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CLERK, U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION AT SANTA ANA
BY [Signature] DEPUTY

11 **UNITED STATES DISTRICT COURT**
12 **FOR THE CENTRAL DISTRICT OF CALIFORNIA**

13 SECURITIES AND EXCHANGE
14 COMMISSION,

15 Plaintiff,

16 vs.

17 HITSGALORE.COM, INC., STEPHEN J.
18 BRADFORD, LIFE FOUNDATION TRUST,
19 and JEANETTE B. WILCHER,

20 Defendants.

Case No.

SACV 01-1133 GLT(ANK)

FINAL JUDGMENT OF PERMANENT
INJUNCTION AND NON-ASSESSMENT
OF CIVIL PENALTIES AGAINST
STEPHEN J. BRADFORD

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21 Plaintiff Securities and Exchange Commission ("Commission"), having filed and
22 served upon Defendant Stephen J. Bradford ("Bradford") a Summons and Complaint in this
23 action; Bradford having admitted service upon him of the Summons and Complaint in this
24 action and the jurisdiction of this Court over him and over the subject matter of this action;
25 having been fully advised and informed of his right to a judicial determination of this matter;
26 having waived the entry of findings of fact and conclusions of law as provided by Rule 52 of
27 the Federal Rules of Civil Procedure; having consented to the entry of this Final Judgment Of
28 Permanent Injunction Against Stephen J. Bradford ("Judgment") without admitting or
denying the allegations in the Complaint, except as specifically set forth in the Consent Of
Stephen J. Bradford To Entry Of Final Judgment Of Permanent Injunction ("Consent"); no

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1 notice of hearing upon the entry of this Final Judgment being necessary; and this Court being
2 fully advised:

3 I.

4 IT IS ORDERED, ADJUDGED AND DECREED that Bradford and his agents,
5 servants, employees and attorneys, and all persons in active concert or participation with any
6 of them, who receive actual notice of this Final Judgment by personal service or otherwise,
7 and each of them, are permanently restrained and enjoined from, directly or indirectly, in
8 connection with the purchase or sale of any security, by the use of any means or
9 instrumentality of interstate commerce, or of the mails, or of any facility of any national
10 securities exchange:

- 11 A. employing any device, scheme, or artifice to defraud;
12 B. making any untrue statement of a material fact or omitting to state a material
13 fact necessary in order to make the statements made, in the light of the
14 circumstances under which they were made, not misleading; or
15 C. engaging in any act, practice, or course of business which operates or would
16 operate as a fraud or deceit upon any person;

17 in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15
18 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

19 II.

20 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that based upon
21 Bradford's sworn representations in his Statement of Financial Condition dated June 25,
22 2001, and submitted to the Commission, this Court is not ordering Bradford to pay a civil
23 penalty pursuant to Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). The
24 determination not to assess a civil penalty is contingent upon the accuracy and completeness
25 of Bradford's Statement of Financial Condition. If at any time following the entry of this
26 Final Judgment the Commission obtains information indicating that Bradford's
27 representations to the Commission concerning his assets, income, liabilities, or net worth
28 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

1 notice to Bradford, petition this Court for an order modifying this Final Judgment to require
2 payment of civil money penalties. In connection with any such petition, the only issues shall
3 be whether the financial information provided by Bradford was fraudulent, misleading,
4 inaccurate or incomplete in any material respect as of the time such representations were
5 made, and the amount of the civil penalty to be imposed. In its petition, the Commission may
6 move this Court to consider all available remedies, including, but not limited to, ordering
7 Bradford to pay funds or assets, directing the surrender of any assets, or sanctions for
8 contempt of this Final Judgment, and the Commission may also require additional discovery.
9 Bradford may not, by way of defense to such petition, challenge the validity of his Consent or
10 this Final Judgment, contest the allegations in the Complaint filed by the Commission, or
11 assert that payment of a civil penalty should not be ordered.

12 **III.**

13 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Bradford shall
14 provide all documents in his possession, custody or control to the Commission and disclose
15 under oath all information with respect to his activities and the activities of others about
16 which the Commission or its staff may inquire or request. Such production of documents and
17 disclosure of information by Bradford shall be made upon reasonable notice in writing and
18 without service of a subpoena and subject only to the good faith assertion of any privileges
19 recognizable pursuant to the provisions of Rule 501 of the Federal Rules of Evidence or the
20 United States Constitution and amendments thereto. Failure to comply with the foregoing
21 will subject Bradford to the remedies and sanctions set forth in Rule 37 of the Federal Rules
22 of Civil Procedure and all other available remedies.

23 **IV.**

24 IT IS FURTHER ORDERED, ADJUDGED AND DECREED the provisions of the
25 Consent filed concurrently with this Judgment are incorporated herein with the same force
26 and effect as if fully set forth herein and that Bradford shall comply with his Consent.

27 **V.**

28 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall
retain jurisdiction over this action for all purposes, including to implement and enforce the

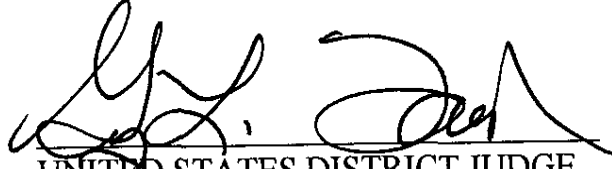
1 terms of this Final Judgment and other orders and decrees which may be entered, and to grant
2 such other relief as this Court may deem necessary and just.

3 VI.

4 There being no just reason for delay, the Clerk of the Court is hereby directed,
5 pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Judgment.

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DATED: December 4, 2001


UNITED STATES DISTRICT JUDGE
GARY L. TAYLOR