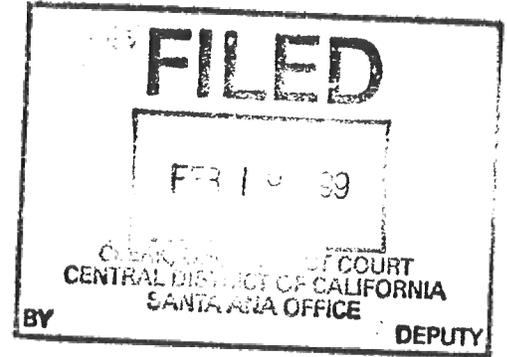


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11 UNITED STATES DISTRICT COURT  
12 FOR THE CENTRAL DISTRICT OF CALIFORNIA  
13 SOUTHERN DIVISION

14 SECURITIES AND EXCHANGE COMMISSION,

15 Plaintiff,

16 vs.

17 PATRICK L. ANTRIM, DAVID HUDSON III,  
18 LORETTA ANTRIM and MICHAEL S.  
19 WHITNEY,

20 Defendants.

Case No. SACV 98-535 GLT (EEx)

~~[Proposed]~~ FINAL JUDGMENT  
AGAINST DEFENDANTS PATRICK L.  
ANTRIM AND LORETTA ANTRIM

21 FINAL JUDGMENT AGAINST DEFENDANTS

22 PATRICK L. ANTRIM AND LORETTA ANTRIM

23 WHEREAS:

24 1. On January 11, 1999, Plaintiff Securities and Exchange  
25 Commission's ("Commission's") motion for summary judgment against  
26 defendants Patrick Antrim and Loretta Antrim came on regularly for  
27 hearing;

28 2. The Court, having considered the papers filed in support  
of and in opposition to the summary judgment motion, as well as the  
arguments from Commission counsel and defendants Patrick Antrim and  
Loretta Antrim, and finding there is no genuine issue of material

90

1 fact in dispute; it is hereby:

2 I.

3 ORDERED, ADJUDGED AND DECREED that the Commission's motion is  
4 GRANTED.

5 II.

6 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants  
7 Patrick L. Antrim and Loretta Antrim and their agents, servants,  
8 employees, and attorneys, and all persons in active concert or  
9 participation with any of them, who receive actual notice of this  
10 Final Judgment by personal service or otherwise, and each of them,  
11 are permanently restrained and enjoined from, directly or  
12 indirectly, in connection with the offer or sale of the security, by  
13 the use of any means or instruments of transportation or  
14 communication in interstate commerce or by the use of the mails:

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

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

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

24 in violation of Section 17(a) of the Securities Act of 1933  
25 ("Securities Act") [15 U.S.C. § 77q(a)].

26 III.

27 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants  
28 Patrick L. Antrim and Loretta Antrim and their agents, servants,

1 employees and attorneys, and all persons in active concert or  
2 participation with any of them, who receive actual notice of this  
3 Final Judgment by personal service or otherwise, and each of them,  
4 are permanently restrained and enjoined from, directly or  
5 indirectly, in connection with the purchase or sale of any security,  
6 by the use of any means or instrumentality of interstate commerce,  
7 or of the mails, or of any facility of any national securities  
8 exchange:

- 9 A. employing any device, scheme, or artifice to defraud;
- 10 B. making any untrue statement of material fact or omitting  
11 to state a material fact necessary in order to make the  
12 statements made, in the light of the circumstances under  
13 which they were made, not misleading; or
- 14 C. engaging in any act, practice, or course of business which  
15 operates or would operate as a fraud or deceit upon any  
16 person;

17 in violation of Section 10(b) of the Securities Exchange Act of 1934  
18 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17  
19 C.F.R. § 240.10b-5].

20 IV.

21 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants  
22 Patrick L. Antrim and Loretta Antrim and their agents, servants,  
23 employees and attorneys, and all persons in active concert or  
24 participation with any of them, who receive actual notice of this  
25 Final Judgment by personal service or otherwise, and each of them,  
26 are permanently restrained and enjoined from, directly or  
27 indirectly, making use of the mails or any means or instrumentality  
28 of interstate commerce to effect any transaction in, or to induce or

1 attempt to induce the purchase or sale of, any security (other than  
2 an exempted security or commercial paper, bankers' acceptances, or  
3 commercial bills) unless and until becoming registered in accordance  
4 with Section 15(b) of the Exchange Act [15 U.S.C. § 78o(b)] in  
5 violation of Section 15(a)(1) of the Exchange Act [15 U.S.C. §  
6 78o(a)(1)].

7  
8 V.

8 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants  
9 Patrick L. Antrim and Loretta Antrim pay disgorgement in the amount  
10 of \$819,108.61, plus prejudgment interest thereon in the amount of  
11 \$52,770.95 calculated as of October 31, 1998 and \$132.71 for each  
12 day thereafter, prior to entry of the final judgment, compounded on  
13 an annual basis; and that Patrick L. Antrim and Loretta Antrim are  
14 each jointly and severally liable for the payment of the  
15 disgorgement and prejudgment interest amounts. Defendants Patrick  
16 L. Antrim and Loretta Antrim shall pay this disgorgement and  
17 prejudgment interest by cashier's check, certified check or postal  
18 money order within thirty (30) days of entry of this Final Judgment.  
19 This disgorgement and interest payment shall be made payable to the  
20 United States Securities and Exchange Commission, and shall be  
21 transmitted to the Comptroller, Securities and Exchange Commission,  
22 6432 General Green Way, Suite B, Mail Stop 0-3, Alexandria, Virginia  
23 22312, under cover of a letter that identifies the defendants, the  
24 name and case number of this litigation, and the court. A copy of  
25 the cover letter shall be simultaneously transmitted to counsel for  
26 the Commission in this action at its Los Angeles, California office.

27 VI.

28 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court

1 shall retain jurisdiction over this action for the purposes of  
2 determining, implementing and carrying out the terms of this Final  
3 Judgment and all other orders and decrees that may be entered  
4 herein, and to granting such other relief as the Court may deem  
5 necessary and just.

6 There being no just reason for delay, the Clerk of the Court is  
7 hereby directed to enter this Final Judgment forthwith.

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9  
10 DATED: \_\_\_\_\_

2 19-99

GARY L. TAYLOR

UNITED STATES DISTRICT JUDGE

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