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IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
Eastern Division

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

FLOYD LELAND OGLE, et al.,

Defendants.

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Civil Action No. 99 C 609  
Judge Conlon

**FINAL JUDGMENT OF PERMANENT INJUNCTION  
AND OTHER RELIEF AS TO DEFENDANT ROBIN L. OPP**

Plaintiff Securities and Exchange Commission ("Commission"), having filed a Second Amended Complaint, and Defendant Robin L. Opp ("Opp") in his attached Consent and Undertakings of Robin L. Opp ("Consent") incorporated herein, having entered a general appearance, having admitted the jurisdiction of this Court over the subject matter of this action, having consented to the jurisdiction of this Court over him, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having waived any right he might have to appeal from the entry of this Final Judgment of Permanent Injunction and Other Relief as to Robin L. Opp ("Final Judgment"), having consented to the entry of this Final Judgment enjoining him from engaging in transactions, acts, practices and courses of business which constitute violations 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]

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thereunder and Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)], and the Court having granted in part the Commission's motion for entry of final judgment by default against Defendant Opp and having held Defendant Opp liable to the Commission for violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder and Section 17(a) of the Securities Act, and the Court having denied Defendant Opp's Motion to Vacate Default and for Leave to File Answer to Second Amended Complaint, Instantly, and it further appearing that this Court has jurisdiction over the parties and the subject matter hereof, and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Opp, his agents, servants, employees, attorneys-in-fact and all those persons having active concert and participation with them 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, through the use of any means or instrumentality of interstate commerce or of the mails, or of the facilities of a national securities exchange:

- (1) employing any device, scheme, or artifice to defraud,
- (2) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, or
- (3) engaging in any transaction, act, practice, or course of business which operates or would operate as a fraud or deceit on any person,

in connection with the purchase or sale of any security;  
in violation of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5  
[17 C.F.R. § 240.10b-5] thereunder.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Opp, his agents, servants, employees, attorneys-in-fact and all those persons having active concert and participation with them 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, 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, directly or indirectly:

- (1) employing any device, scheme, or artifice to defraud;
- (2) obtaining money or property by means of any untrue statement of a material fact, or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (3) engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser;

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

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that based upon Defendant Opp's sworn representations in his Statement of Financial Condition dated August 1, 2000, and submitted to the Commission, the Court is not ordering him to pay a

civil penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), or Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). The determination not to impose a civil penalty 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 his 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 further notice to Defendant Opp, petition the Court for an order requiring Defendant Opp to pay a civil penalty. In connection with any such petition, the only issue shall be whether the financial information provided by Defendant Opp was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of the 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 Opp to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of the Court's Final Judgment, and the Commission may also request additional discovery. Defendant Opp may not, by way of defense to such petition, challenge the validity of his Consent or the Final Judgment, contest the allegations in the Second Amended Complaint filed by the Commission, or assert that payment of a civil penalty should not be ordered.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the annexed Consent of Defendant Opp be, and the same hereby is, incorporated herein with the same force and effect as if fully set forth herein.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including the implementation and enforcement of this Final Judgment.

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There being no reason 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

Date: \_\_\_\_\_

3/1/01