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UNITED STATES DISTRICT COURT  
FOR THE CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

PETRO RESOURCES CORP., CLINTON  
SAMUEL MCCLINTOCK, AUSTRAL OIL &  
EXPLORATION, INC., MYRON J. PALERMO,  
ITS CONSULTING, INC., INTEGRITY  
FINANCIAL GROUP, TRITECH  
INVESTMENT GROUP, LTD., ALAN B.  
BAIOCCHI, DAVID E. MORRIS,  
AND JAMES SILVER,

Defendants.

Case No. SA CV 00-17 AHS (EEx)

FINAL JUDGMENT OF  
PERMANENT INJUNCTION AND  
OTHER RELIEF AS TO MYRON J.  
PALERMO

The Securities and Exchange Commission having filed a Complaint and  
Defendant Myron J. Palermo (“Defendant”) having entered a general appearance;

1 consented to the Court's jurisdiction over Defendant and the subject matter of this  
2 action; consented to entry of this Final Judgment without admitting or denying the  
3 allegations of the Complaint (except as to jurisdiction); waived findings of fact and  
4 conclusions of law; and waived any right to appeal from this Final Judgment:  
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6 I.

7 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
8 and Defendant's agents, servants, employees, attorneys, and all persons in active  
9 concert or participation with them who receive actual notice of this Final Judgment  
10 by personal service or otherwise are permanently restrained and enjoined from  
11 violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of  
12 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated  
13 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of  
14 interstate commerce, or of the mails, or of any facility of any national securities  
15 exchange, in connection with the purchase or sale of any security:  
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19 (a) to employ any device, scheme, or artifice to defraud;

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

II.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
3 that Defendant and Defendant's agents, servants, employees, attorneys, and all  
4 persons in active concert or participation with them who receive actual notice of  
5 this Final Judgment by personal service or otherwise are permanently restrained  
6 and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. §  
7 77q(a)] in the offer or sale of any security by the use of any means or instruments  
8 of transportation or communication in interstate commerce or by use of the mails,  
9 directly or indirectly:  
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12 (a) to employ any device, scheme, or artifice to defraud;

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14 (b) to obtain money or property by means of any untrue statement of a material  
15 fact or any omission of a material fact necessary in order to make the statements  
16 made, in light of the circumstances under which they were made, not misleading;

17 or

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

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
3 that Defendant and Defendant's agents, servants, employees, attorneys, and all  
4 persons in active concert or participation with them who receive actual notice of  
5 this Final Judgment by personal service or otherwise are permanently restrained  
6 and enjoined from violating Sections 5(a) or (c) of the Securities Act [15 U.S.C. §  
7 77e] by, directly or indirectly, in the absence of any applicable exemption:  
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10 (a) Unless a registration statement is in effect as to a security, making use  
11 of any means or instruments of transportation or communication in interstate  
12 commerce or of the mails to sell such security through the use or medium of any  
13 prospectus or otherwise; or  
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15 (b) Making use of any means or instruments of transportation or  
16 communication in interstate commerce or of the mails to offer to sell or offer to  
17 buy through the use or medium of any prospectus or otherwise any security, unless  
18 a registration statement has been filed with the Commission as to such security, or  
19 while the registration statement is the subject of a refusal order or stop order or  
20 (prior to the effective date of the registration statement) any public proceeding or  
21 examination under Section 8 of the Securities Act [15 U.S.C. § 77h].  
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IV.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
3 that Defendant is liable for disgorgement of \$120,000, representing profits gained  
4 as a result of the conduct alleged in the Complaint, together with prejudgment  
5 interest thereon in the amount of \$128,824.22, for a total of \$248,824.22. Based  
6 on Defendant's sworn representations in his Statement of Financial Condition  
7 dated May 5, 2008 and other documents and information submitted to the  
8 Commission, however, the Court is not ordering Defendant to pay a civil penalty,  
9 and disgorgement and pre-judgment interest thereon is waived. The determination  
10 not to impose a civil penalty and to waive payment of disgorgement and pre-  
11 judgment interest is contingent upon the accuracy and completeness of Defendant's  
12 Statement of Financial Condition. If at any time following the entry of this Final  
13 Judgment the Commission obtains information indicating that Defendant's  
14 representations to the Commission concerning his assets, income, liabilities, or net  
15 worth were fraudulent, misleading, inaccurate, or incomplete in any material  
16 respect as of the time such representations were made, the Commission may, at its  
17 sole discretion and without prior notice to Defendant, petition the Court for an  
18 order requiring Defendant to pay the unpaid portion of the disgorgement, pre-  
19 judgment and post-judgment interest thereon, and the maximum civil penalty  
20 allowable under the law. In connection with any such petition, the only issue shall  
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1 be whether the financial information provided by Defendant was fraudulent,  
2 misleading, inaccurate, or incomplete in any material respect as of the time such  
3 representations were made. In its petition, the Commission may move this Court to  
4 consider all available remedies, including, but not limited to, ordering Defendant to  
5 pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt  
6 of this Final Judgment. The Commission may also request additional discovery.  
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8 Defendant may not, by way of defense to such petition: (1) challenge the validity  
9 of the Consent or this Final Judgment; (2) contest the allegations in the Complaint  
10 filed by the Commission; (3) assert that payment of disgorgement, pre-judgment  
11 and post-judgment interest or a civil penalty should not be ordered; (4) contest the  
12 amount of disgorgement and pre-judgment and post-judgment interest; (5) contest  
13 the imposition of the maximum civil penalty allowable under the law; or (6) assert  
14 any defense to liability or remedy, including, but not limited to, any statute of  
15 limitations defense.  
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V.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
3 that the Consent is incorporated herein with the same force and effect as if fully set  
4 forth herein, and that Defendant shall comply with all of the undertakings and  
5 agreements set forth therein.  
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7 VI.

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

14 There being no just reason for delay, pursuant to Rule 54(b) of the Federal  
15 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment  
16 forthwith and without further notice.  
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19 Dated: June 1, 2009  
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21 **ALICEMARIE H. STOTLER**

22 ALICEMARIE H. STOTLER

23 United States District Judge  
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