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UNITED STATES DISTRICT COURT
DISTRICT OF OREGON

SECURITIES AND EXCHANGE COMMISSION,)	Civil Action
)	No. CV 01-1283 PA
Plaintiff,)	
)	
v.)	[REVISED PROPOSED] FINAL
)	JUDGMENT OF PERMANENT
ALPHA TELCOM, INC., an Oregon)	INJUNCTION AND OTHER
Corporation; AMERICAN)	RELIEF AGAINST DEFENDANT
TELECOMMUNICATIONS COMPANY, INC., a)	PAUL S. RUBERA
Nevada Corporation; STRATEGIC)	
PARTNERSHIP ALLIANCE, LLC, a Nevada)	
Limited Liability Company; SEA)	
MARKETING, LLC, a Nevada Limited)	
Liability Company; PAUL S. RUBERA;)	
ROBERT A. MCDONALD; ROSS S.)	
RAMBACH; and MARK E. KENNISON,)	
)	
Defendants.)	
)	
)	
)	
)	

This action having been tried before the Court, and the Court having entered findings of fact and conclusions of law pursuant to Fed. R. Civ. P. 52(a):

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Rubera and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell, to offer to sell or to offer to buy any security, or carrying or causing to be carried through the mails or in interstate commerce, by any means of transportation, any security for the purpose of sale or for delivery after sale, unless a registration statement is in effect as to such security, in violation of Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77(e)(a) & 77(e)(c).

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Judgment is entered in favor of Defendant Rubera as to the Second and Third Claims for Relief contained in the Complaint, for violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), and Section 10(b) of the Securities Exchange Act of 1934, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, within

five days of the entry of this Final Judgment, Defendant Rubera shall pay disgorgement of \$3,750,707.56, plus prejudgment interest thereon, in the amount of \$416,976.97, for a total of \$4,167,684.63. This disgorgement shall be paid to the Receiver in this action, Thomas F. Lennon, by cashier's check, certified check or postal money order. Defendant Rubera shall also forthwith execute all documents necessary to completely transfer his interest in any shares of stock of Defendant Alpha Tel.com, Inc. ("Alpha") to the Receiver, regardless of whether such interest is a partial, beneficial or full legal ownership interest, and shall forthwith deliver all such Alpha shares to the Receiver.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, except as otherwise ordered by this Court, Defendant Rubera and his agents, servants, employees, attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are restrained and enjoined from, directly or indirectly: destroying, mutilating, concealing, transferring, altering, or otherwise disposing of, in any manner, any documents, which includes all books, records, computer programs, computer files, computer printouts, correspondence, memoranda, brochures, or any other documents of any kind in their possession, custody or control, however created, produced, or stored (manually,

mechanically, electronically, or otherwise), pertaining in any manner to Defendants Alpha, American Telecommunications Company, Inc. ("ATC"), Strategic Partnership Alliance, LLC ("SPA") or SPA Marketing, LLC ("SPA Marketing") or any of their subsidiaries or affiliates.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Rubera shall forthwith give access to and control to the Receiver of any assets, books, records, securities, or other property of Alpha, ATC, SPA and SPA Marketing and their subsidiaries and affiliates, which are in his possession, custody or control.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Rubera and his agents, servants, employees and attorneys, shall cooperate with and assist the Receiver appointed in this case and shall take no action, directly or indirectly, to hinder, obstruct, or otherwise interfere with the Receiver or his attorneys, accountants, employees or agents, in the conduct of his duties or to interfere in any manner, directly or indirectly, with the custody, possession, management, or control by the Receiver of the funds, assets, collateral, premises, and choses in action belonging to, being managed by or in the possession of or control of Alpha, ATC, SPA and SPA Marketing, and any of their subsidiaries and affiliates.

*

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that paragraph IV of the Court's February 8, 2002, Final Judgment Of Permanent Injunction And Other Relief Against Defendant Alpha Telecom, Inc. remains in full force and effect until further order of this Court.

VIII.


IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this action for all purposes, including to implement and enforce the terms of this Final Judgment and other orders and decrees which have been or may be entered, and to grant such other relief as this Court may deem necessary and just.

* * * * *

There being no just reason for delay, the Clerk of the Court is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment.

DATED:

3/1/02


HONORABLE OWEN M. FANNER
UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I, Magnolia M. Marcelo, am over the age of eighteen years, am not a party to this action, and am a citizen of the United States. My business address is 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California, 90036. On February 25, 2002, I caused to be served the [REVISED] PROPOSED] FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST DEFENDANT PAUL S. RUBERA by causing to be mailed true and correct copies thereof in sealed envelopes, postage prepaid, addressed to:

Robert C. Weaver Jr., Esq. (also served by facsimile)
Garvey, Schubert & Baker
121 SW Morrison, 11th Floor
Portland, OR 97204-3141
Attorneys for Defendant Paul S. Rubera

Thomas F. Lennon
7777 Alvarado Road, Suite 712
La Mesa, CA 91941
**Receiver for Defendants Alpha Telecom, Inc., American
Telecommunications Company, Inc., Strategic Partnership
Alliance, LLC, and SPA Marketing, LLC**

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Attorneys for the Receiver

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 25, 2002

Magalis M. Marcelo
Magalis M. Marcelo