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APR 7 - 1997

J. DAVID NAVARRO, Clerk
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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

**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.

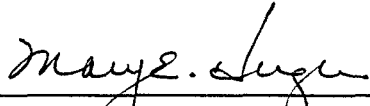
3. The Defendants admit that they violated the Idaho Securities Act as alleged in the Verified Complaint herein.

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 ^{April} day of ~~March~~, 1997.



MARY E. HUGHES
Counsel for Plaintiff

HIGHLAND BELL CORPORATION

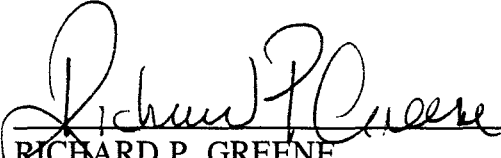
By: _____

Title: _____

CASTLE KEY COMMUNICATIONS, INC.

By: _____

Title: _____



RICHARD P. GREENE
Counsel for Defendants