

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION,
450 Fifth St., N.W.
Washington, DC 20549-0800,

Plaintiff,

v.

DWARKA P. RATHI and
CHARLES H. PENNINGTON,

Defendants.

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JUDGMENT AS TO DEFENDANT CHARLES H. PENNINGTON

Plaintiff Securities and Exchange Commission ("Commission") having filed a complaint ("Complaint"), and Defendant Charles H. Pennington ("Pennington"), in the attached Consent and Undertakings of Defendant Charles H. Pennington ("Consent"), having entered a general appearance, having admitted the jurisdiction of this Court over him and over the subject matter of this action, having waived the filing of an answer to the Complaint, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having waived any right he may have to appeal from the entry of this Judgment as to Defendant Charles H. Pennington ("Judgment"), and, without admitting or denying any of the allegations of the Complaint, except as to jurisdiction, which he admits, having consented to the entry of this Judgment, and it further appearing that this Court has jurisdiction over Defendant

Pennington and the subject matter of this action, and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Pennington pay a civil penalty of ten thousand dollars (\$10,000) pursuant to Section 21(d)(3) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78u(d)(3)].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Pennington pay the civil penalty described in paragraph I, to the United States Treasury within ten (10) days of the entry of this Judgment. Such payment shall be: (a) made by United States postal money order, certified check, bank cashier's check or bank money order; (b) made payable to the "Securities and Exchange Commission"; (c) hand-delivered or mailed to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, Virginia 22312; and (d) submitted with a cover letter that identifies Charles H. Pennington as a defendant in this action, the caption and case number of this action, and the name of this Court. Copies of such check or money order and accompanying cover letter shall be simultaneously transmitted to Glenn S. Gentry, Esq., Branch Chief, Division of Enforcement, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549-0800.

III.

IT IS ORDERED, ADJUDGED AND DECREED that the annexed Consent be, and the same hereby is, incorporated herein by reference with the same force and effect as if fully set forth herein.

IV.

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

* * * *

There being no reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Judgment forthwith.

August 5, 2003
Date


UNITED STATES DISTRICT JUDGE