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LAWRENCE G. WASDEN
ATTORNEY GENERAL
STATE OF IDAHO

JAN 16 2007

J. DAVID NAVARRO, Clerk
BY *[Signature]*
DEPUTY

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ATTORNEYS FOR THE STATE OF IDAHO

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, SECURITIES BUREAU,

Plaintiff,

vs.

PHILIP GARDNER and SEASCAPE
MANAGEMENT CO., LLC,

Defendants.

)
) Case No. CV-OC-0509845
)
) **CONSENT JUDGMENT AND**
) **PERMANENT INJUNCTION**
)
)
)
)
)
)

Defendants Philip Gardner and Seascope Management Co., LLC ("Defendants") and the Department of Finance, State of Idaho, Securities Bureau (Department), having agreed to resolve all allegations set forth in the Verified Complaint filed in the above-captioned matter by the Stipulation on file herein.

NOW, THEREFORE, PURSUANT TO THE AFOREMENTIONED STIPULATION, THE COURT HEREBY ADJUDGES, ORDERS, AND DECREES as follows:

///

Defendants are permanently enjoined from engaging in any acts, practices, courses of business, omissions and misrepresentations that would constitute violations of the Idaho Securities Act or the Uniform Securities Act (2004), and in particular, Defendants are permanently enjoined from:

- A. Selling or offering for sale nonexempt securities in any form in the state of Idaho until such time as the securities have been registered with the Idaho Department of Finance in accordance with the Uniform Securities Act (2004);
- B. Selling or offering for sale nonexempt securities in any form in the state of Idaho until such time as Defendants have registered with the Department as broker-dealers or representatives for a broker-dealer or issuer, in accordance with the Uniform Securities Act (2004);
- C. While engaged in or in connection with the offer, sale or purchase of any security in the state of Idaho:
 1. Employing any device, scheme, or artifice to defraud any investors or prospective investors;
 2. Making any untrue statement of a material fact or omitting to state a material fact necessary in order to make statements made, in light of the circumstances under which they were made, not misleading;
 3. Engaging in any act, practice or course of business which operates, or would operate, as a fraud or deceit upon any person;
 4. Aiding, abetting, counseling, inducing or causing any other person to engage in any of the types of conduct described in paragraphs C(1), C(2), or C(3) above.

Defendants are further prohibited from claiming the availability of, using, or offering or selling securities under any exemptions under the Uniform Securities Act (2004) in Idaho without receiving the prior written permission or confirmation from the Director of the Idaho Department of Finance.

The sum of the twenty-three thousand dollars (\$23,000) has been paid by the Defendants.

The parties agree to bear their own attorney fees and costs in this action.

///

DATED this 16th day of January, ~~2006~~ 2007, JM

Merrill
District Judge

❖
CLERK'S CERTIFICATE OF SERVICE

I hereby certify that on the 10th day of JAN, 2007, I caused to be served a true and correct copy of the foregoing by the method indicated below, and addressed to the following:

Barbara Beehner-Kane
Deputy Attorney General
Idaho Attorney General's Office
P.O. Box 83720
Boise, ID 83720-0010

XX

HAND DELIVER
U.S. Mail
Overnight Mail
Telecopy (Fax)
Certified Mail
Electronic Mail

Tyler Anderson
Moffatt Thomas Barrett Rock
& Fields, Chtd.
P.O. Box 829
Boise, ID 83701-0829

XX

HAND DELIVER
U.S. Mail
Overnight Mail
Telecopy (Fax)
Certified Mail
Electronic Mail

DAVID J. NAVARRO
Clerk of the Court

Melanie Anderson
Deputy Clerk