

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

United States Courts  
Southern District of Texas  
ENTERED

JAN 11 2001

Michael N. Milby  
Clerk of Court

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

CIVIL ACTION NO.

vs.

BERNARD TAALIB-DIN HASAN also known as,  
C. BERNARD CALDWELL,  
MARIA ELENA GONZALEZ,  
TDH UNLIMITED, INC., and  
UNALAT, INC.,

Defendants.

H - 00 - 3179

**FINAL JUDGMENT AND ORDER OF PERMANENT INJUNCTION  
AND OTHER EQUITABLE RELIEF AS TO DEFENDANTS BERNARD  
TAALIB-DIN HASAN ALSO KNOWN AS C. BERNARD CALDWELL, MARIA  
ELENA GONZALEZ, TDH UNLIMITED, INC., AND UNALAT, INC.**

Plaintiff, Securities and Exchange Commission ("Commission"), having filed its Complaint for Permanent Injunction and Other Equitable Relief (hereinafter "the Complaint"), there having been no trial of this matter; defendants Bernard Taalib-Din Hasan also known as C. Bernard Caldwell ("Hasan"), Maria Elena Gonzalez ("Gonzalez") TDH Unlimited, Inc. ("TDH") and UNALAT, Inc. ("UNALAT"), (where appropriate collectively "Defendants") having acknowledged in their Stipulation and Consents, filed herewith and incorporated herein, receipt of the Complaint filed in this matter, having waived service of the Summons and Complaint; having admitted the *in personam* and subject matter jurisdiction of this Court over her and the subject matter of this action; having waived the entry of Findings of Fact and Conclusions of Law under Rule 52 of the Federal Rules of Civil Procedure with respect to the

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entry of this Final Judgment and Order of Permanent Injunction and Other Equitable Relief ("Final Judgment"); having agreed, for purposes of this action only, without admitting or denying any of the allegations of the Commission's Complaint, except as to *in personam* and subject matter jurisdiction, to the entry of this Final Judgment which: (a) permanently enjoins Hasan and Gonzalez from violating Section 17(a) of the Securities Act of 1933, as amended ("Securities Act") [15 U.S.C. § 77q(a)]; Sections 10(b), 15(a)(1) and 15(c)(1) of the Securities Exchange Act of 1934, as amended ("Exchange Act") [15 U.S.C. §§ 78j(b), 78o(a)(1) and 78o(c)(1)] and Rules 10b-5 and 15c1-2 thereunder [17 C.F.R. §§ 240.10b-5 and 240.15c1-2]; (b) permanently enjoins TDH and Unalat, Inc., from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]; (c) orders Defendants, jointly and severally, to disgorge their illegal profits and prejudgment thereon, but waives the payment of disgorgement and prejudgment interest thereon based upon Defendants' Sworn Statements of Financial Condition, dated March 1, 2000, and submitted to the Commission; and (d) does not impose a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21 of the Exchange Act [15 U.S.C. § 78u] against Defendants based on their demonstrated financial inability to pay. It further appearing that this Court has jurisdiction over the Defendants and the subject matter of this action; it appearing that no further notice of hearing for the entry of this Final Judgment need be given; the Court being fully advised in the premises, and no just reason for delay appearing:

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## I.

IT IS ORDERED, ADJUDGED AND DECREED that defendants Hasan, Gonzalez, TDH and UNALAT, and their respective officers, 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, and each of them, be and hereby are permanently restrained and enjoined from, directly or indirectly, violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], directly or indirectly, by the use of any means or instrumentalities of interstate commerce, or of the mails or of any facility of a 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 omit to state 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 act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

## II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants Hasan, Gonzalez, TDH and UNALAT, and their respective officers, 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, and each of them, be and hereby are permanently

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restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] by the use of any means or instruments of transportation or communication in interstate commerce, or by the use of the mails, directly or indirectly, in the offer or sale of any security:

- (A) to employ any device, scheme or artifice to defraud, or
- (B) to obtain money or property by means of any untrue statement of a material fact or any omission to state 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 FURTHER ORDERED, ADJUDGED AND DECREED that defendants Hasan and Gonzalez and their respective agents, servants, employees, and all persons in active concert or participation with them who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, directly or indirectly, violating Section 15(a)(1) of the Exchange Act [15 U.S.C. § 78o(a)(1)] by making use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptances, or commercial bills) unless registered as a broker or dealer in accordance with Section 15(b) of the Exchange Act [15 U.S.C. § 78o(b)].

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## IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants Hasan and Gonzalez, and their respective agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, directly or indirectly, violating Section 15(c)(1) of the Exchange Act and Rule 15c1-2 promulgated thereunder [15 U.S.C. § 78o(c)(1) and 17 C.F.R. § 240.15c1-2] by using the mails or any means or instruments of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of, any security, otherwise than on a national securities exchange of which the broker or dealer is a member, by means of any manipulative, deceptive or other fraudulent device or contrivance, including:

(A) any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person; or

(B) any untrue statement of a material fact and any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, which statement or omission is made with knowledge or reasonable grounds to believe that it is untrue or misleading.

## V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants Hasan, Gonzalez, TDH, and UNALAT, jointly and severally, shall pay disgorgement in the amount of \$857,686.96, representing their illegal profits from the conduct alleged in the Complaint, plus

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\$147,223 prejudgment interest thereon. Based upon Defendants' sworn representations in their Sworn Statements of Financial Condition dated March 1, 2000, and submitted to the Commission, payment of all the disgorgement and prejudgment interest thereon is waived, contingent upon the accuracy and completeness of the Defendants' Sworn Statements of Financial Condition.

## VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that based upon the representations in Defendants' Sworn Statements of Financial Condition dated March 1, 2000, and submitted to the Commission, the Court is not ordering Defendants to pay a civil penalty pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act. The determination not to impose a civil penalty and to waive payment of disgorgement and prejudgment interest thereon is contingent upon the accuracy and completeness of the Defendants' Sworn Statements of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that the representations to the Commission concerning the assets, income, liabilities, or net worth of Hasan, Gonzalez, TDH, and/or UNALAT were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to the Defendants, petition the Court for an order imposing a civil penalty. In connection with any such petition, the only issues shall be whether the financial information provided by Hasan, Gonzalez, TDH and/or UNALAT was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations

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were made, and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering the Defendants to pay funds or assets, directing the forfeiture of any assets, and/or sanctions for contempt of the Final Judgment, and the Commission may also request additional discovery. The Defendants may not, by way of defense to such petition, challenge the validity of their Stipulation and Consent or the Final Judgment, contest the allegations in the Complaint filed by the Commission, or assert that payment of a civil penalty should not be ordered.

VII.

IT IS FURTHER ORDERED, ADJUDGED and DECREED that this Court shall retain jurisdiction of this action for all purposes, including for purposes of entertaining any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court, including, but not limited to, the relief requested by the Commission in its Complaint in this action.

VIII.

There being no just reason for delay, the Clerk of this Court is hereby directed to enter this Final Judgment and Order of Permanent Injunction pursuant to Rule 54 of the Federal Rules of Civil Procedure.

Signed this 10 day of Jan 2001.

  
UNITED STATES DISTRICT JUDGE

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