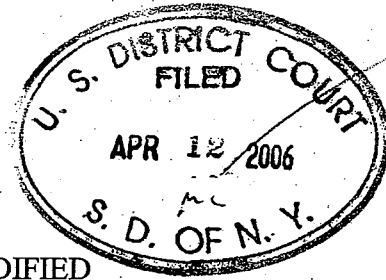


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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



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UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff,

MODIFIED
FINAL JUDGMENT

-against-

01 CV 2438 (GBD)

DOMINICK J. SAVINO, et al.,

#06,0803

Defendants.
-----x

GEORGE B. DANIELS, District Judge:

The Securities and Exchange Commission ("SEC") having filed a complaint and defendant Dominick J. Savino ("Defendant") having filed an answer to the complaint; the Court having heard this matter at trial, having considered the evidence and the arguments of the parties and having issued its Memorandum Decision thereon (dated February 16, 2006); it appearing that the Court has jurisdiction over the parties and the subject matter hereof; and the Court being fully advised of the premises, for the reasons stated in the foregoing Memorandum Decision:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Modified Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, or from aiding and abetting violations of, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

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- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to 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 HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Modified Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 17(a) of the Securities Act of 1933 (the "Securities Act") in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails:

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

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant is liable for disgorgement of \$366,358.04 representing profits gained as a result of the conduct found in the Memorandum Decision of this Court, together with prejudgment interest thereon in the amount of \$203,269.59, for a total of \$569,627.63. Defendant shall make payment in the amount of \$569,627.63 within thirty (30) calendar days after entry of this Modified Final Judgment, unless the SEC agrees to some other reasonable payment schedule, by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Dominick J. Savino as a defendant in this action; setting forth the title and civil action number of this action; and the name of this Court; and specifying that payment is made pursuant to this Modified Final Judgment. Defendant shall simultaneously send a copy of the payment and cover letter to the attention of Moira T. Roberts, Division of Enforcement, Securities and Exchange Commission, 100 F St., N.E., Washington, D.C. 20549-7561.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant shall pay a civil penalty in the amount of \$100,000.00, pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act. Defendant shall make this payment at the same time as payment of disgorgement and interest by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be

delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Dominick J. Savino as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Modified Final Judgment. Defendant shall simultaneously send a copy of the payment and cover letter to the attention of Moira T. Roberts, Division of Enforcement, Securities and Exchange Commission, 100 F St., N.E. Washington, D.C. 20549-7561.

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that, by making any payment under this Modified Final Judgment, Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendant. The SEC may enforce the Court's Modified Final Judgment by moving for civil contempt, and through other collection procedures authorized by law, at any time after thirty (30) calendar days following entry of this Modified Final Judgment. In response to any such civil contempt motion by the SEC, the Defendant may assert any legally permissible defense.

VI.

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

Dated: New York, New York
March _____, 2006

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SO ORDERED:

George B. Daniels

GEORGE B. DANIELS
United States District Judge