OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF ADA

STATE OF IDAHO, Department of Finance, Plaintiff, vs. GENE R. BELL, HIGHLAND BELL CORPORATION, a Florida corporation, B.R. CABLE CORP., CASTLE KEY COMMUNICATIONS, INC., a Nevada corporation, Defendants.	Civil No. CV OC 9600473D **JUDGMENT AND PERMANENT INJUNCTION**

It appearing to the Court that the Defendants Gene R. Bell, Highland Bell Corporation, and Castle Key Communications, Inc. (Defendants), in their Stipulation for Judgment and Permanent Injunction filed with the Court, have admitted the jurisdiction of this Court over the subject matter of this proceeding and over the parties hereto, and that the Verified Complaint states a cause of action for injunctive relief under the Idaho Securities Act, and have admitted that

they violated the Idaho Securities Act, as alleged in the complaint, and have agreed and consented to the entry of judgment granting a permanent injunction against them, and have waived the necessity of findings of fact and conclusions of law with respect thereto, and the Court being fully advised in the premises:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. The Defendants have violated the Idaho Securities Act as alleged in the complaint.

2. The Defendants are permanently enjoined from engaging in any acts, practices or omissions which would constitute violations of the Idaho Securities Act, and in particular, are permanently enjoined from:

A. Selling or offering for sale securities in any form in the State of Idaho until such time as such securities have been registered with the Idaho Department of Finance, in accordance with Title 30, Chapter 14, Idaho Code;

B. Transacting securities business in the State of Idaho until such time as Defendants have become registered as a broker-dealer, or salesman for a broker-dealer or issuer, with the Idaho Department of Finance, in accordance with Title 30, Chapter 14, Idaho Code;

C. While engaged in or in connection with the offer, sale, or purchase of any security:

(1) Employing any device, scheme or artifice to defraud,

(2) Making any untrue statement of material fact, or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, or

(3) Engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

D. Aiding, abetting, counseling, inducing or causing any other person to engage in any

of the types of conduct described in paragraphs A, B, and C above.

3. The Defendants are prohibited from claiming the availability of, using, or offering to sell securities under, any exemptions under the Idaho Securities Act without receiving the prior written consent of the Director.

4. This Judgment and Permanent Injunction shall serve as a final resolution of all issues presented in Plaintiff's complaint as to Defendants Gene R. Bell, Highland Bell Corporation, and Castle Key Communications, Inc.

DATED this 4th day of April, 1997.

/S/ D. DUFF McKEE

D. DUFF McKEE
District Judge

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OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF ADA

STATE OF IDAHO, Department of Finance, Plaintiff, vs. GENE R. BELL, HIGHLAND BELL CORPORATION, a Florida corporation, B.R. CABLE CORP., CASTLE KEY COMMUNICATIONS, INC., a Nevada corporation, Defendants.	Civil No. CV OC 9600473D **STIPULATION FOR JUDGMENT AND PERMANENT INJUNCTION**

COMES NOW the Plaintiff, by and through counsel, and Defendants Gene R. Bell, Highland Bell Corporation, and Castle Key Communications, Inc. (Defendants), in order to avoid prolonged litigation, to stipulate and agree as follows:

1. The Defendants enter their appearance in this action and submit themselves to the jurisdiction of the above entitled Court.

2. The Plaintiff has authority to bring this action; this Court has jurisdiction over the subject matter of this action and over the parties hereto; and, the Verified Complaint on file herein states a cause of action for injunctive relief against the Defendants.

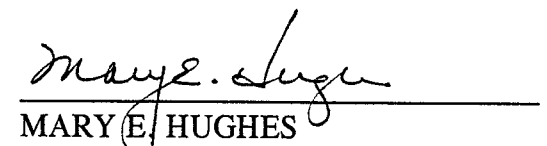
3. The Defendants admit that they violated the Idaho Securities Act as alleged in the Verified Complaint herein.

4. The Defendants agree that the Judgment and Permanent Injunction attached hereto may be entered against them and they hereby consent to the entry thereof.

5. Said Judgment and Permanent Injunction shall constitute a final resolution of all issues presented in Plaintiff's Verified Complaint as to the Defendants Gene R. Bell, Highland Bell Corporation, and Castle Key Communicaitons, Inc., and may be presented to the Court immediately or at any time convenient to the Court, without the necessity of findings of fact or conclusions of law or further pleadings or proceedings in this matter.

6. All stipulating parties shall bear their own attorney's fees and costs of litigation.

DONE this 2nd day of ~~March~~ April, 1997.



MARY E. HUGHES
Counsel for Plaintiff

HIGHLAND BELL CORPORATION

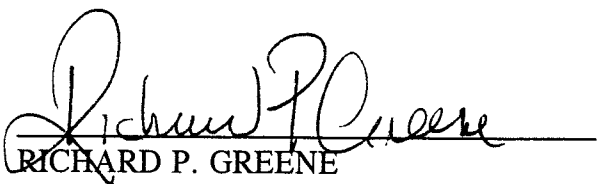
By: _____

Title: _____

CASTLE KEY COMMUNICATIONS, INC.

By: _____

Title: _____



RICHARD P. GREENE
Counsel for Defendants