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IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION
U.S. DISTRICT COURT
August 2004

SECURITIES AND EXCHANGE
COMMISSION

Plaintiff,

vs.

AUTOCORP EQUITIES, INC., MICHAEL
CARNICLE, ROBERT CORD BEATTY,
HILLEL SHER, AMOTZ FRENKEL AND
NILI FRENKEL,

Defendants,

and

NILI FRENKEL,

Relief Defendant.

Case No. 2:98 CV 0562 PGC

**AMENDED FINAL JUDGMENT
AS TO MICHAEL CARNICLE**

Judge Paul G. Cassell

Magistrate Judge Nuffer

The Securities and Exchange Commission ("Commission") having filed a Complaint and Defendant Michael Carnicle ("Defendant") having entered a general appearance; the Court having jurisdiction over Defendant and the subject matter of this action; the Court having granted in part the Commission's Motion for Summary Judgment against Defendant by an Order dated December 8, 2003:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal

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service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a

material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or

(c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's officers, agents, servants, employees, and attorneys and those persons in active concert or participation with them who receive actual notice of the order by personal service or otherwise are permanently restrained and enjoined from, directly and indirectly, making use of any means or instruments of transportation or communication in interstate commerce or of the mails:

(a) to sell any security, through the use or medium of any prospectus or otherwise, unless a registration statement is in effect with respect to such security; or

(b) to offer to sell or offer to buy, through the use or medium of any prospectus or otherwise, any security unless a registration statement has been filed with respect to such security, or while a registration statement as to such security is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act of 1933 [15 U.S.C. § 77h];

in violation of Sections 5(a) and 5(c) of the Securities Act of 1933 [15 U.S.C. §§ 77e(a) and 77e(c)], provided, however, that nothing in the foregoing language shall apply to any

security or transaction which is exempt from the provision of Section 5 of the Securities Act [15 U.S.C. § 77e].

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by knowingly providing substantial assistance to an issuer required to file with the Commission any annual, quarterly, or other periodic report required to be filed with the Commission pursuant to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. §§78m(b)(2)(A)] and Rule 13b2-1 [17 C.F.R. § 240.13b2-1] promulgated thereunder by directly or indirectly, or by aiding and abetting:

- (a) filing or causing to be filed with the Commission any annual or quarterly report on behalf of any issuer, required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. §78m(a)] and the rules and regulations promulgated thereunder, which contains any untrue statement of material fact, which omits to state any material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, or which omits to disclose any information required to be disclosed; or

- (b) failing to:
 - (i) make and keep accurate books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer; or
 - (ii) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that: transactions are executed in accordance with management's general or specific authorization; transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets; access to assets is permitted only in accordance with management's general or specific authorization; and the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.
- (c) falsifying or causing to be falsified any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act.

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable disgorgement in the amount of \$183,186.00, together with prejudgment interest thereon in the amount of \$203,008.94 totaling \$386,194.94. Defendant shall also pay a civil penalty in the amount of \$50,000.00 pursuant to Section

20(d) of the Securities Act. Defendant shall satisfy this obligation by paying \$436,194.94 within ten business days to the Clerk of this Court, together with a cover letter identifying Carnicle as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that final payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payments and letters to the Commission's counsel in this action. By making these payments, Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendant.

The Commission may, by motion, propose a plan to distribute the Fund subject to the Court's approval. Amounts ordered to be paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendant shall not, in any Related Investor Action, benefit from any offset or reduction of any investor's claim by the amount of any Fair Fund distribution to such investor in this action that is proportionately attributable to the civil penalty paid by Defendant ("Penalty Offset"). If the court in any Related Investor Action grants such an offset or reduction, Defendant shall, within 30 days after entry of a final order granting the offset or reduction, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Defendant by

or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

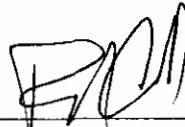
VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

VI.

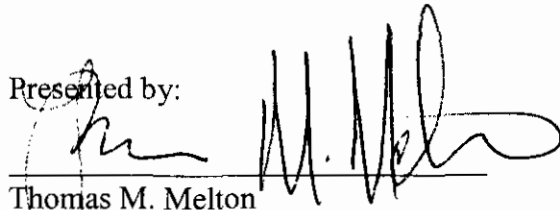
There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: September 7, 2004.



UNITED STATES DISTRICT JUDGE

Presented by:



Thomas M. Melton

Karen L. Martinez

Attorneys for Plaintiff, Securities and Exchange Commission