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FEB 10 1997

DEPARTMENT OF FINANCE

FILED
FEB 13 1997
LARRY VL GHAZI
CLERK OF DISTRICT COURT
BANNOCK COUNTY, IDAHO

ALAN G. LANCE
ATTORNEY GENERAL
STATE OF IDAHO

MARY E. HUGHES
Deputy Attorney General
State of Idaho
Department of Finance
PO Box 83720
Boise ID 83720-0031
Telephone: (208) 332-8000
Facsimile: (208) 332-8098

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FEB 11 1997
BY:

IN THE DISTRICT COURT OF THE SIXTH JUDICIAL DISTRICT

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

STATE OF IDAHO, Department)
Of Finance,)
)
Plaintiff,)
)
vs.)
)
Z3 CAPITAL CORPORATION,)
STELLA BELLA CORPORATION, and)
VENABLE DANCE, an individual,)
)
Defendants.)
)

Civil No. CV OC 96-00788B

STIPULATION FOR JUDGMENT
AND PERMANENT INJUNCTION

COMES NOW the Plaintiff, by and through counsel, and Defendant Z3 Capital Corporation (Defendant), in order to avoid prolonged litigation, to stipulate and agree as follows:

1. The Defendant enters its appearance in this action and submits itself to the jurisdiction of the above entitled Court.

STIPULATION FOR JUDGMENT AND PERMANENT INJUNCTION - 1

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 complaint on file herein states a cause of action for injunctive relief against the Defendant.

3. The Defendant admits that it violated the Idaho Securities Act as alleged in the complaint herein. The Defendant contends that it committed the violations inadvertently.

4. The Defendant agrees that the Judgment and Permanent Injunction attached hereto may be entered against it and it hereby consents to the entry thereof.

5. Said Judgment and Permanent Injunction shall constitute a final resolution of all issues presented in Plaintiff's complaint as to the Defendant, 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 29 day of January, 1997.

Mary E. Hughes
MARY E. HUGHES
Deputy Attorney General
Counsel for Plaintiff

Z3 CAPITAL CORPORATION

By: Steven Zubkis

Stephen J. Gledhill
STEPHEN J. GLEDHILL
Counsel for Z3 Capital Corp.

STIPULATION FOR JUDGMENT AND PERMANENT INJUNCTION - 2

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JAN 31 1997

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OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF BANNOCK**

STATE OF IDAHO, Department)
Of Finance,)
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Plaintiff,)
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VENABLE DANCE, an individual,)
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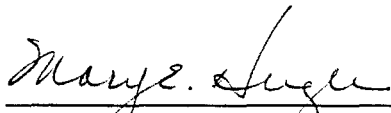
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DONE this 29 day of January, 1997.



MARY E. HUGHES
Deputy Attorney General
Counsel for Plaintiff

Z3 CAPITAL CORPORATION

By:  Steven Zubkis



STEPHEN J. GLEDHILL
Counsel for Z3 Capital Corp.