

STATE OF ALASKA)	
Department of Commerce and Economic Development)	
Division of Banking, Securities and Corporations,)	
)	No. 96-03S
Complainant,)	
)	CONSENT AGREEMENT
-v-)	
A.S. GOLDMEN & COMPANY)	
45 Broadway Atrium)	
New York, NY 10006-3007,)	
)	
Respondent.)	

Respondent A.S. Goldmen & Company (the "Company") submits the within Consent Agreement to the Alaska Division of Securities (the "Division") with respect to a matter that is presently the subject of an inquiry, but not a formal proceeding, by the Division concerning an alleged improper solicitation call made to a resident of the State of Alaska on or about the last week of September 1995, in which a purchase of the common stock of Sports Media, Inc. (NASDAQ Small Cap, symbol: SPTS) purportedly was proposed.

This Offer is submitted to resolve this matter and upon the understanding and condition that the Division shall not institute or entertain any proceeding in respect to the Company or any associated person based on the Division's inquiry.

The Company, without admitting or denying any alleged violation of securities rules or regulations of the State of Alaska, will consent to a disposition of the matter under inquiry in the following manner:

(i) The Company consents to the imposition by the Division of an administrative surcharge of \$500, to defray costs incurred by the Division in the within inquiry; and

(ii) The Company has taken the following steps to ensure that no solicitation is made to any Alaska resident by any person not currently registered with the State as a securities sales representative, and that no solicitation is made to any Alaska resident to engage in any securities transaction where the security is not registered with the State or exempt from registration under applicable law:

(a) the Company has directed its Registration Department to provide to each registered representative and manager in each of its offices a current printout of

each individual's registration status in each state on a weekly basis;

(b) the Company has directed its managers in each of its offices to review, on at least a weekly basis, the registration status for each representative under the managers' supervision and to institute a review of lead lists used by each representative to determine that no representative has among his/her lead list names of prospective customers residing in any state in which the representative is not currently registered;

(c) the Company has directed its Trading Department to provide to each registered representative and manager in each of its offices, on at least a weekly basis, a current printout of the Blue Sky status of each security in which the Company makes a market and each security that is identified by a manager as one in which transactions are currently being solicited by registered representatives under the managers' supervision; and

(d) the Company has directed its managers in each of its offices to ensure that a current Blue Sky list is available to each of the registered representative under the managers' supervision and to review with each representative, on a continuous basis, the states in which the representative is soliciting sales of any security.

Provided the foregoing terms and conditions are acceptable to the Division, please indicate your agreement thereto by executing below.

Respectfully submitted,

A.S. Goldmen & Company

By /s/ Foster J. Gibbons
Foster J. Gibbons
General Counsel

Accepted this, 19th day of October 1995 at Juneau, Alaska.
Witness my hand and the seal of the department:

/s/ Willis F. Kirkpatrick
Willis F. Kirkpatrick
Administrator of Securities

A. S. GOLDMEN & COMPANY

INVESTMENT BANKING
45 BROADWAY ATRIUM
NEW YORK, NEW YORK 10006-3007
(212) 742-8500
(800) 678-4550

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DIVISION OF BANKING
October 16, 1995

BY FEDERAL EXPRESS

Mr. Lawrence Carroll
Division of Securities and Banking - State of Alaska
333 Willoughby
State Office Building, 9th Floor
Juneau, AK 99811

Re: Inquiry/ A.S. Goldmen & Company

Dear Mr. Carroll:

In connection with the above-referenced matter and further to my letter to you dated October 5, 1995, and your memorandum in response dated October 12, 1995, enclosed please find three executed originals of a Consent Agreement incorporating terms on which we have agreed in the form that you requested. Please return one original of the Agreement to me at the address indicated above, bearing the Administrator of Securities' signature indicating acceptance of the terms. Also enclosed is a check in the amount of \$500, payable to the Division of Banking, Securities and Corporations, to defray the Division's costs in connection with its inquiry, as agreed by the Company.

I appreciate the courtesies you have extended to my office in this matter. Should you have any questions concerning the foregoing or the accompanying Consent Agreement, please feel free to call me at 212/ 804-2408.

Very truly yours

s/s Foster J. Gibbons
Foster J. Gibbons

Enclosures

cc (w/o encl.): Stuart Winkler

*Securities
Fines 96-035*

FEES REQUIRED	\$ 500.00
FEES RECEIVED	500.00
DATE	576
TIME	10-17-95
REP. NO.	<i>[Signature]</i>