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CLERK, U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA  
BY: H. Roddy DEPUTY

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE COMMISSION,

Civil Action No. 97CV1684H (POR)

Plaintiff,

**FINAL JUDGMENT AS TO  
DEFENDANT JILL HALL**

v.

CHARLES ANTHONY FARRELL,  
JAMES W. FARRELL, JAMES L.  
ERICKSTEEN, GARY L. MOORE,  
JILL HALL, and GUIDO BENSBERG,

Defendants

Plaintiff SECURITIES AND EXCHANGE COMMISSION (the "COMMISSION"),  
having duly commenced this action by filing its COMPLAINT FOR INJUNCTIVE AND OTHER  
RELIEF (the "COMPLAINT"), and defendant JILL HALL ("HALL"), in her CONSENT AND  
UNDERTAKING OF JILL HALL (the "CONSENT"), having entered a general appearance herein,  
having admitted the jurisdiction of this Court over her and over the subject matter of this action,  
and having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the  
Federal Rules of Civil Procedure, and, having withdrawn her answer to the COMPLAINT without  
admitting or denying any of the allegations of the COMPLAINT, except as to jurisdiction, which  
she admits, and without trial, argument or adjudication of any issue of fact or law, having consented

led

ENTERED ON 8.11.98

1 to the entry of this FINAL JUDGMENT AS TO JILL HALL (the "FINAL JUDGMENT"),  
2 permanently restraining and enjoining her from violating Section 17(a) of the Securities Act of  
3 1933 (the "Securities Act") [15 U.S.C. § 77q(a)], Section 10(b) of the Securities Exchange Act of  
4 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)], and Exchange Act Rule 10b-5 [17 C.F.R. §  
5 240.10b-5] promulgated thereunder; ordering HALL to disgorge \$5,748, representing \$4,315 in  
6 profits realized and \$1,433 in prejudgment interest; and ordering HALL to pay a civil monetary  
7 penalty in the amount of \$10,000 pursuant to Section 21(d)(3)(iii) of the Exchange Act [15 U.S.C.  
8 § 78u(d)(3)], and it further appearing that this Court has jurisdiction over HALL and the subject  
9 matter hereof, and the Court being fully advised in the premises:

10 **I.**

11 **IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that HALL, her agents,  
12 employees, servants, attorneys-in-fact, and all those persons in active concert or participation with  
13 them who receive actual notice of this FINAL JUDGMENT by personal service or otherwise, and  
14 each of them, be and they hereby are permanently enjoined and restrained from violating Section  
15 17(a) of the Securities Act [15 U.S.C. § 77q(a)], by, directly or indirectly, using any means or  
16 instrumentality of transportation or communication in interstate commerce, or the mails, in the offer  
17 or sale of any security:

- 18 (a) to employ any device, scheme or artifice to defraud; or  
19 (b) to obtain money or property by means of any untrue statement of a  
20 material fact or any omission to state a material fact necessary in  
21 order to make the statements made, in the light of the circumstances  
22 under which they are made, not misleading; or  
23 (c) to engage in any transaction, practice, or course of business which  
24 operates or would operate as a fraud or deceit upon the purchaser.

25 **II.**

26 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that HALL, her agents,  
27 servants, employees, attorneys-in-fact, and all those persons in active concert or participation with  
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1 them who receive actual notice of this FINAL JUDGMENT by personal service or otherwise, and  
2 each of them, be and they hereby are permanently enjoined and restrained from violating Section  
3 10(b) of the Exchange Act [15 U.S.C. § 78j(b)], and Rule 10b-5 [17 C.F.R. § 240.10b-5]  
4 thereunder, by, directly or indirectly, using any means or instrumentality of interstate commerce, or  
5 of the mails, or of any facility of any national securities exchange:

- 6 (1) to employ any device, scheme or artifice to defraud;
- 7 (2) to make any untrue statement of a material fact or to omit to state a material fact  
8 necessary in order to make the statements made, in light of the circumstances under  
9 which they were made, not misleading; or
- 10 (3) to engage in any act, practice, or course of business which operates or would operate  
11 as a fraud or deceit upon any person,

12 in connection with the purchase or sale of any security.

13 **III.**

14 **IT IS FURTHER ORDERED**, that HALL pay disgorgement in the amount of \$4,315  
15 representing her gains from the conduct alleged in the COMPLAINT plus prejudgment interest  
16 thereon in the amount of \$1,433, for a total of \$5,748, which amount shall be paid within thirty (30)  
17 days of the entry of this FINAL JUDGMENT. Payment shall (i) be made by postal money order,  
18 certified check, or cashier's check, made payable to "Clerk, U.S. District Court for the Southern  
19 District of California"; (ii) bear on its face the caption "SEC v. FERRACONE, et al."; (iii) be  
20 transmitted by certified mail (return receipt requested) to Clerk of the Court, U.S. District Court for  
21 the Southern District of California, U.S. Courthouse, 940 Front Street, San Diego, California  
22 92189; and (iv) be made under cover of a letter that identifies the defendant, the name and case  
23 number of this action, the name of this Court, and the COMMISSION's file number (HO-2986). A  
24 copy of the cover letter and the check or money order shall be transmitted simultaneously to  
25 counsel for the COMMISSION.

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**IV.**

**IT IS FURTHER ORDERED**, that HALL pay a civil penalty in the amount of \$10,000 pursuant to Section 21(d)(3)(iii) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Payment shall (i) be made by postal money order, certified check, or cashier's check, made payable to the "Securities and Exchange Commission"; (ii) bear on its face the caption "SEC v. FERRACONE, et al."; (iii) be transmitted by certified mail (return receipt requested) to the Comptroller, U.S. Securities and Exchange Commission, Mail Stop 0-3, 450 Fifth Street, N.W., Washington, D.C. 20549; and (iv) be made under cover of a letter that identifies the defendant, the name and case number of this action, the name of the Court, and the COMMISSION's file number (HO-2986). A copy of the cover letter and the check or money order shall be transmitted simultaneously to counsel for the COMMISSION.

**V.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that the Clerk shall place all such funds received into the Registry of the Court in an interest-bearing passbook account. The total amount of funds to be invested will be \$5,748, which total shall be paid by HALL according to the terms set forth in Paragraph III of this FINAL JUDGMENT. The clerk shall place the funds into an interest bearing passbook account and shall maintain the funds in the account until such time as the Court directs that all of the funds be disbursed. The clerk shall deduct ten percent (10%) from the income earned on the investment as authorized by the Judicial Conference of the United States and set by the Director of the Administrative Office, whenever such income becomes available for deduction in the investment and without further order of the Court. After such time as said monies are paid into the Court, the COMMISSION may propose a plan of distribution of the disgorged monies, which plan shall be subject to Court approval, or may request that the monies be paid to the United States Treasury.

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**VI.**

**IT IS FURTHER 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.

**VII.**

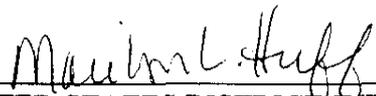
**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this FINAL JUDGMENT.

**VIII.**

**IT IS FURTHER ORDERED** that counsel presenting this order personally serve a copy thereof on the clerk or the chief deputy. Absent the aforesaid service, the clerk is hereby relieved of any personal liability relative to compliance with this order.

**IX.**

There being no just cause 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 FINAL JUDGMENT forthwith.

  
UNITED STATES DISTRICT JUDGE

DATED: 8-7-98