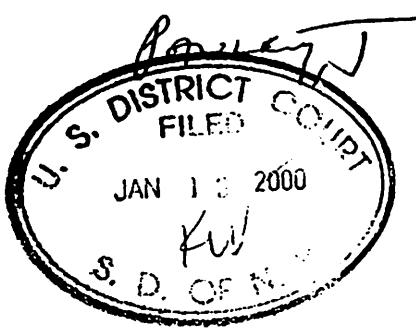


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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



SECURITIES AND EXCHANGE COMMISSION.

Plaintiff, : 97 Civ. 1467 (WHP)  
-against- :  
SIMON M. ROSENFELD, : FINAL JUDGMENT  
TERRY D. KOCHANOWSKI, and : OF PERMANENT  
JOHN F. YAKIMCZYK. : INJUNCTION AND  
Defendants. : OTHER EQUITABLE  
: RELIEF BY CONSENT  
: AGAINST TERRY D.  
: KOCHANOWSKI

Plaintiff Securities and Exchange Commission ("Plaintiff" or "Commission"), having filed a Complaint for permanent injunction and other relief ("Complaint") on March 4, 1997, charging, among others, defendant Terry D. Kochanowski ("Kochanowski") with violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77e(a), 77e(c) and 77q(a)] and Section 10(b) of the Securities Exchange Act ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10-b-5 promulgated thereunder [ 17 C.F.R. § 240.10b-5], and Kochanowski, having executed the annexed Consent of Terry D. Kochanowski ("Consent"), having admitted the in personam jurisdiction of this Court over him, the jurisdiction of this Court over the subject matter of this action, and the service of the summons and Complaint on him, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, and, without admitting or denying the allegations of the Complaint (except as to jurisdiction), having consented, without trial, argument or

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adjudication of any issue of fact or law, and without further notice, to the entry of this Final Judgment of Permanent Injunction and Other Equitable Relief by Consent Against Terry D. Kochanowski ("Final Judgment"), it is hereby:

**I.**

ORDERED, ADJUDGED AND DECREED that the annexed Consent of Terry D. Kochanowski be, and hereby is, incorporated herein with the same force as if fully set forth herein.

**II.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kochanowski be, and hereby is, permanently enjoined from, directly or indirectly, singly or in concert, in the offer or sale of any security, and by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- (1) employing any device, scheme, or artifice to defraud;
- (2) obtaining money or property by means of any untrue statement of 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
- (3) engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser,

in violation of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

**III.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kochanowski be, and hereby is, permanently enjoined and restrained from, directly or indirectly, singly or in concert, in connection with the purchase or sale of any security, and by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

- (1) employing any device, scheme or artifice to defraud;
- (2) making any untrue statement of a material fact or omitting 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
- (3) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

in violation of 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].

#### IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kochanowski be, and hereby is, permanently enjoined from, directly or indirectly, singly or in concert:

- A. making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell any security of any issuer through the use or medium of any prospectus or otherwise unless a registration statement is in effect with the Commission as to such security or an exemption or safe-harbor is applicable;

- B. carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any security in the form of common stock of Synpro or any other issuer for the purpose of sale or for delivery after sale unless a registration statement is in effect with the Commission as to such security or an exemption or safe-harbor is applicable;
- 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 in the form of common stock of Synpro or any other issuer, unless a registration statement is in effect with the Commission as to such security or an exemption or safe-harbor is applicable, 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 or examination under Section 8 of the Securities Act [15 U.S.C. § 77(h)],

in violation of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kochanowski, his agents, employees, servants, attorneys, and all persons in concert or participation with Kochanowski who receive actual notice of this Final Judgment, by personal service or

otherwise, and each of them, be and hereby are permanently restrained and enjoined, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with a distribution of securities, directly or indirectly, from bidding for, purchasing, or attempting to induce any person to bid for or purchase, a covered security during the applicable restricted period, absent any exemption, in violation of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], Rules 101 and 102 of Regulation M [17 C.F.R. § 242.101; 17 C.F.R. § 242.102] promulgated thereunder, which are the successor rules to Rule 10b-6 [17 C.F.R. § 240.10b-6].

## VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kochanowski be, and hereby is, permanently barred from serving as an officer or director of any issuer that has a class of securities registered under Section 12 of the Exchange Act [15 U.S.C. §78l] or that is required to file reports under Section 15(d) of the Exchange Act [15 U.S.C. § 78o].

## VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kochanowski pay disgorgement in the amount of \$50,011.00, which represents the ill-gotten gains obtained as a result of the conduct alleged in the Complaint, plus prejudgment interest in the amount of \$35,329.84. Based on Kochanowski's sworn Statement of Financial Condition dated June 24, 1999 and supplemented on July 13, 1999 ("Statement of Financial Condition") and submitted to the Commission by Kochanowski in connection

with this matter, payment of said disgorgement and prejudgment interest is waived contingent upon the accuracy and completeness of the Statement of Financial Condition.

**VIII.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, based upon Kochanowski's sworn representations in his Statement of Financial Condition and submitted to the Commission, the Court is not ordering Kochanowski to pay a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d) of the Exchange Act [15 U.S.C. § 21u(d)]. The determination not to impose a civil penalty, and not to require the payment of disgorgement and prejudgment interest, is contingent upon the accuracy and completeness of Kochanowski's Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Kochanowski's representations concerning his asset, income, expenses, liabilities, or net income 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 Kochanowski, petition this Court for an order requiring Kochanowski to pay a civil penalty and disgorgement plus prejudgment interest. In connection with any such petition, the only issue shall be whether the financial information provided by Kochanowski was fraudulent, inaccurate or incomplete in any material respect as of the time such representations 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 Kochanowski to pay funds or assets, directing the forfeiture of any assets, or sanctions for

contempt of this Final Judgment, and the Commission may also request additional discovery. Kochanowski may not, by way of defense to such petition, challenge the validity of this Consent or Final Judgment, contest the allegations in the Complaint filed by the Commission, the amount of disgorgement plus prejudgment interest, or assert that the payment of a civil penalty should not be ordered.

IX.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Final Judgment is binding upon Kochanowski, his officers, agents, servants, employees, and attorneys, and upon those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, pursuant to Federal Rule of Civil Procedure 65(d).

X.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this matter for all purposes.

XI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Commission may effect service of this Final Judgment and all other papers in this action upon Kochanowski by regular mail.

XII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, there being no just reason delay, the Clerk of the Court is hereby directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure to enter this Final Judgment forthwith

Dated: New York, New York  
June 10, 2000

John T. P. Perry, Jr.  
UNITED STATES DISTRICT JUDGE

JT

A CERTIFIED COPY  
J. MICHAEL McMAHON, CLERK  
Melanie L. Lory  
BY DEPUTY CLERK

THIS DOCUMENT WAS ENTERED  
ON THE DOCKET ON 1/18/00