

THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Case No. 01-8437-CIV-MIDDLEBROOKS/JOHNSON

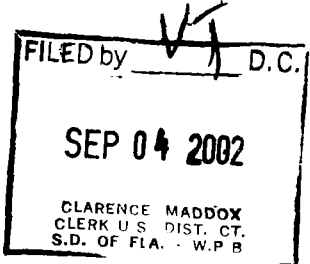
SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

vs. :

ALBERT J.DUNLAP, *et al.*, :

Defendants. :



FINAL JUDGMENT AS TO DEFENDANT ALBERT J. DUNLAP

Defendant Albert J. Dunlap ("Defendant") having (i) entered a general appearance;

(ii) consented to the Court's jurisdiction over Defendant and the subject matter of this action;

(iii) without admitting or denying the allegations of the Amended Complaint (except as to personal and subject matter jurisdiction, which he admits), consented to entry of this Judgment without further notice; (iv) withdrawn any papers filed in this action, including his Answer filed on or about July 24, 2001, to the extent that they deny any allegation in the Amended Complaint;

(v) waived findings of fact and conclusions of law; and (vi) waived any right to appeal from this Judgment, it is now:

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I.

ORDERED, ADJUDGED AND DECREED that Defendant, and Defendant's agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Judgment, are permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 [15 U.S.C. §78j(b)] ("Exchange Act") and Rule 10b-5 thereunder [17 C.F.R. §240.10b-5] by, directly or indirectly, by the use of 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, (1) employing any device, scheme or artifice to defraud; (2) making any untrue statement of a material fact or omitting 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 (3) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

II.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant, and Defendant's agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Judgment, are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)] ("Securities Act") by, directly or indirectly, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, (1) employing any device, scheme, or artifice to defraud; (2) obtaining 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 (3) engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

III.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant, and Defendant's agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Judgment, are permanently restrained and enjoined from aiding and abetting, or from directly or indirectly inducing, while acting as a "controlling person" within the meaning of Section 20(a) of the Exchange Act, violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1 and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1, 240.13a-13] thereunder by filing or causing to be filed materially false and misleading annual or quarterly reports with the Commission.

IV.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant, and Defendant's agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Judgment, are permanently restrained and enjoined from aiding and abetting, or from directly or indirectly inducing, while acting as a "controlling person" within the meaning of Section 20(a) of the Exchange Act, violations of Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act by: (1) failing to make and keep books, records and accounts which accurately and fairly reflect transactions and dispositions of an issuer's assets; (2) failing to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that an issuer's corporate transactions are executed in

accordance with management's authorization and in a manner to permit the preparation of financial statements in conformity with generally accepted accounting principles; or (3) falsifying or causing to be falsified any book, record, or account subject to Section 13(b)(2)(A) of the Exchange Act.

V.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant, and Defendant's agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Judgment, are permanently restrained and enjoined from violating, directly or indirectly, Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1] by: (1) failing to make and keep books, records and accounts which accurately and fairly reflect transactions and dispositions of an issuer's assets; (2) failing to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that an issuer's corporate transactions are executed in accordance with management's authorization and in a manner to permit the preparation of financial statements in conformity with generally accepted accounting principles; or (3) falsifying or causing to be falsified any book, record, or account subject to Section 13(b)(2)(A) of the Exchange Act.

VI.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant, and Defendant's agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of this Judgment, are permanently restrained and enjoined from violating, directly or indirectly, Exchange Act Rule 13b2-2 [17 C.F.R. § 240.13b2-2] by making or causing to be made false and misleading statements or omitting or

causing others to omit to state material facts necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to an issuer's independent accountants and auditors in connection with audits and examinations of an issuer's required financial statements and in connection with the preparation and filing of documents and reports required to be filed with the Commission.

VII.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant shall pay a civil penalty pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act in the amount of \$500,000. Such payment shall be made by U.S. Postal money order, certified check, bank cashiers check or bank money order bearing on its face "SEC V. ALBERT J. DUNLAP *et al.* /HO-03433," payable to the order of the United States Treasury, and shall be delivered within ten calendar days after the date of this Final Judgment to the Office of the Comptroller, Securities and Exchange Commission, 6432 General Green Way, Alexandria, VA 22312, under cover of a letter that identifies the defendant, the name and civil action number of this litigation, and the court in which it was brought. A copy of the cover letter and payment shall be transmitted simultaneously to Kevin P. O'Rourke, Esq., counsel for the Plaintiff Commission, at the following address: Securities and Exchange Commission, Division of Enforcement, 450 Fifth Street, N.W., Washington, DC 20549-0911.

VIII.

AND IT IS FURTHER ORDERED, ADJUGED AND DECREED that, pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant is permanently prohibited from acting as an officer or

director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

IX.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that in connection with this action or any related judicial or administrative action or investigation undertaken by or on behalf of, or authorized by, the Commission or to which the Commission is a party, Defendant shall be available for testimony at trial, regardless of residency or territorial limitations.

X.

AND IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant shall comply with the annexed Consent, which is incorporated herein by reference, with the same force as if fully set forth in this Final Judgment.

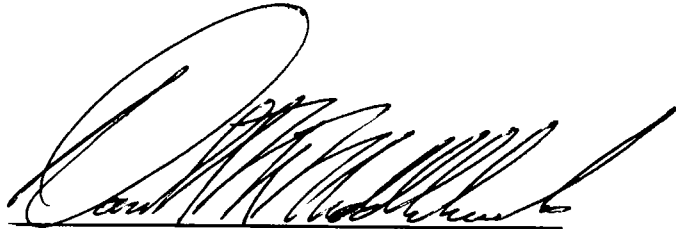
XI.

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

XII.

There being no just reason for delay, pursuant to Fed. R. Civ. P. 54(b), the Clerk is ordered to enter this Judgment forthwith and without further notice.

Dated: 9/4/02



JUDGE DONALD M. MIDDLEBROOKS