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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA**

U. S. SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

STEPHEN P. GARDNER,
DOUGLAS S. POWANDA,
GARY L. LENZ,
BERDJ J. RASSAM,
JOSEPH G. REICHNER,
PETER J. O'BRIEN,
DANIEL A. STULAC,
LARRY A. RODDA, and
MICHAEL D. WHITT,

Defendants.

) Case No. 04 CV 2002 (JAH) (RBB)

) **AMENDED FINAL JUDGMENT AS TO**
) **MICHAEL D. WHITT**

The Securities and Exchange Commission having filed a Complaint and Defendant
Michael D. Whitt having entered a general appearance; consented to the Court's jurisdiction over
Defendant and the subject matter of this action; consented to entry of this Amended Final

1 Judgment without admitting or denying the allegations of the Complaint (except as to
2 jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from
3 this Amended Final Judgment:
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5 I.

6 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and
7 Defendant's agents, servants, employees, attorneys, and all persons in active concert or
8 participation with them who receive actual notice of this Amended Final Judgment by personal
9 service or otherwise are permanently restrained and enjoined from violating, directly or
10 indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C.
11 § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or
12 instrumentality of interstate commerce, or of the mails, or of any facility of any national securities
13 exchange, in connection with the purchase or sale of any security:
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- 15 (a) to employ any device, scheme, or artifice to defraud;
- 16 (b) to make any untrue statement of a material fact or to omit to state a material fact
17 necessary in order to make the statements made, in the light of the circumstances
18 under which they were made, not misleading; or
- 19 (c) to engage in any act, practice, or course of business which operates or would
20 operate as a fraud or deceit upon any person.
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22 II.

23 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
24 shall pay a civil penalty in the amount of \$60,000 pursuant to Section 21(d)(3) of the Exchange
25 Act [15 U.S.C. § 78u-1]. Defendant shall make this payment in two installments. The first
26 installment of \$25,000 shall be made within ten (10) business days after entry of this Amended
27 Final Judgment, and the second installment of \$35,000 (plus post-judgment interest pursuant to
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1 28 USC § 1961) shall be made within one year of the date of entry of this Amended Final
2 Judgment. Defendant shall make these payments by certified check, bank cashier's check or
3 United States postal money order payable to the Securities and Exchange Commission. The
4 payment shall be delivered or mailed to the Office of Financial Management, Securities and
5 Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria,
6 Virginia 22312, and shall be accompanied by a letter identifying Michael D. Whitt as a defendant
7 in this action; setting forth the title and civil action number of this action and the name of this
8 Court; and specifying that payment is made pursuant to this Amended Final Judgment.
9 Defendant shall simultaneously transmit photocopies of such payment and letter to Erica Y.
10 Williams and Conway T. Dodge, Jr., the Commission's counsel in this action, at U.S. Securities
11 and Exchange Commission, Division of Enforcement, 100 F Street, NE, Washington, DC 20549.
12 Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC
13 § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United
14 States Treasury.

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17 III.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
19 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant
20 shall comply with all of the undertakings and agreements set forth therein.
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22 IV.

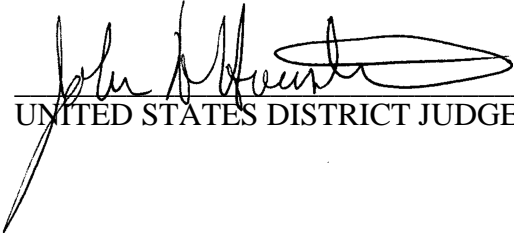
23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
24 jurisdiction of this matter for the purposes of enforcing the terms of this Amended Final
25 Judgment.

26 V.
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There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Amended Final Judgment forthwith and without further notice.

Dated: March 4, 2009



UNITED STATES DISTRICT JUDGE