

UNITED STATES DISTRICT COURT
For The
WESTERN DISTRICT OF TENNESSEE

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

AUSTRIA TRUST, LTD.,
BOBBY LEE RODGERS, and
GLEN MOYER
Defendants.

and

City (U.K.) Ltd.
Relief Defendant.

CIVIL ACTION NO. 98-2370-GV

CONSENT TO FINAL JUDGMENT
AS TO RELIEF DEFENDANT
City(U.K.), Ltd.

FILED IN OPEN COURT:

DATE: 11-4-98

TIME: 9:45 a.m.

INITIALS: CF

1. Relief defendant City (U.K.) Ltd. ("CityUK"), submits to the in personam jurisdiction of this Court over it, admits the jurisdiction of this Court over the subject matter of this action, waives the entry of findings of fact and conclusions of law pursuant to Rules 52 and 65 of the Federal Rules of Civil Procedure, and hereby consents to the entry of a Final Judgment ("Order") without further notice in the form annexed hereto and incorporated by reference herein.

2. Relief defendant CityUK, without admitting or denying any of the allegations of the Commission's Complaint, except as to jurisdiction which it admits, consents to the entry of the order attached as Exhibit A which requires CityUK to pay \$1,667,000 into the registry of the Court.

This document entered on docket sheet in compliance with Rule 58 and/or
79 (a) FRCP on 11-6-98

20

3. Relief defendant CityUK enters into this Consent voluntarily and acknowledges that no promise or threat of any kind whatsoever has been made by Plaintiff Securities and Exchange Commission or any member, officer, agent or representative thereof to induce it to enter into this stipulation and consent.

4. Relief defendant CityUK waives any right it may have to appeal from the entry of the Order and waives any claim to the funds to be paid into the Court registry.

5. Relief defendant CityUK agrees that the Order may be presented by the Commission to the Court for signature without further notice.

6. Relief defendant CityUK agrees that this Consent shall be incorporated into the Order with the same force and effect as if fully set forth therein.

7. Relief defendant CityUK agrees that it will not oppose the enforcement of the Order on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and CityUK hereby waives any objection it may have based thereon.

8. Relief defendant CityUK hereby understands that the Plaintiff, at its sole and exclusive discretion, may refer this matter or any information or evidence gathered in connection therewith, or derived therefrom, to any person or entity, public or private, having criminal, civil or administrative jurisdiction for action thereby.

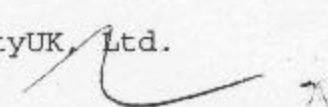
9. Relief defendant CityUK further states that it understands that the Plaintiff cannot and does not confer upon it, or upon any

other person or entity, immunity from any criminal proceeding for any actions related to or arising from this or any other matter.

10. Relief defendant CityUK understands that it is the Commission's policy, as set forth in 17 C.F.R. §202.5(e), not to permit a defendant to consent to a judgment or order that imposes a sanction while denying any of the allegations in the Complaint. Relief defendant CityUK further understands that the Commission's acceptance of the settlement in this matter is based upon compliance with this policy by Relief defendant CityUK, except in the course of defending itself in legal proceedings in which the Commission is not a party, and the parties agree that by entering into this settlement, CityUK is not admitting any of the allegations of the complaint, except as to jurisdiction.

Executed this 2nd day of August, 1998.

CityUK, Ltd.


By: CHRISTOPHER JAMES HASBANI

County of Lincoln

On this 7th day of August, 1998, before me personally appeared C. Hubbard, known to me to be the person who executed the foregoing Stipulation and Consent on behalf of CityUK, Ltd. and he acknowledged to me that he executed the same.

R. Joyce
NOTARY PUBLIC
SOLICITOR / COMMISSIONER TORONTO

DATED: 7th August, 1998.

MY COMMISSION EXPIRES: _____

**ROSEMARY JOYCE
A SOLICITOR EMPOWERED
TO ADMINISTER OATHS**