

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

**U.S. SECURITIES AND
EXCHANGE COMMISSION,**

PLAINTIFF,

v.

: Civil Action No. 1:05CV00207

MORGAN COOPER, et al.

DEFENDANTS.

**FINAL JUDGMENT OF PERMANENT INJUNCTION
AND OTHER RELIEF AS TO JAMES J. CAPRIO**

Plaintiff Securities and Exchange Commission ("Commission"), having commenced this action by filing its Complaint, and Defendant James J. Caprio ("Caprio") having in the Consent of James J. Caprio ("Consent") entered a general appearance herein, admitted the jurisdiction of this Court over him and over the subject matter of this action, waived service of process, waived the filing of an Answer to the Complaint and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, waived any right he might have to appeal from the entry of this Final Judgment, and, without admitting or denying any of the allegations of the Complaint, except as to jurisdiction, which he admits, and without trial, argument, or adjudication of any issue of fact or law, having consented to the entry of this Final Judgment, and it appearing that this Court has jurisdiction over Caprio and the subject matter of this action, and the Court being fully advised in the premises:

I.

IT IS ORDERED, ADJUDGED AND DECREED that Caprio is permanently restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act") and Section 13(d) of the Securities Exchange Act of 1934 ("Exchange Act") and Rules 13d-1 and 13d-2 promulgated thereunder.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Caprio pay a civil penalty in the amount of \$125,00 pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act. Payment shall be made in seven installments as follows: (i) \$50,000 within thirty (30) business days after entry of the Final Judgment; (ii) \$12,500 within 90 calendar days after entry of the Final Judgment; (iii) \$12,500 within 180 calendar days after entry of the Final Judgment; (iv) \$12,500 within 270 calendar days after entry of the Final Judgment; (v) \$12,500 within 360 calendar days after entry of the final judgment; (vi) \$12,500 within 450 calendar days after entry of the final judgment; and (vii) \$12,500 within 540 calendar days after entry of the final judgment. Each payment shall be made by bank cashier's check, certified check, United States postal money order, or bank money order payable to the "Securities and Exchange Commission." Each payment shall be hand-delivered or mailed to the Office of the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop O-3, Alexandria, Virginia 22312. Each payment shall be accompanied by a letter that identifies Caprio as the defendant on whose behalf the payment is being made, the caption and case number of this action, the name of this Court, and the Commission's internal file number for this matter (HO-09014). Caprio

must simultaneously send copies of that check or money order and accompanying cover letter to

James M. McHale, Esq.
Assistant Chief Litigation Counsel,
U.S. Securities and Exchange Commission,
Division of Enforcement,
Mail Stop 09-11
450 Fifth Street, N.W.,
Washington, DC 20549-0911

III.


IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Consent be, and hereby is, incorporated herein by reference with the same force and effect as if fully set forth herein and that Caprio shall fully comply with all of the undertakings and agreements incorporated 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 Final Judgment.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED, having found no cause for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Court directs the clerk to enter this Final Judgment forthwith.



RICHARD W. ROBERTS
UNITED STATES DISTRICT JUDGE

Dated: January 6, 2006