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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

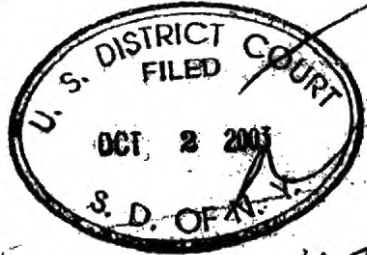
PETER C. LYBRAND, F/K/A PETER C. TOSTO,
RICHARD S. KERN, DONALD R. KERN, CHARLES
WILKINS, ADMIRAL INVESTMENTS LTD.,
COMPULINK INTERNATIONAL CORP.,
DRAWBRIDGE INVESTMENTS LTD.,
GLITTERGROVE INVESTMENTS LTD., GRAFTON
INVESTMENTS LTD., GREENFORD INVESTMENTS
LTD., McDONALDS LTD., OASIS ENTERPRISES
LTD., INVESTOR RELATIONS, INC.,
TELLERSTOCK, INC., CONVERSANT
ENTERPRISES, INC., EFI CORP. A/K/A
ELECTRONIC FUNDS, INC., BARCLAY
BANKCARD, INC., CANYON VISTA CORP. AND
SALTEAUX LTD. A/K/A FIRST AMERICAN
SECURITY CORP. A/K/A FIRST AMERICAN
SECURITIES CORP.,

Defendants,

and

HANNAH G IRREVOCABLE TRUST AND HANNAH
R TRUST,

Relief Defendants.



DOC # 119

Civ. No. 00-1387
(SHS)

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FINAL JUDGMENT AGAINST DEFENDANTS

**RICHARD S. KERN, DONALD R. KERN, CHARLES WILKINS,
EFI CORP. A/K/A ELECTRONIC FUNDS, INC.,
BARCLAY BANKCARD, INC. AND CANYON VISTA CORP.
AND RELIEF DEFENDANTS HANNAH G IRREVOCABLE TRUST
AND HANNAH R TRUST**

WHEREAS, Plaintiff Securities and Exchange Commission filed
this action on February 24, 2000; and the parties have litigated

it since then; and on October 11, 2002, the Court conducted an evidentiary hearing on the issues of permanent injunctions, the amount of disgorgement, the amount of prejudgment interest, and the amount of civil monetary penalties; and now, for the reasons stated in the Court's Opinion and Order dated September 11, 2003, it is hereby

I.

ORDERED, ADJUDGED AND DECREED that Plaintiff Securities and Exchange Commission shall have judgment against Defendants Richard S. Kern, Donald R. Kern, Charles Wilkins, EFI Corp. a/k/a Electronic Funds, Inc., Barclay Bankcard, Inc. and Canyon Vista Corp. and against Relief Defendants Hannah G Irrevocable Trust and Hannah R Trust.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Richard S. Kern, Donald R. Kern, Charles Wilkins, EFI Corp., Barclay Bankcard, Inc. and Canyon Vista Corp., and all persons in active concert or participation with any of them who receive actual notice of this Final Judgment by personal service or otherwise, including their officers, agents, owners, servants, employees, attorneys, successors and assigns, and each of them, be and hereby are permanently restrained and enjoined from violating, directly or indirectly, Section 5(a) and (c) of the

Securities Act of 1933 [15 U.S.C. § 77e(a) and (c)] by, directly or indirectly, in the absence of any applicable exemption: (1) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell the securities of any issuer, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect as to such securities; (2) carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, the securities of any issuer, unless and until a registration statement is in effect as to such securities; or (3) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise the securities of any issuer, unless and until a registration statement has been filed with the Commission as to such securities, or while a registration statement as to such securities is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Plaintiff Securities and Exchange Commission shall have judgment jointly

and severally against Defendants Richard S. Kern, Donald R. Kern, Charles Wilkins, EFI Corp., Barclay Bankcard, Inc. and Canyon Vista Corp. for (1) disgorgement in the amount of \$5,972,525, plus (2) prejudgment interest in the amount of \$1,792,648, plus (3) postjudgment interest at the rate prescribed by 28 U.S.C. § 1961(a).

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Plaintiff Securities and Exchange Commission shall have judgment jointly and severally against Relief Defendants Hannah G Irrevocable Trust and Hannah R Trust for (1) disgorgement in the amount of \$995,000, plus (2) prejudgment interest in the amount of \$279,512, plus (3) postjudgment interest at the rate prescribed by 28 U.S.C. § 1961(a).

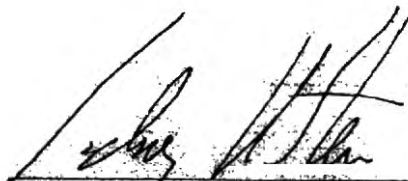
V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Plaintiff Securities and Exchange Commission shall have judgment against Defendant Richard S. Kern for a civil monetary penalty in the amount of \$400,000, against Donald R. Kern for a civil monetary penalty in the amount of \$400,000, and against Charles Wilkins for a civil monetary penalty in the amount of \$300,000, pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)].

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Court shall retain jurisdiction of this civil action for all purposes, including implementation and enforcement of this Final Judgment.

Dated: New York, New York
October 2, 2003


HON. SIDNEY H. STEIN
UNITED STATES DISTRICT JUDGE

THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON 10/02/03