



(a) Securities Act Section 17(a) and Exchange Act Section 10(b) and Rule 10b-5, thereunder, by misrepresenting: VDS' acquisitions, assets, and shareholder equity; the amount of VDS' contracts for environmental clean-up work; that VDS had become a publicly traded company; and the use of proceeds from the sale of VDS stock;

(b) As a control person for VDS, Exchange Act Section 13(b)(2)(A) by causing VDS to fail to make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect VDS' transactions since VDS never owned the property claimed to be a \$6 million asset of VDS.

(c) As a control person for VDS, Exchange Act Section 13(a) and Rules 12B-20, 13A-1, 13A-11 and 13A-13, thereunder by causing VDS to file a false and misleading Form 8-K for the period ending June 30, 1994 by misrepresenting his background and experience and misrepresenting that VDS owned property valued at \$6 million, when, in fact VDS never owned any such property; and

(d) As a control person for VDS and in connection with an audit or examination of VDS' financial statements or the preparation of VDS' Form 8-K for the period ending June 30, 1994, Exchange Act Section 13(b)(5) and Rules 13b2-1 and 13b2-2, by misrepresenting that VDS owned property valued at \$6 million.

Based upon these findings, the Court hereby orders as follows:

**I.**

**FRAUD IN VIOLATION OF SECTION 17(a)  
OF THE SECURITIES ACT OF 1933**

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that Defendant Burns, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with him, directly and indirectly, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, singly or in concert, in the offer or sale of any securities, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- (a) knowingly or recklessly employing any device, scheme or artifice to defraud; or
- (b) obtaining money or property by means of any untrue statement of material fact or omitting to state any material fact necessary in order to make the statements made, in light of the circumstances under which it was made, not misleading; or
- (c) engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon purchasers or prospective purchasers,

in violation of Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3).

**II.**

**FRAUD IN VIOLATION OF SECTION 10(b)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
AND RULE 10B-5 THEREUNDER**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that, Defendant Burns, his officers, agents, servants, employees, attorneys, and all persons in active concert or

participation with them, and each of them, who receive actual notice of this Final Judgment, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice to defraud;
- (b) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it was made, not misleading; or
- (c) 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 Securities Exchange Act of 1934 ("Exchange Act") 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, promulgated thereunder.

### III.

#### **CONTROL PERSON VIOLATIONS OF SECTION 13(b)(2)(A) OF THE EXCHANGE ACT**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED**, that Defendant Burns, as a control person pursuant to Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a), his officers, agents, employees, attorneys, and all persons in active concert or participation with him, and each of them, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, singly or in concert, causing any issuer to fail to make and keep books, records, and accounts which, in

reasonable detail, accurately reflect an issuer's transactions and its assets, in violation of Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A).

IV.

**CONTROL PERSON VIOLATIONS OF SECTION 13(a) OF THE EXCHANGE ACT AND RULES 12B-20, 13A-1, 13A-11 AND 13A-13 THEREUNDER**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED**, that Defendant Burns, as a control person pursuant to Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a), his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with him, and each of them, be and hereby are, permanently restrained and enjoined from, directly or indirectly, singly or in concert, causing any issuer to file false or misleading reports with the SEC, or to fail to include such material information in reports filed with the SEC necessary to make the required statements, in light of the circumstances under which they were made, not misleading, in violation of Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), and Rules 12b-20, 13a-1, 13a-11 and 13a-13 thereunder, 17 C.F.R. § 240.12b-20, 240.13a-1, 240.13a-11, and 240.13a-13.

V.

**VIOLATIONS OF SECTION 13(b)(5) OF THE EXCHANGE ACT AND RULE 13b2-1 THEREUNDER**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that, defendant Burns, his officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, falsifying or causing to be falsified, books, records or accounts required to be kept pursuant to Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A), in violation of Section

13(b)(5) of the Exchange Act, 15 U.S.C. § 78m(b)(5), and Rule 13b2-1, 17 C.F.R. § 240.13b2-1, promulgated thereunder.

**VI.**

**VIOLATIONS OF SECTION 13(b)(5)  
OF THE EXCHANGE ACT AND RULE 13b2-2 THEREUNDER**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that, defendant Burns, his officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, by personal service or otherwise, be and they hereby are, permanently retrained and enjoined from, directly or indirectly making or causing to be made materially false or misleading statements or omitting to state, or causing another person to omit to state, any material facts necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading, to an accountant in connection with: (1) an audit or examination of financial statements required to be made pursuant to Section 13(b)(5) of the Exchange Act, 15 U.S.C. § 78m(b)(5); or (2) the preparation or filing of any document or report required to be filed with the SEC, in violation of Section 13(b)(5) of the Exchange Act, 15 U.S.C. § 78m(b)(5), and Rule 13b2-2, 17 C.F.R. § 240.13b2-2, promulgated thereunder.

**VII.**

**OFFICER AND DIRECTOR BAR**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that, pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), Defendant Burns is hereby permanently barred from acting as an officer or director of any issuer that has a class of securities

registered with the Commission pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

**VIII.**

**DISGORGEMENT AND PREJUDGMENT INTEREST**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant Burns shall pay disgorgement in the amount of \$2,700,000, representing Defendant Burns' ill-gotten gains from the conduct alleged in the Complaint, plus prejudgment interest thereon of \$1,063,960, for a total of \$3,763,960.

**IX.**

**CIVIL MONEY PENALTIES**

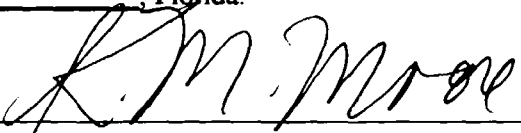
**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant Burns shall pay a civil penalty of \$100,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d) and Section 21(d) of the Exchange Act, 15 U.S.C. § 78(d)(3).

**X.**

**RETENTION OF JURISDICTION**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that this Court shall retain jurisdiction over this matter and Defendant Burns for all purposes and will order other and further relief as this Court may deem appropriate under the circumstances.

DONE AND ORDERED a 2:30 o'clock P.m. this 21st day of  
October, 1998 at Miami, Florida.

  
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HON. K. MICHAEL MOORE  
UNITED STATES DISTRICT JUDGE

copies furnished to:

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Attorneys for Plaintiff

Securities and Exchange Commission

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