

RECEIVED FEB 20 2001

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**IN THE DISTRICT COURT OF THE SEVENTH JUDICIAL DISTRICT  
OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF BONNEVILLE**

STATE OF IDAHO, Department	)	
of Finance,	)	
	)	Civil No. CV00-1592
Plaintiff,	)	
	)	<b>STIPULATION FOR</b>
vs.	)	<b>JUDGMENT AND</b>
	)	<b>PERMANENT INJUNCTION</b>
SYSTEMS INTEGRATION CORPORATION,	)	
an Idaho corporation; U.S. SILICON	)	
CORPORATION, an Idaho corporation;	)	
ESTATE OF WARREN W. MADSEN,	)	
DECEASED; ROBERT C. WAGNER;	)	
JANICE MADSEN, and GORDON W.	)	
JENKINS,	)	
	)	
Defendants.	)	

COMES NOW the Plaintiff, by and through counsel, and Defendant Robert C. Wagner,  
by and through counsel, in order to avoid prolonged litigation, to stipulate and agree as follows:

1. The Complaint on file herein states a cause of action for injunctive relief against the Defendant Robert C. Wagner.
2. Defendant Robert C. Wagner admits the violations alleged in the Complaint.
3. Defendant Robert C. Wagner agrees that the Judgment and Permanent Injunction attached hereto as "Exhibit A" may be entered against him, and he hereby consents to the entry thereof.
4. Said Judgment and Permanent Injunction shall constitute a final resolution of all issues presented in Plaintiff's Complaint as to Defendant Robert C. Wagner, 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.
5. All stipulating parties shall bear their own attorney's fees and costs of litigation.

3/21/01  
Date

Michael Larsen  
Michael Larsen  
Deputy Attorney General  
Counsel for Plaintiff  
State of Idaho, Department of Finance

Mar. 8, 2001  
Date

Robert C. Wagner  
Robert C. Wagner

3/8/01  
Date

James D. Holman  
James D. Holman  
Counsel for Defendant Robert C. Wagner

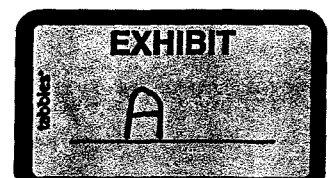
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	)	Civil No. CV00-1592
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	)	<b>JUDGMENT AND</b>
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an Idaho corporation; U.S. SILICON	)	
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JANICE MADSEN, and GORDON W.	)	
JENKINS,	)	
	)	
Defendants.	)	
_____	)	

It appearing to the Court that Defendant Robert C. Wagner in the Stipulation for Judgment and Permanent Injunction filed with the Court, has admitted that the Complaint states a



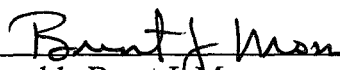
cause of action for injunctive relief under the Idaho Securities Act, and further that Defendant Robert C. Wagner admits that he violated the Idaho Securities Act as set forth in the Stipulation for Judgment and Permanent Injunction, and has agreed and consented to the entry of judgment granting a permanent injunction against him, and has 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. Defendant Robert C. Wagner is permanently enjoined from engaging in any acts, practices or omissions which would constitute violations of the Idaho Securities Act, and in particular, is permanently enjoined from:
  - A. Selling or offering for sale nonexempt 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 Defendant Robert C. Wagner has 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, and

- (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.
2. Defendant Robert C. Wagner is 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.
3. This Judgment and Permanent Injunction shall serve as a final resolution of all issues presented in Plaintiff's Complaint as to Defendant Robert C. Wagner.

DATED this 26 day of March, 2001.

  
\_\_\_\_\_  
Honorable Brent J. Moss  
District Judge