

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
(Tampa Division)

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SECURITIES AND EXCHANGE COMMISSION,)
)
Plaintiff,)
v.)
)
CERTAIN UNIT INVESTMENT TRUSTS,)
by and through their Trustee, HOLDING)
INTERNATIONAL CORP.; INSIDE EDGE)
COMMUNICATIONS SOUTHEAST, INC.;)
HOLDING INTERNATIONAL CORP.; DEREK)
BARTSCH; and BURNELL HOEKSTRA,)
)
Defendants,)
)
CAPITAL ASSET ALLOCATORS, INC.; THE)
INSIDE EDGE COMMUNICATIONS, INC.;)
THE INSIDE EDGE NATIONWIDE, INC.; and)
TRINITY ALLIANCE, INC.,)
)
Relief Defendants.)

CASE NO. 98-1644-CIV-T-23F

U.S. DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA, FLORIDA
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**FINAL JUDGMENT RELATING TO DISGORGEMENT AND PENALTIES
AS TO DEFENDANT DEREK BARTSCH**

Defendant Derek Bartsch ("Bartsch") by the Consent annexed hereto, without admitting or denying any of the allegations in the Commission's Complaint, except that he is admitting the allegation as to the jurisdiction over him of this Court and over the subject matter of this action, has agreed to the entry of this Final Judgment ("Order"). This Court having accepted such Consent and having jurisdiction over defendant Bartsch and the subject matter hereof, and the Court being fully advised in the premises:

On August 24, 1998 this Court entered an Order of Permanent Injunction against Bartsch, by consent, which restrained and enjoined him from further violations of the federal securities laws

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Defendant has consented to the entry of this final judgment which resolves the Commission's claim for disgorgement, civil fines and/or penalties as prayed for in the Complaint.

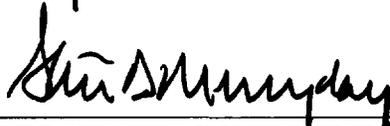
This Court having jurisdiction over Defendant and the subject matter hereof, and the Court being fully advised in the premises,

IT IS ORDERED AND ADJUDGED that Defendant pay disgorgement in the amount of \$ 140,000 representing his gains from the conduct alleged in the Complaint, plus pre-judgment interest. Based upon Defendant's sworn representations in his Statement of Financial Condition dated 3-29-99, and submitted to the Commission, and Defendant's sworn deposition in this action, payment of disgorgement and pre-judgment interest thereon is waived, contingent upon the accuracy and completeness of his Statement of Financial Condition.

IT IS FURTHER ORDERED that based upon Defendant's sworn representations in his Statement of Financial Condition referred to above, and submitted to the Commission, the Court is not ordering Defendant to pay a civil penalty pursuant to Section 20 (d) of the Securities Act, 15 U.S.C. §77t (d) and Section 21 (d) (3) of the Exchange Act, 15 U S C §78 (d) (3). The determination not to impose a civil penalty and to waive payment of disgorgement and pre-judgment interest thereon is contingent upon the accuracy and completeness of his Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant's representations to the Commission concerning his assets, income, liabilities, or net worth 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 Defendant, petition this Court for an order requiring Defendant to pay the full amount of disgorgement stated above, plus pre-judgment and post-judgment interest thereon, and a civil penalty. In connection

with any such petition, the only issues shall be whether the financial information provided by Defendant was fraudulent, misleading, 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 Defendant 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. Defendant may not, by way of defense to such petition, challenge the validity of his Consent or the Final Judgment, contest the allegations in the Complaint filed by the Commission, contest the amount of disgorgement and interest, or assert that disgorgement or the payment of a civil penalty should not be ordered.

DONE AND ORDERED this 15th of May, ~~1999~~ ²⁰⁰⁰ in chambers in Tampa, Florida.


UNITED STATES DISTRICT JUDGE

cc: all parties and counsel of record