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**ENTERED**  
DEC - 2 2002  
CLERK, U.S. DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SANTA ANA OFFICE  
BY *mg* DEPUTY

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**FILED**  
NOV 27 2002  
CLERK, U.S. DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION AT SANTA ANA  
BY \_\_\_\_\_ DEPUTY

**THIS CONSTITUTES NOTICE OF ENTRY AS REQUIRED BY FRCP, RULE 77(d).** UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

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SECURITIES AND EXCHANGE COMMISSION,  
  
Plaintiff,  
  
v.  
  
TRADAMAX GROUP, INC.,  
PATTINSON HAYTON, and  
CONRAD DIAZ,  
  
Defendants,  
  
CARLISLE HOLDINGS, LTD. and  
NETVEST (ONTARIO) LTD.,  
  
Relief Defendants.

Docket No: SACV-'01-589 GLT ✓  
(MLGx)

(~~PROPOSED~~) AMENDED FINAL JUDGMENT OF PERMANENT INJUNCTION BY DEFAULT AS TO PATTINSON HAYTON, AND ORDER OF DISGORGEMENT AS TO RELIEF DEFENDANTS CARLISLE HOLDINGS, LTD. and NETVEST (ONTARIO) LTD.

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DEC - 2 2002  
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This matter came to be heard upon plaintiff Securities and Exchange Commission's Ex Parte Application For Sanction Of Default Pursuant To Fed. R. Civ. P. 37(d) against defendant Pattinson Hayton and relief defendants Carlisle Holdings, Ltd.

**LODGED**  
NOV 25 2002  
11-25-02  
CLERK, U.S. DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION AT SANTA ANA  
DEPUTY

1 (PROPOSED) AMENDED FINAL JUDGMENT OF PERMANENT INJUNCTION BY DEFAULT AS TO PATTINSON HAYTON, AND ORDER OF DISGORGEMENT AS TO RELIEF DEFENDANTS CARLISLE HOLDINGS, LTD. and NETVEST (ONTARIO) LTD.

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1 and Netvest (Ontario), Ltd. seeking to: (1) restrain and enjoin  
2 defendant Pattinson Hayton from violating the federal securities  
3 laws; (2) order Hayton to pay disgorgement of \$328,516. together  
4 with prejudgment interest; (3) order Hayton to pay a third tier  
5 civil money penalty; (4) order relief defendant Carlisle  
6 Holdings, Ltd. to disgorge \$95,509 together with prejudgment  
7 interest; and (5) order relief defendant Netvest (Ontario) Ltd.  
8 to disgorge \$62,600 together with prejudgment interest.

9 The Court, having considered the Commission's Ex Parte  
10 Application For Sanction Of Default Pursuant To Fed. R. Civ. P.  
11 37(d), and all other evidence and argument presented regarding  
12 the Ex Parte Application, finds that defendant Hayton, and relief  
13 defendants Carlisle Holdings, Ltd. and Netvest (Ontario) Ltd.,  
14 are in default.

15 I.

16 The Commission's Ex Parte Application For Sanction Of  
17 Default Pursuant To Fed. R. Civ. P. 37(d) against defendant  
18 Pattinson Hayton and relief defendants Carlisle Holdings, Ltd.  
19 and Netvest (Ontario), Ltd. is HEREBY GRANTED.

20 II.

21 IT IS HEREBY ORDERED that defendant Hayton, his agents,  
22 servants, employees, attorneys, and those persons in active  
23 concert or participation with him, who receive actual notice of  
24 this Order, by personal service or otherwise, and each of them,  
25

1 be and hereby are restrained and enjoined from, directly or  
2 indirectly, in the offer or sale of any securities, by the use of  
3 any means or instruments of transportation or communication in  
4 interstate commerce or by the use of the mails:

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

6 B. obtaining money or property by means of any untrue  
7 statement of a material fact or any omission to state a material  
8 fact necessary in order to make the statements made, in the light  
9 of the circumstances under which they were made, not misleading;

10 or

11 C. engaging in any transaction, practice, or course of  
12 business which operates or would operate as a fraud or deceit  
13 upon the purchaser; in violation of Section 17(a) of the  
14 Securities Act [15 U.S.C. § 77q(a)].

15 III.

16 IT IS FURTHER ORDERED that defendant Hayton, his agents,  
17 servants, employees, attorneys, and those persons in active  
18 concert or participation with him, who receive actual notice of  
19 this Order, by personal service or otherwise, and each of them,  
20 be and hereby are restrained and enjoined from, directly or  
21 indirectly, in connection with the purchase or sale of any  
22 securities, by the use of any means or instrumentality of  
23 interstate commerce, or of the mails, or of any facility of any  
24 national securities exchange:

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

2 B. making any untrue statement of a material fact or  
3 omitting to state a material fact necessary in order to make the  
4 statements made, in the light of the circumstances under which  
5 they were made, not misleading; or

6 C. engaging in any act, practice, or course of business  
7 which operates or would operate as a fraud or deceit upon any  
8 person; in violation of Section 10(b) of the Exchange Act [15  
9 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-  
10 5].

11 IV.

12 IT IS FURTHER ORDERED that defendant Hayton, his agents,  
13 servants, employees, attorneys-in-fact and all persons in active  
14 concert or participation with him who receive actual notice of  
15 this Order by personal service or otherwise, and each of them, be  
16 and they hereby are restrained and enjoined from aiding and  
17 abetting or causing violations of Section 13(a) of the Exchange  
18 Act and Rules 12b-20, 12b-25, 13a-1, 13a-11 and 13a-13  
19 promulgated thereunder by failing to file with the Commission, in  
20 accordance with rules and regulations the Commission has  
21 prescribed, information and documents required by the Commission  
22 to keep current information and documents required in or with an  
23 application or registration statement filed pursuant to Section  
24  
25

1 12 of the Exchange Act or annual reports or quarterly reports as  
2 the Commission has prescribed.

3 V.

4 IT IS FURTHER ORDERED that defendant Hayton, his agents,  
5 servants, employees, attorneys-in-fact and all persons in active  
6 concert or participation with him who receive actual notice of  
7 this Order by personal service or otherwise, and each of them, be  
8 and they hereby are restrained and enjoined from aiding and  
9 abetting or causing violations of Section 13(b)(2)(A) of the  
10 Exchange Act by failing to develop and maintain accounting  
11 records that accurately and fairly reflect its transactions and  
12 the dispositions of its assets.

13 VI.

14 IT IS FURTHER ORDERED that defendant Hayton, his agents,  
15 servants, employees, attorneys-in-fact and all persons in active  
16 concert or participation with him who receive actual notice of  
17 this Order by personal service or otherwise, and each of them, be  
18 and they hereby are restrained and enjoined from violating Section  
19 13(d) of the Exchange Act and Rule 13d-1 thereunder by, if  
20 directly or indirectly the beneficial owner of more than 5 per  
21 centum of any class of any equity security which is registered  
22 pursuant to section 12 of this title, after directly or  
23 indirectly acquiring the beneficial ownership of such class,  
24 failing to send to the issuer of the security at its principal  
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1 executive office, by registered or certified mail, failing to  
2 send to each exchange where the security is traded, or failing to  
3 file with the Commission, a statement containing such information  
4 as the Commission has, by rules and regulations, prescribed as  
5 necessary or appropriate in the public interest or for the  
6 protection of investors within ten days of such acquisition.

7 VII.

8 IT IS FURTHER ORDERED that defendant Hayton, his agents,  
9 servants, employees, attorneys-in-fact and all persons in active  
10 concert or participation with him who receive actual notice of  
11 this Order by personal service or otherwise, and each of them, be  
12 and they hereby are restrained and enjoined from violating Section  
13 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 promulgated  
14 thereunder by, if directly or indirectly the beneficial owner of  
15 more than 10 per centum of any class of any equity security  
16 (other than an exempted security) which is registered pursuant to  
17 section 12 of this title, or a director or an officer of the  
18 issuer of such security, failing to file, at the time of the  
19 registration of such security on a national securities exchange  
20 or by the effective date of a registration statement filed  
21 pursuant to section 12(g) of this title, or within ten days after  
22 he becomes such beneficial owner, director, or officer, a  
23 statement with the Commission (and, if such security is  
24 registered on a national securities exchange, also with the  
25

1 exchange) of the amount of all equity securities of such issuer  
2 of which he is the beneficial owner, and within ten days after  
3 the close of each calendar month thereafter, if there has been a  
4 change in such ownership during such month, shall file with the  
5 Commission (and if such security is registered on a national  
6 securities exchange, shall also file with the exchange), a  
7 statement indicating his ownership at the close of the calendar  
8 month and such changes in his ownership as have occurred during  
9 such calendar month.

10 VIII.

11 IT IS FURTHER ORDERED that defendant Hayton, his agents,  
12 servants, employees, attorneys-in-fact and all persons in active  
13 concert or participation with him who receive actual notice of  
14 this Order by personal service or otherwise, and each of them, be  
15 and they hereby are restrained and enjoined from violating  
16 Sections 5(a) and 5(c) of the Securities Act by, unless a  
17 registration statement is in effect as to a security, directly or  
18 indirectly making use of any means or instruments of  
19 transportation or communication in interstate commerce or of the  
20 mails to sell such security through the use or medium of any  
21 prospectus or otherwise, carrying or causing to be carried  
22 through the mails or in the interstate commerce, by any means of  
23 instruments of transportation, any such security for the purpose  
24 of sale or for delivery after sale or making use of any means or

1 instruments of transportation or communication in interstate  
2 commerce or of the mails to offer to sell or offer to buy through  
3 the use or medium of any prospectus or otherwise any security.

4 IX.

5 IT IS FURTHER ORDERED that defendant Hayton shall pay within  
6 thirty (30) days of the date of this Final Judgment, disgorgement  
7 on the basis of joint and several liability with relief  
8 defendants Carlisle Holdings, Ltd. and Netvest (Ontario) Ltd.  
9 totaling three hundred and twenty-eight thousand, five hundred  
10 and sixteen dollars (\$328,516), plus prejudgment interest  
11 totaling forty-five thousand, one hundred and ninety-two dollars  
12 (\$45,192) to the court registry for the United States District  
13 Court for the Central District of California to be held in an  
14 account and made available for distribution to shareholders  
15 pursuant to a plan of distribution proposed by the Commission.

16  
17 X.

18 IT IS FURTHER ORDERED that defendant Hayton shall pay within  
19 thirty (30) days of the date of this Final Judgment, a civil money  
20 penalty pursuant to Section 21(d)(3) of the Exchange Act [15  
21 U.S.C. § 78u(d)(3)] totaling \$ \_\_\_\_\_ to the United States  
22 Treasury.



XI.

1  
2 IT IS FURTHER ORDERED that relief defendant Carlisle  
3 Holdings, Ltd. shall pay within thirty (30) days of the date of  
4 this Final Judgment, disgorgement totaling ninety-five thousand,  
5 five hundred and nine dollars (\$95,509), plus prejudgment  
6 interest totaling nine thousand, nine hundred and fifty-seven  
7 dollars (\$9,957.) to the court registry for the United States  
8 District Court for the Central District of California to be held  
9 in an account and made available for distribution to shareholders  
10 pursuant to a plan of distribution proposed by the Commission.  
11 Relief defendant Netvest (Ontario) Ltd., shall pay within thirty  
12 (30) days of the date of this Final Judgment, disgorgement  
13 totaling sixty-two thousand, six hundred dollars (\$62,600), plus  
14 prejudgment interest totaling five thousand, six hundred and  
15 twenty-two dollars (\$5,622) to the court registry for the United  
16 States District Court for the Central District of California to  
17 be held in an account and made available for distribution to  
18 shareholders pursuant to a plan of distribution proposed by the  
19 Commission.

20 XII.

21 IT IS FURTHER ORDERED that that defendant Hayton is hereby  
22 prohibited from acting as an officer or director of any issuer  
23 that has a class of securities registered pursuant to Section 12  
24 of the Exchange Act [15 U.S.C. § 781] or that is required to  
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1 file reports pursuant to Section 15(d) of such Act [15 U.S.C. §  
2 78o(d)].

3 XIII.

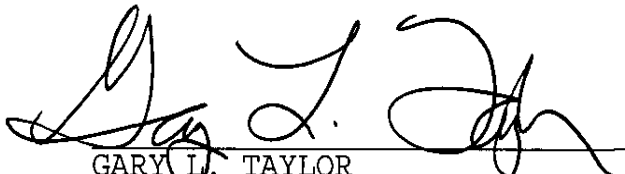
4 IT IS FURTHER ORDERED that service of this Final Judgment of  
5 Permanent Injunction may be made by facsimile, mail, e-mail,  
6 overnight delivery or personally by any employee of the Securities  
7 and Exchange Commission who is not counsel of record in this  
8 matter, or in any other manner authorized by Rule 5 of the  
9 Federal Rules of Civil Procedure.

10 XIV.

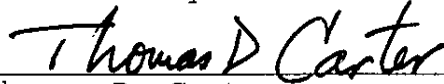
11 IT IS FURTHER ORDERED that this Court shall retain  
12 jurisdiction over this action for the purpose of implementing and  
13 carrying out the terms of all orders and decrees which may be  
14 entered herein and to entertain any suitable application or motion  
15 for additional relief within the jurisdiction of this Court.

16 IT IS SO ORDERED.

17 DATED: November 27, 2002

18   
19 GARY L. TAYLOR  
UNITED STATES DISTRICT JUDGE

20 Presented by:

21   
22 Thomas D. Carter  
23 Attorney for Plaintiff  
24 Securities and Exchange Commission  
25 1801 California St., Suite 1500  
Denver CO 80202  
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Fax (303) 844-1068

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2 Securities and Exchange Commission  
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6 Telephone: (213) 965-3998  
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