

STATE OF VERMONT

SUPERIOR COURT
Washington Unit

CIVIL DIVISION
Docket No. 881-11-09

2010 APR 20
Stipulated.

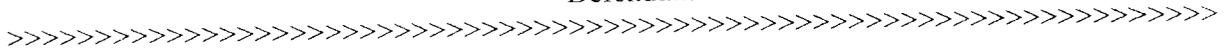
STATE OF VERMONT DEPARTMENT
OF FINANCIAL REGULATION

Plaintiff

v.

MALCOLM H. PARKER

Defendant



STIPULATED SETTLEMENT AGREEMENT AND CONSENT ORDER

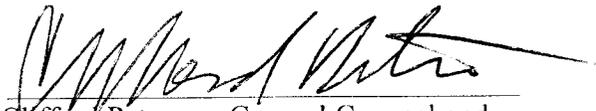
The parties in this matter stipulate and agree:

1. Final Judgment may be entered in the form annexed as Exhibit 1 on behalf of Plaintiff against Defendant on all counts set forth in Plaintiff's Amended Complaint dated April 21, 2010.
2. The restraining order and asset freeze entered in this matter on November 18, 2009 and amended on December 3, 2009 are vacated upon entry of a final Judgment in the form annexed as Exhibit 1.
3. Defendant is permanently enjoined from offering to sell and from selling registered or unregistered securities.
4. Each party shall bear its own costs and expenses in this action.
5. Upon entry of a final Judgment in the form annexed as Exhibit 1 Defendant waives any right he may have to judicial review or relief by any court by way of suit, appeal, or extraordinary remedy with respect to the terms of this Stipulated Settlement Agreement.

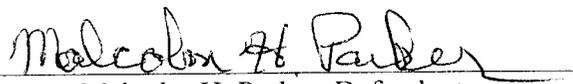
6. Defendant acknowledges and agrees that this Stipulated Settlement Agreement is entered into freely and voluntarily and that he has had advice of counsel as to this Stipulated Settlement Agreement and that, except as set forth herein, no promise was made to induce Defendant to enter into it and that this agreement represents the entire agreement of the parties as to the subject matter of the above-captioned action.

Vermont Department of Financial Regulation

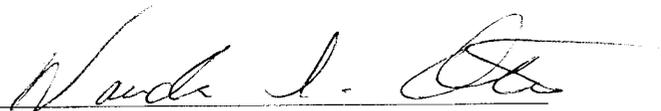
Dated: 7/20/12

By: 
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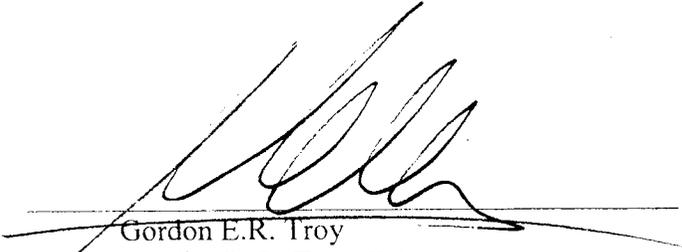
Dated: 7/13/12


Malcolm H. Parker, Defendant

Dated: 7/17/12


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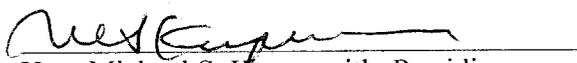
Dated: 7-13-12



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Counsel for Malcolm H. Parker

SO ORDERED.

Dated: 7/25/12



Hon. Michael S. Kupersmith, Presiding