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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,)	Case No. CV-OC-0509845
)	
Plaintiff,)	
vs.)	STIPULATION FOR ENTRY
)	OF CONSENT JUDGMENT
PHILIP GARDNER and SEASCAPE)	
MANAGEMENT CO., LLC,)	
)	
Defendants.)	

The Department of Finance, State of Idaho, Securities Bureau (Department) and Defendants Philip Gardner and Seascope Management Co., LLC ("Defendants") have agreed to resolve all matters relating to the above captioned action, pursuant to the following Stipulation. The Department and Defendants stipulate and agree to the following terms and conditions:

- 1) Defendants neither admit nor deny that they violated Idaho Code §§ 30-1406 and 30-1403(2) of the Idaho Securities Act;
- 2) Defendants agree to pay the amount of \$23,000 with a lump sum payment due on or before November 15th, 2006.

3) This amount shall be distributed pro rata among investors W.C., S.C., M.C., C.F. and H.F., E.F., N.F. and B.F., A.K. and K.K., R.K., T.K., T.J.K., M.L. and V.L., K.L., K.N., and D.N., and M.W.

4) Pursuant to Idaho Code § 30-1442(3) and in view of the foregoing, Defendants consent to the Court entering against them the injunction sought by the Plaintiff in paragraphs (2), (3) and (4) of the Prayer for Relief of the Verified Complaint filed herein;

5) Furthermore, Defendants consent to the Court entering against them a Consent Judgment in the amount of twenty-three thousand dollars (\$23,000).

6) Upon receipt and processing of all sums due and owing under this Stipulation, a Satisfaction of Monetary Judgment will be filed by the Department.

7) The Department agrees to forgo any claim for costs, attorney fees, and reimbursement for investigative efforts in this action pursuant to Idaho Code § 30-1442(3)(c), and also agrees to forgo any additional penalties against Defendants related to this action. Defendants agree to bear their own attorney feed and costs in this action.

DATED this 10th day of NOVEMBER, 2006.

Philip Gardner
PHILIP GARDNER
Defendant

SEASCAPE MANAGEMENT CO., LLC
By: *Mary B. Gardner*
Title: *Managing Director*

DATED this 27th day of November, 2006.

Marilyn Chastain
Chief, Securities Bureau
Department of Finance, State of Idaho