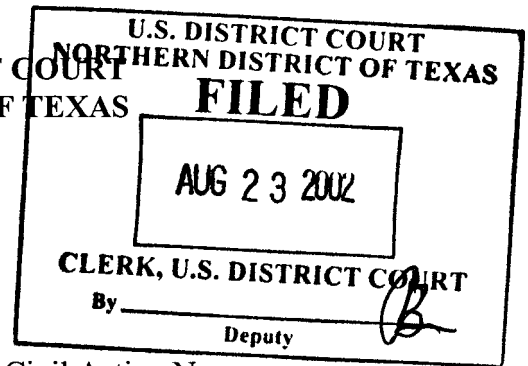


IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

MARK STEVEN SNADER, individually and d/b/a/
e-highyields.com and THE HIGH YIELD CLUB

Defendants.

Civil Action No.
3:01-CV-2062-~~X~~ G



**AMENDED FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER
EQUITABLE RELIEF AGAINST MARK STEVEN SNADER**

Plaintiff Securities and Exchange Commission ("Commission"), having filed its Complaint in this matter and defendant Mark Steven Snader ("Snader"), through his Stipulation and Consent ("Consent"), having admitted service of the Complaint and waived service of the summons, having admitted the jurisdiction of this Court over him, having waived the entry of findings of facts and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having entered into his Consent voluntarily, no threats, promises of immunity or assurances having been made by the Commission or by any of its members, officers, agents or representatives to induce Snader to enter into his Consent, having consented, without admitting or denying any of the allegations in the Commission's Complaint, except as to jurisdiction as set forth above, to entry without further notice of this Amended Final Judgment of Permanent Injunction and Other Equitable Relief ("Amended Final Judgment") enjoining defendant Snader from engaging in transactions, acts, practices

and courses of business which constitute and would constitute violations of Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77(q)(a)], and Sections 10(b) and 15(a) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. §§78j(b) and 78o(a)1], and Rule 10b-5 [17 C.F.R. §§240.10b-5] promulgated thereunder; and it further appearing that this Court has jurisdiction over defendant Snader and over the subject matter of this action and that no further notice of hearing for the entry of this Amended Final Judgment need be given; and the Court being fully advised in the premises;

I.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that defendant Snader and his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Amended 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, [17 C.F.R. §240.10b-5] promulgated thereunder, directly or indirectly, in connection with the purchase or sale of securities, in the form of common stock or any other security, from making use of any means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) to employ any device, scheme or artifice to defraud;
- (b) to make any untrue statement of a material fact or omit 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
- (c) to engage in any act, practice or course of business which operates or

would operate as a fraud or deceit upon any person.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Snader and his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Amended Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined, in the offer or sale of securities, from violating Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), by making use of any means or instruments of transportation or communication in interstate commerce, or of the mails, directly or indirectly:

(a) to employ any device, scheme or artifice to defraud;

(b) to obtain money or property by means of any untrue statement of a material fact or any omission 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; and/or

(c) to engage in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Snader and his agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this Amended Final Judgment by personal service or otherwise, and each of them, are restrained and enjoined from violating and aiding and abetting violations of Section 15(a) of the Exchange Act, by directly or

indirectly, through the use of any means or instruments of transportation or communication in interstate commerce or by mail, effecting transactions in securities unless registered with the Commission as a broker-dealer or as a person associated with a broker-dealer.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Snader shall pay disgorgement, in the amount of \$25,000, representing his gains from the conduct alleged in the Complaint, plus prejudgment interest of \$841.74. Based upon defendant Snader's sworn representations in his Sworn Statement of Financial Condition dated March 31, 2002, and submitted to the Commission, payment of disgorgement and all prejudgment interest thereon is waived, contingent upon the accuracy and completeness of his Sworn Statement of Financial Condition.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, based upon defendant Snader's sworn representations in his Sworn Statement of Financial Condition, the Court is not ordering him to pay a civil money penalty pursuant to the provisions of Section 20(d) of the Securities Act [15 U.S.C. §77t(d)], and 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 defendant Snader's Sworn Statement of Financial Condition. If at any time following the entry of this Amended Final Judgment the Commission obtains information indicating that defendant Snader's 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 prior

notice to Snader, petition this Court for an order requiring Snader to pay disgorgement, prejudgment interest and a civil penalty. In connection with any such petition, the only issues shall be whether the financial information provided by defendant Snader was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of 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 Snader to turn over funds and assets, directing the forfeiture of any assets, or sanctions for contempt of this Amended Final Judgment, and the Commission may also request additional discovery. Defendant Snader may not, by way of defense to such petition, challenge the validity of his Consent or this Amended Final Judgment, contest the allegations in the Complaint filed by the Commission or contend that the payment of a civil penalty should not be ordered.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Consent filed herein be, and the same is hereby, incorporated in this Amended Final Judgment 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 of this action for all purposes, including for purposes of entertaining any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court, including but not limited to the relief requested by the Commission in its Complaint in this action.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Amended Final Judgment may be served upon defendant Snader in person or by mail either by the United States marshal, by the Clerk of the Court or by any member of the staff of the Commission.

IX.

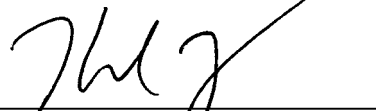
IT IS FINALLY ORDERED, ADJUDGED AND DECREED that, pursuant to the Court's express determination that there is no just reason for delay and pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is hereby directed to enter judgment accordingly.

DATED and SIGNED this 23 day of August, 2002.


UNITED STATES DISTRICT JUDGE

Agreed as to Form and Substance:


MARK STEVEN SNADER


HOWARD MEYERS
Counsel for Mark Steven Snader