

BEFORE THE SECURITIES COMMISSIONER
OF THE STATE OF DELAWARE

IN THE MATTER OF:)	
)	
PARAGON CAPITAL CORP.,)	
JOHN C. EVANS, and)	
CHARLES M. McINNIS,)	Case No. 91-06-06
)	
Respondents.)	

AGREEMENT

THIS AGREEMENT is entered into this 10th day of February, 1992 between Paragon Capital Corporation ("Paragon"), John C. Evans ("Evans"), Charles M. McInnis ("McInnis") (collectively, the "Respondents") and the Securities Division of the Delaware Department of Justice (the "Division").

WHEREAS, this proceeding was commenced on February 3, 1992 by the issuance of a Notice of Intent To Suspend or Revoke Broker-Dealer Registration (the "Notice"), and

WHEREAS, without conceding the validity or invalidity of any of the charges and claims made in the Notice, the parties hereto nonetheless desire to settle and put to rest all issues arising out of the Notice and the matters alleged therein, and are entering into this Agreement for that purpose,

The parties agree:

1. Paragon agrees to pay the sum of \$1,121.49 in full settlement of this matter, which sum represents \$121.49 in restitution for a Delaware resident, _____, and a \$1,000 contribution to the Investor Protection Fund. Paragon will pay this amount by two checks, one made out to the Department of Justice for \$1,000, the other made out to _____, which must be

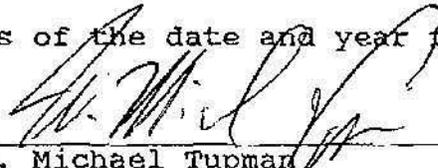
received by the Division simultaneously with an executed copy of the settlement agreement by Paragon. The Division in turn will provide check to him directly..

2. The Division agrees not to prosecute the charges set forth in the Notice against the Respondents, so long as there is no material breach of this Agreement by the Respondents.

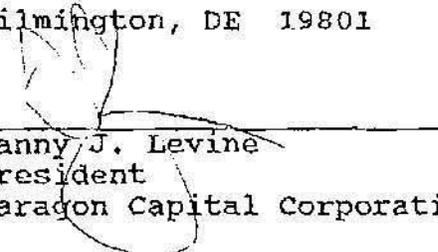
3. The Securities Commissioner will vacate his Order dated February 4, 1992 setting a hearing on the Notice.

4. Paragon will undertake the necessary compliance measures to make certain that none of its registered representatives or employees offers or sells securities to a Delaware resident, or otherwise transacts securities business within the State, unless he or she is duly registered to do so under Section 7313 of the Delaware Securities Act.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year first above written.



W. Michael Tupman
Deputy Attorney General
Securities Division
Department of Justice
820 N. French Street
Wilmington, DE 19801



Danny J. Levine
President
Paragon Capital Corporation

Richard W. Hubbard
Securities Commissioner