U. S. DISTRICT COURT FILED JUL 9 2004 S. D. OF N. Y.

UNITED STATES DISTRICT COURT
SOUTERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, v. WAMEX Holdings, Inc., et. al., Defendants.	(01 CV 9056) # 04,1303 DOC #97

FINAL JUDGMENT AS TO CHARLES R. EISENSTEIN

The Securities and Exchange Commission having filed a Complaint and Defendant Charles R. Eisenstein (hereinafter, "Eisenstein" or "Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Eisenstein, his agents, servants, employees, attorneys, assigns, 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, 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 Eisenstein, his agents, servants, employees, attorneys, assigns, 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 of 1933 ("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 Eisenstein, his agents, servants, employees, attorneys, assigns, 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, aiding and abetting any other person or entity in violating, or directly or indirectly, controlling any person who violates Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rule 13a-11 thereunder [17 C.F.R.§ 240.13a-11] by:

(a) failing to file with the Commission in accordance with the rules and regulations prescribed by the Commission, such information and documents as the Commission prescribed; or

(b) filing with the Commission information and documents, including the amendments thereto, which contain false and materially misleading statements or omissions of material fact.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Eisenstein is liable for disgorgement of $6,000, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of $1,461.52, for a total of $7,461.52. Eisenstein shall satisfy this obligation by the following:

(a) within ten business days of the entry of this Final Judgment, Defendant shall pay $1865.38;

(b) Within 90 days of the entry of this Final Judgment, Defendant shall pay $1865.38;

(c) Within 180 days of the entry of this Final Judgment, Defendant shall pay $1865.38;

(d) Within 270 days of the entry of this Final Judgment, Defendant shall pay $1865.38; and

(e) Eisenstein shall pay the funds under subparagraphs (a) through (d), above, by postal money order, together with a cover letter identifying Charles R. Eisenstein 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 payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payment and letter to counsel in this action, Jonathan Green, 233 Broadway, Suite 1300, New York, New York 10279. By making this payment, Eisenstein relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendant. The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS"). These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS until further order of the Court. In accordance with the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The Commission may propose a plan to distribute the Fund subject to the Court's approval.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Eisenstein shall pay a civil penalty in the amount of $ 6,000 pursuant to Section 20(d) of the Securities Act (15 U.S.C. §77t(d) and Section 21(d)(3) of the Exchange Act (15 U.S.C. § 78u(d)(3). Eisenstein shall satisfy this obligation by the following:

(a) within ten business days of the entry of this Final Judgment, Defendant shall pay $1500;

(b) within 90 days of the entry of this Final Judgment, Defendant shall pay $1500;

(c) within 180 days of the entry of this Final Judgment, Defendant shall pay $1500;

(d) within 270 days of the entry of this Final Judgment, Defendant shall pay $1500; and

(e) Eisenstein shall pay the funds under subparagraphs (a) through (d), above, by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Charles R. Eisenstein 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 payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payment and letter to counsel in this action, Jonathan Green, 233 Broadway, Suite 1300, New York, New York 10279.

VI.

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

VII.

IT IS 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.

VIII.

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: ______________, 2003

Deborah A. Batts
UNITED STATES DISTRICT JUDGE
6/29/04

THIS DOCUMENT WAS ENTERED ON THE DOCKET ON 7/12/04