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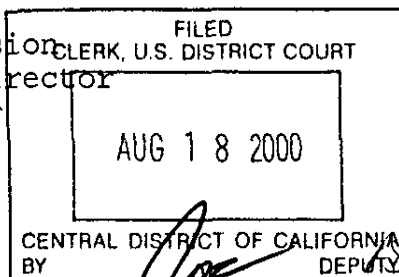
Securities and Exchange Commission
Valerie M. Caproni, Regional Director

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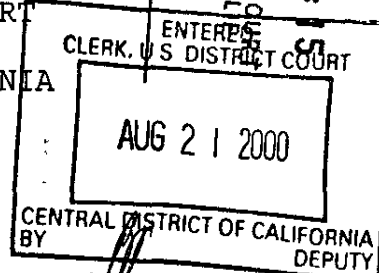
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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

JEFFREY P. SUDIKOFF, EDWARD
CHERAMY and RUDY WANN,

Defendants.

Civil Action No.:
97-7207 DDP (RCx)

[PROPOSED] FINAL JUDGMENT
OF PERMANENT INJUNCTION
AND OTHER RELIEF AGAINST
DEFENDANT JEFFREY P.
SUDIKOFF

Plaintiff Securities and Exchange Commission ("Commission"),
having filed and served upon Defendant Jeffrey P. Sudikoff
("Sudikoff") a Summons and Complaint in this action; Sudikoff
having admitted service upon him of the Summons and Complaint in
this action and the jurisdiction of this Court over him and over
the subject matter of this action; having been fully advised and
informed of his right to a judicial determination of this action;
having waived the entry of findings of fact and conclusions of
law as provided by Rule 52 of the Federal Rules of Civil

Procedure; having consented to the entry of this Final Judgment

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1 Of Permanent Injunction And Other Relief Against Defendant
2 Jeffrey P. Sudikoff ("Final Judgment"), without admitting or
3 denying the allegations in the Complaint except as specifically
4 set forth in the Consent Of Defendant Jeffrey P. Sudikoff To
5 Entry Of Final Judgment Of Permanent Injunction And Other Relief
6 ("Consent"); and no notice of hearing upon the entry of this
7 Final Judgment being necessary:

8 I.

9 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant
10 Sudikoff and his agents, servants, employees and attorneys, and
11 all persons in active concert or participation with any of them,
12 who receive actual notice of this Final Judgment by personal
13 service or otherwise, and each of them, are permanently
14 restrained and enjoined from, directly or indirectly, in the
15 offer or sale of any securities, by the use of any means or
16 instruments of transportation or communication in interstate
17 commerce or by the use of the mails:

18 A. employing any device, scheme or artifice to defraud;

19 B. obtaining money or property by means of any untrue
20 statement of a material fact or any omission to state a
21 material fact necessary in order to make the statements
22 made, in the light of the circumstances under which
23 they were made, not misleading; or

24 C. engaging in any transaction, practice, or course of
25 business which operates or would operate as a fraud or
26 deceit upon the purchaser;

27 in violation of Section 17(a) of the Securities Act of 1933

28 [15 U.S.C. § 77q(a)].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Sudikoff and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, 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 statements made, in the light of the circumstances under which they were 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 thereunder [17 C.F.R. § 240.10b-5].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Sudikoff and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently

1 restrained and enjoined from filing, or causing to be filed,
2 quarterly reports with the Commission on Forms 10-Q that fail to
3 contain material information necessary to make the required
4 statements in the Forms 10-Q, in light of the circumstances under
5 which they were made, not misleading in violation of Section
6 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20
7 and 13a-13 thereunder [17 C.F.R. §§ 240.12b-20 & 240.13a-13].

8 IV.

9 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
10 Sudikoff and his agents, servants, employees and attorneys, and
11 all persons in active concert or participation with any of them,
12 who receive actual notice of this Final Judgment by personal
13 service or otherwise, and each of them, are permanently
14 restrained and enjoined from knowingly circumventing or knowingly
15 failing to implement a system of internal accounting controls or
16 knowingly falsifying books, records or accounts required to be
17 kept by an issuer, in violation of Section 13(b)(5) of the
18 Exchange Act [15 U.S.C. § 78m(b)(5)] and Rule 13b2-1 thereunder
19 [17 C.F.R. § 240.13b2-1].

20 V.

21 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
22 Sudikoff and his agents, servants, employees and attorneys, and
23 all persons in active concert or participation with any of them,
24 who receive actual notice of this Final Judgment by personal
25 service or otherwise, and each of them, are permanently
26 restrained and enjoined from, directly or indirectly, while an
27 officer or director of an issuer:

28 (a) making or causing to be made a materially false or

1 misleading statement; or

2 (b) omitting to state, or causing another person to omit to
3 state, any material fact necessary in order to make
4 statements made, in light of the circumstances under
5 which such statements were made, not misleading to an
6 accountant in connection with:

7 (1) an audit or examination of the financial
8 statements of the issuer required to be made, or

9 (2) the preparation or filing of any document or
10 report required to be filed with the Commission;

11 in violation of Rule 13b2-2 under the Exchange Act [17 C.F.R. §
12 240.13b2-2].

13 VI.

14 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
15 Sudikoff and his agents, servants, employees and attorneys, and
16 all persons in active concert or participation with any of them,
17 who receive actual notice of this Final Judgment by personal
18 service or otherwise, and each of them, are permanently
19 restrained and enjoined from, while directly or indirectly the
20 beneficial owner of more than ten percent of any class of any
21 equity security which is registered pursuant to Section 12 of the
22 Exchange Act, or while a director or officer of the issuer of any
23 such security, failing within ten days after the close of a
24 calendar month when there have been changes in his beneficial
25 ownership of an issuer's stock during such month, to file with
26 the Commission statements on Form 4 indicating his ownership of
27 the stock at the close of the calendar month and such changes in
28 his ownership that have occurred during the calendar month, in

1 violation of Section 16(a) of the Exchange Act [15 U.S.C. §
2 78p(a)] and Rule 16a-3 thereunder [17 C.F.R. § 240.16a-3].

3 VII.

4 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
5 Sudikoff shall pay disgorgement in the amount of \$522,505.50,
6 representing his alleged losses avoided, plus prejudgment
7 interest thereon in the amount of \$130,060.86. Sudikoff shall
8 pay the disgorgement and prejudgment interest within thirty days
9 of entry of this Final Judgment by cashier's check, certified
10 check or postal money order made payable to the United States
11 Securities and Exchange Commission, which check or money order
12 shall be transmitted to the Comptroller, Securities and Exchange
13 Commission, 450 Fifth Street, N.W., Stop 0-3, Washington, D.C.
14 20549, under cover of a letter that identifies the defendant, the
15 name and case number of this litigation, and the court. A copy
16 of such cover letter shall be simultaneously transmitted to
17 counsel for the Commission in this action at its Los Angeles
18 office.

19 VIII.

20 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
21 Sudikoff is assessed, and shall pay, civil penalties to the
22 Commission for delivery to the United States Treasury. The civil
23 penalties shall total \$200,000 and shall consist of: (i) a civil
24 penalty of \$100,000 under the Insider Trading and Securities
25 Fraud Enforcement Act of 1988, as amended [15 U.S.C. § 78u-1(a)];
26 and (ii) a civil penalty of \$100,000 under Section 21(d)(3) of
27 the Exchange Act [15 U.S.C. § 78u(d)(3)]. Sudikoff shall pay the
28 civil penalties within thirty days of entry of this Final

1 Judgment by cashier's check, certified check or postal money
2 order, made payable to the United States Treasury, which check or
3 money order shall be transmitted to the Comptroller, Securities
4 and Exchange Commission, 450 Fifth Street, N.W., Stop 0-3,
5 Washington, D.C. 20549, under cover of a letter that identifies
6 the defendant, the name and case number of this litigation, and
7 the court. A copy of such cover letter shall be simultaneously
8 transmitted to counsel for the Commission in this action at its
9 Los Angeles office.

10 IX.

11 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
12 Sudikoff, pursuant to Section 21(d)(2) of the Exchange Act [15
13 U.S.C. § 78u(d)(2)], is prohibited for a period of twelve years
14 from the date of entry of this Final Judgment from serving as an
15 officer or director of any issuer that has a class of securities
16 registered with the Commission pursuant to Section 12 of the
17 Exchange Act [15 U.S.C. § 78l], or that is required to file
18 reports with the Commission pursuant to Section 15(d) of the
19 Exchange Act [15 U.S.C. § 78o(d)].

20 X.

21 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the
22 provisions of the Consent filed concurrently with this Final
23 Judgment are incorporated herein with the same force and effect
24 as if fully set forth herein, and that Defendant Sudikoff shall
25 comply with his Consent.

26 XI.

27 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court
28 shall retain jurisdiction over this action for all purposes,

1 including to determine the liability of any remaining defendants
2 in this action, to implement and enforce the terms of this Final
3 Judgment and other orders and decrees which may be entered
4 herein, and to grant such other relief as this Court may deem
5 necessary and just.

6 * * * * *

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

10
11 DATED:

8-7-00



HONORABLE DEAN D. PREGERSON
UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I, Magnolia M. Marcelo, am over the age of 18 years, not a party to this action, and am a citizen of the United States. My business address is 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036. On July 18, 2000, at the direction of a member of the bar of this Court, I served the document entitled [PROPOSED] FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST DEFENDANT JEFFREY P. SUDIKOFF by causing to be mailed a true and correct copy thereof in a sealed envelope, postage prepaid, to:

James L. Sanders, Esq.
McDermott, Will & Emery
2049 Century Park East, Suite 3400
Los Angeles, CA 90067-3208

Brad D. Brian, Esq.
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San Francisco, CA 94104

Harriet B. Leva, Esq.
O'Neill, Lysaght & Sun LLP
100 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401-1142

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 18, 2000

Magnolia M. Marcelo
Magnolia M. Marcelo