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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

SECURITIES AND EXCHANGE COMMISSION,  
Plaintiff,  
v.  
SHOLEH A. HAMEDANI,  
Defendant.

Case No. C-06-6003-CW

**AMENDED** FINAL JUDGMENT AS TO  
DEFENDANT SHOLEH A. HAMEDANI

**AMENDED FINAL JUDGMENT AS TO DEFENDANT SHOLEH A. HAMEDANI**

The Court having entered its Permanent Injunction And Order Bifurcating Proceedings, As Modified, as to Defendant Sholeh A. Hamedani on March 28, 2008 (“Permanent Injunction”), and its Order Determining Remedies for Defendants’ Violations of the Securities Laws on October 3, 2008:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 21(d)(2) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78u(d)(2)], Defendant is prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

## II.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is  
3 permanently barred from participating in an offering of penny stock, including engaging in activities  
4 with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce  
5 the purchase or sale of any penny stock. A penny stock is any equity security that has a price of less  
6 than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1].

## III.

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8 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is  
9 liable jointly and severally with Defendant Nasser V. Hamedani for disgorgement of \$3,552,700  
10 representing profits gained as a result of the conduct alleged in the Complaint, together with  
11 prejudgment interest thereon in the amount of \$496,770. Defendant is also liable for a civil penalty  
12 in the amount of \$100,000 pursuant to 15 U.S.C. § 78u(d)(3)(A). Defendant is liable for a total of  
13 \$4,149,470. Defendant shall satisfy this obligation by paying \$4,149,470 within ten (10) business  
14 days after entry of this Final Judgment by certified check, bank cashier's check, or United States  
15 postal money order payable to the Clerk of this Court, together with a cover letter identifying Sholeh  
16 A. Hamedani as a defendant in this action; setting forth the title and civil action number of this action  
17 and the name of this Court; and specifying that payment is made pursuant to this Final Judgment.  
18 Defendant shall simultaneously transmit photocopies of such payment and letter to the Securities and  
19 Exchange Commission's counsel in this action. Defendant shall also pay post-judgment interest on  
20 any delinquent amounts pursuant to 28 U.S.C. § 1961.

21 The Clerk shall deposit the funds into an interest bearing account with the Court Registry  
22 Investment System ("CRIS") or any other type of interest bearing account that is utilized by the  
23 Court. These funds, together with any interest and income earned thereon (collectively, the "Fund"),  
24 shall be held in the interest bearing account until further order of the Court. In accordance with 28  
25 U.S.C. § 1914 and the guidelines set by the Director of the Administrative Office of the United States  
26 Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on  
27 the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall  
28 not exceed that authorized by the Judicial Conference of the United States.

1 The Commission may by motion propose a plan to distribute the Fund subject to the Court's  
2 approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund  
3 provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such  
4 Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this  
5 Judgment shall be treated as penalties paid to the government for all purposes, including all tax  
6 purposes.

7 IV.

8 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall  
9 disgorge all shares of The Children's Internet, Inc. ("TCI") owned or controlled by her through  
10 Shadrack Films, Inc. by depositing all such shares into a brokerage or escrow account as determined  
11 by TCI's Board of Directors. Defendant shall satisfy this obligation by depositing all such shares  
12 within ten (10) business days after notification by TCI's Board of Directors that the brokerage or  
13 escrow account is ready to receive the shares. Within three (3) business days after such deposit,  
14 Defendant shall notify this Court by letter identifying Sholeh A. Hamedani as a defendant in this  
15 action; setting forth the title and civil action number of this action and the name of this Court; and  
16 specifying that the deposit of shares was made pursuant to this Final Judgment. Defendant shall  
17 simultaneously transmit photocopies of such letter to the Commission's counsel in this action.

18 V.

19 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain  
20 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment, and the  
21 previously entered Permanent Injunction.

22 VI.

23 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil  
24 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

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26 Dated: October 30, 2008



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CLAUDIA WILKEN  
UNITED STATES DISTRICT JUDGE

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