

N THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

ECF

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff, : Civil Action No. 1:04CV00545

vs.

LASV ENTERPRISES, INC., et al.,

Defendants.

**FINAL JUDGMENT AND ORDER OF PERMANENT INJUNCTION
AS TO DEFENDANT WARREN J. SOLOSKI**

This matter came before this Court on the application of Plaintiff Securities and Exchange Commission (“Commission”) by consent of Defendant Warren J. Soloski (“Soloski”) for issuance of this Final Judgment and Order of Permanent Injunction as to Defendant Warren J. Soloski (“Final Judgment”), providing the relief set out herein.

Soloski has provided this Court with a Stipulation and Consent (“Consent”) in which, *inter alia*, he (1) acknowledges and admits the *in personam* jurisdiction of this Court over it and the subject matter jurisdiction of this Court over the claims by the Commission herein; (2) waives entry of findings of fact and conclusions of law under Fed. R. Civ. P. Rule 52, with respect to the entry of this Final Judgment; and (3) consents, for purposes of this action only, to the entry of this Final Judgment, without admitting or denying any of the allegations of the Commission’s Complaint, except as to jurisdiction, and without admitting or denying any violation of the federal securities laws, as set forth herein.

The Court finds that it has *in personam* jurisdiction over Soloski and subject matter jurisdiction over the claims by the Commission; that no further notice or hearing is required prior to entry of this Final Judgment and there is no just reason for delay; and that the Court has been fully advised of the premises for entry of this Final Judgment.

IT IS THEREFORE ORDERED:

1.

Soloski, his agents, servants, employees, attorneys-in-fact, and all other persons in active concert or participation with it who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") as amended [15 U.S.C. § 78j], and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder, by directly or indirectly, in connection with the purchase or sale of any security, making use of any means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (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 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.

Soloski, his agents, servants, employees, attorneys-in-fact, and all other persons in active concert or participation with it who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from violating Section *SEC v. LASV Enterprises, et al.*

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17(a) of the Securities Act of 1933 ("Securities Act") as amended [15 U.S.C. § 77q(a)], by, in the offer or sale of any security, making use of any means or instruments of transportation or communication in interstate commerce, or 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 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 transaction, practice, or course of business which operates or would operate as a fraud or deceit upon any purchaser.

III.

Soloski, his agents, servants, employees, attorneys, and all other persons in active concert or participation with it who receive actual notice of this Final Judgment, by personal service or otherwise, are permanently restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. § 77e(a), (c)], directly or indirectly, by:

- (a) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell a security through the use or medium of a prospectus or otherwise, unless a registration statement is in effect as to such security; or
- (b) carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale, unless a registration statement is in effect as to such security; or

(c) 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 any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement 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].

IV.

Soloski, his agents, servants, employees, attorneys and all other 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 and aiding and abetting violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Commission Rules 12b-20, 13a-1, 13a-11, and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1, 240.13-11, and 240.13a-13] by

(a) failing to file with the Commission

(1) such information and documents as the Commission shall require to keep reasonably current the information and documents required to be included in or filed with an application or registration statement filed pursuant to section 12 of the Exchange Act [15 U.S.C. § 78l], and

(2) such annual reports, certified if required by the rules and regulations of the Commission by independent public accountants, and such quarterly and current reports, as the Commission may prescribe;

- (b) failing to add such further material information, if any, as may be necessary to make required statements, in the light of the circumstances under which they are made not misleading, to that information expressly required to be included in a statement or report; and
- (c) failing to file in a timely fashion with the Commission annual, quarterly, or current reports on the appropriate form authorized or prescribed by Commission rules 13a-1, 13a-11, and 13a-13 [17 C.F.R. §§ 240.13a-1, 240.13a-11, and 240.13a-13].

V.

Soloski, his agents, servants, employees, attorneys, and all other persons in active concert or participation with him who receive actual notice of this order, by personal service or otherwise, and each of them are permanently barred from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1].

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$73,500, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$14,903. Defendant shall satisfy this obligation in accordance with the following schedule:

- A. \$17,683 within ten days of entry of this Final Judgment;
- B. an additional \$17,680 no later than 90 days after entry of this Final Judgment;

- C. an additional \$17,680 no later than 180 days after entry of this Final Judgment;
- D. an additional \$17,680 no later than 240 days after entry of this Final Judgment;
- E. a final payment of \$17,680 no later than 320 days after entry of this Final Judgment.

Each payment shall be made to the Clerk of this Court, together with a cover letter identifying Soloski 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. Soloski shall simultaneously transmit photocopies of such payment and letter shall be sent to Jeffrey B. Norris at the following address: United States Securities and Exchange Commission, Fort Worth Office, 801 Cherry Street, 19th Floor, Fort Worth, Texas 76102. By making this payment, Soloski relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Soloski. Soloski shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

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 28 U.S.C. § 1914 and 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 by motion propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that Fund shall be distributed pursuant to the Fair

Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Soloski shall not, after offset or reduction of any award of compensatory damages in any Related Investor Action based on Soloski's payment of disgorgement in this action, further benefit by offset or reduction of such compensatory damages award by the amount of any part of Soloski's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Soloski shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Soloski by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

VII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable to pay a civil penalty in the amount of \$120,000 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)]. Soloski shall make payment of the civil penalty in accordance with the following schedule:

- A. \$82,317 within 10 days of entry of this Final Judgment;
- B. an additional \$9,420.75 no later than 90 days after entry of this Final Judgment;
- C. an additional \$9,420.75 no later than 180 days after entry of this Final Judgment;
- D. an additional \$9,420.75 no later than 240 days after entry of this Final Judgment;
- E. a final payment of \$9,420.75 no later than 320 days after entry of this Final Judgment.

Defendant shall make these payments 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 Soloski 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. Simultaneously, a copy of the check and letter shall be sent to Jeffrey B. Norris at the following address: United States Securities and Exchange Commission, Fort Worth Office, 801 Cherry Street, 19th Floor, Fort

Worth, Texas 76102. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

VIII.

The Stipulation and Consent filed herein is hereby incorporated in this Final Judgment with the same force and effect as if fully set forth herein.

IX.

This Court shall retain jurisdiction over this action and over Soloski for all purposes, including for purposes of enforcing the terms of this Final Judgment.

X.

This Final Judgment may be served upon Soloski in person or by mail either by the United States Marshal, by the Clerk of the Court, or by any member of the staff of the Commission

XI.

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

SIGNED this 13th day of June, 2005.

Reggie B. Henn
UNITED STATES DISTRICT JUDGE

Agreed as to Form and Content

Warren J. Soloski
Warren J. Soloski