

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

C. DAVID DECKER,

Defendant.

99 CV 11961 REK  
CIVIL ACTION NO.

FILED IN CLERK'S  
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U.S. DISTRICT COURT  
THE DISTRICT OF  
MASSACHUSETTS

FINAL JUDGMENT OF PERMANENT INJUNCTION AGAINST DEFENDANT  
C. DAVID DECKER

Plaintiff SECURITIES AND EXCHANGE COMMISSION ("COMMISSION"),  
having filed a COMPLAINT, and Defendant C. DAVID DECKER ("DECKER"), having  
entered a general appearance in this action; having, in the annexed CONSENT OF  
DEFENDANT C. DAVID DECKER ("CONSENT"), admitted to the jurisdiction of this  
Court over him and over the subject matter of this action; having waived the filing of an  
answer to the COMPLAINT, having waived the entry of findings of fact and conclusions  
of law pursuant to Rule 52 of the Federal Rules of Civil Procedure with respect to this  
FINAL JUDGMENT OF PERMANENT INJUNCTION AGAINST DEFENDANT C.  
DAVID DECKER ("FINAL JUDGMENT"); and, without admitting or denying the  
allegations of the COMPLAINT, except as to jurisdiction, which he admits, having  
consented to the entry of this FINAL JUDGMENT permanently restraining and enjoining  
DECKER from violating, directly or indirectly, Sections 10(b) and 14(e) of the Securities

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3

Exchange Act of 1934 ("Exchange Act") [15 U.S.C. §§ 78j(b) and 78n(e)] and Rules 10b-5 and 14e-3 thereunder [17 C.F.R. §§ 240.10b-5 and 240.14e-3], ordering DECKER to disgorge his ill-gotten gain of \$16,696, plus prejudgment interest in the amount of \$2,898 and ordering DECKER to pay a civil penalty in the amount of \$16,696; and it further appearing that this Court has jurisdiction over DECKER and the subject matter hereof, and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that DECKER, his agents, servants, employees, attorneys, successors and assigns, and each of them, and all persons in active concert or participation with him, and each of them who receive actual notice of this FINAL JUDGMENT by personal service or otherwise, be and hereby are permanently restrained and enjoined from violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], by, directly or indirectly, through the use of any means or instrumentality of interstate commerce, or the mails, or of any facility of any 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 the light of the circumstances under which they were made, not misleading; or
- (3) engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

in connection with the purchase or sale of any security.

II.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that DECKER, his agents, servants, employees, attorneys, successors and assigns, and each of them, and all persons in active concert or participation with him, and each of them who receive actual notice of this FINAL JUDGMENT by personal service or otherwise, be and hereby are permanently restrained and enjoined from violating Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3], by, directly or indirectly, in connection with any tender offer or a request or invitation for tenders, engaging in any fraudulent, deceptive, or manipulative acts or practices by:

- (1) trading in the securities sought or to be sought in such tender offer while in possession of material nonpublic information relating to said tender offer which he knows or has reason to know is nonpublic and which he knows or has reason to know was acquired directly or indirectly from the offering person, the issuer of the securities sought or to be sought by such tender offer, or any officer, director, partner, employee or other person acting on behalf of the offering person or such issuer, without publicly disclosing such information and its source within a reasonable time prior to trading; or
- (2) communicating material nonpublic information relating to a tender offer, which information he knows or has reason to know was acquired directly or indirectly from the offering person, the issuer of the securities sought or to be sought in the tender offer, or any person acting on behalf of the

offering person or such issuer, to any other person under circumstances in which it is reasonably foreseeable that such communication is likely to result in a violation of Rule 14e-3 [17 C.F.R. § 240.14e-3] promulgated under Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, within 10 days of the entry of this FINAL JUDGMENT, DECKER shall pay the sum of \$19,594, representing disgorgement of his ill-gotten gain of \$16,696 in connection with the purchases of BBN CORPORATION common stock alleged in the COMPLAINT, plus prejudgment interest in the amount of \$2,898. At the time of such payment, DECKER shall relinquish all legal and equitable right, title and interest in all such funds.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DECKER shall pay, within 10 days of the entry of this FINAL JUDGMENT, a civil penalty pursuant to the Insider Trading Sanction Act of 1988, codified at Section 21A(a) of the Exchange Act, as amended [15 U.S.C. § 78u-1(a)], in the amount of \$16,696.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the payments ordered in Paragraphs III. and IV., above, shall be (i) made by bank cashier's check, bank money order, certified check or United States postal money order; (ii) made payable to the COMMISSION; (iii) mailed or hand-delivered to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3,

Alexandria, Virginia, 22312; and (iv) submitted under cover of a letter that identifies DECKER as the Defendant in this action, the name and number of this action and name of this Court, with a copy to Grant David Ward, counsel for the COMMISSION at its Boston District Office located at 73 Tremont Street, Boston, Massachusetts 02108.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the annexed CONSENT be, and hereby is, incorporated by reference herein with the same force and effect as if fully set forth herein.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this matter for the purpose of implementing and enforcing the terms and conditions of this FINAL JUDGMENT.

VIII.

There being no just reason for delay, the Clerk of the Court is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this FINAL JUDGMENT forthwith.

DONE AND ORDERED at Boston, Massachusetts, this 28~~th~~ day of

September, 1999.

  
UNITED STATES DISTRICT JUDGE