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UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 WESTERN DIVISION

SECURITIES AND EXCHANGE
 COMMISSION,

Plaintiff,

vs.

GARY A. EISENBERG,

Defendant.

Case No.

02-6479

[PROPOSED] JUDGMENT OF
 PERMANENT INJUNCTION AND
 OTHER EQUITABLE AND LEGAL
 RELIEF AGAINST DEFENDANT
 GARY A. EISENBERG

THIS CONSTITUTES NOTICE OF ENTRY
 AS REQUIRED BY FRCP, RULE 77(d).

Plaintiff Securities and Exchange Commission ("Commission"), having filed and served upon defendant Gary A. Eisenberg ("Eisenberg") a Summons and Complaint in this matter and Eisenberg 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 rights to a judicial determination of this matter; 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 Judgment of Permanent Injunction and Other Equitable and Legal Relief Against Defendant Gary A. Eisenberg ("Judgment") without admitting or denying the allegations in the Complaint, except as specifically set forth in the Consent of Defendant Gary A. Eisenberg to Entry of Judgment of Permanent Injunction And Other

✓ Docketed
 ✓ Copies NTC Sent
 — JS - 5 / JS - 6
 — JS - 2 / JS - 3

JUDGMENT OF PERMANENT INJUNCTION

1 Equitable And Legal Relief ("Consent"); and it appearing that no notice of hearing upon
2 the entry of this Judgment being necessary; and the Court being fully advised in the
3 premises, and there being no just reason for delay.

4 I.

5 IT IS ORDERED, ADJUDGED & DECREED that Eisenberg and his agents,
6 servants, employees, and all persons in active concert or participation with any of them,
7 who receive actual notice of this Judgment by personal service or otherwise, and each of
8 them, are permanently restrained and enjoined from, directly or indirectly:

- 9 A. making use of any means or instruments of transportation or communication
10 in interstate commerce or of the mails to sell the securities of any issuer,
11 through the use or medium of any prospectus or otherwise, unless and until a
12 registration statement is in effect as to such securities;
- 13 B. carrying or causing to be carried through the mails or in interstate commerce,
14 by any means or instruments of transportation, for the purpose of sale or for
15 delivery after sale, the securities of any issuer, unless and until a registration
16 statement is in effect as to such securities; and
- 17 C. making use of any means or instruments of transportation or communication
18 in interstate commerce or of the mails to offer to sell or offer to buy, through
19 the use or medium of any prospectus or otherwise, the securities of any
20 issuer, unless and until a registration statement has been filed with the
21 Commission as to such securities, or while a registration statement has been
22 filed with the Commission as to such securities, or while a registration
23 statement as to such securities is the subject of a refusal order or stop order
24 or (prior to the effective date of the registration statement) any public
25 proceeding or examination under Section 8 of the Securities Act of 1933, 15
26 U.S.C. § 77h;

27 in violation of Sections 5(a) and 5(c) of the Securities Act of 1933, 15 U.S.C. §§ 77e(a)
28 & 77e(c); provided, however, that nothing in this Judgment shall apply to any security or

1 transaction which is exempt from the provisions of Section 5 of the Securities Act of
2 1933, 15 U.S.C. § 77e.

3 II.

4 IT IS ORDERED, ADJUDGED & DECREED that Eisenberg and his agents,
5 servants, employees, and all persons in active concert or participation with any of them,
6 who receive actual notice of this Judgment by personal service or otherwise, and each of
7 them, are permanently restrained and enjoined from, directly or indirectly, in the offer or
8 sale of the securities of any issuer, by the use of any means or instruments of
9 transportation or communication in interstate commerce or by the use of the mails:

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

17 in violation of Section 17(a) of the Securities Act of 1933, 15 U.S.C. § 77q(a).

18 III.

19 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Eisenberg and
20 his agents, servants, employees, and all persons in active concert or participation with any
21 of them, who receive actual notice of this Judgment by personal service or otherwise, and
22 each of them, are permanently restrained and enjoined from, directly or indirectly, in
23 connection with the purchase or sale of any security, by the use of any means or
24 instrumentality of interstate commerce, or of the mails, or of any facility of any national
25 securities exchange:

- 26 A. employing any device, scheme, or artifice to defraud;
27 B. making any untrue statement of a material fact or omitting to state a material
28 fact necessary in order to make the statements made, in the light of the

1 circumstances under which they were made, not misleading; or
2 C. engaging in any act, practice, or course of business which operates or would
3 operate as a fraud or deceit upon any person;
4 in violation of Section 10(b) of the Securities Exchange Act of 1934, 15 U.S.C.
5 § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5.

6 IV.

7 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Eisenberg shall
8 provide all documents in his possession, custody or control to the Commission and
9 disclose under oath all information with respect to his activities and the activities of others
10 about which the Commission or its staff may inquire or request. Such production of
11 documents and disclosure of information by Eisenberg shall be made upon reasonable
12 notice in writing and without service of a subpoena and subject only to the good faith
13 assertion of any privileges recognizable pursuant to the provisions of Rule 501 of the
14 Federal Rules of Evidence or the United States Constitution and amendments thereto.
15 Failure to comply with the foregoing will subject Eisenberg to the remedies and sanctions
16 set forth in Rule 37 of the Federal Rules of Civil Procedure and all other available
17 remedies.

18 V.

19 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Eisenberg shall
20 pay disgorgement, in an amount to be determined, of all his ill-gotten gains from the
21 conduct alleged in the Complaint, plus prejudgment interest thereon calculated pursuant to
22 28 U.S.C. § 1961. Additionally, Eisenberg is ordered to pay a civil penalty pursuant to
23 Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the
24 Exchange Act, 15 U.S.C. § 78u(d)(3), in an amount to be determined.

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VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the provisions of the Consent filed concurrently with this Judgment are incorporated herein with the same force and effect as if fully set forth herein and that Eisenberg shall comply with the Consent.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this action to implement and enforce the terms of the Judgment and other decrees that may be entered herein and to grant such other relief as the Court may deem necessary and just.

* * * * *

There being no just 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 Judgment forthwith.

Date:

August 21, 2002

A. J. [Signature]
UNITED STATES DISTRICT JUDGE