

FILED

OCT 4 - 2001

LARRY W. PROPPS, CLERK
CHARLESTON, SC

**UNITED STATES DISTRICT COURT
DISTRICT OF SOUTH CAROLINA
(Beaufort Division)**

SECURITIES AND EXCHANGE COMMISSION,)
)
 Plaintiff,)
)
 v.)
)
 MILLIONAIRE.COM and ROBERT L. WHITE,)
)
 Defendants.)

CASE NO.
9 01 3897 23

**JUDGMENT OF
PERMANENT
INJUNCTION AND
OTHER RELIEF
AS TO ALL
DEFENDANTS**

ENTERED
10/5/01

Plaintiff Securities and Exchange Commission ("SEC") commenced this action by filing its Complaint against Millionaire.com ("Millionaire") and Robert L. White ("White") (collectively, "Defendants"). In its Complaint, the SEC sought declaratory relief and a permanent injunction to prohibit violations by Defendants of Sections 10(b), 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §§78j(b), 78m(a) and 78m(b)(2)(A) and (B), and Rules 10b-5, 12b-20 and 13a-13, 17 C.F.R. §§240.10b-5, 240.12b-20 and 240.13a-13, thereunder. The Complaint also sought a civil penalty against Defendant White.

Defendants, by their consents attached hereto, without admitting or denying any of the allegations in the SEC's Complaint or any other papers filed herein, except as to the jurisdiction of this Court, have agreed to the entry of this Judgment of Permanent Injunction and Other Relief ("Final Judgment"). This Court having accepted such consents and this Court having jurisdiction over the Defendants and the subject matter hereof, and the Court being fully advised of the premises,

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I.

VIOLATION OF SECTION 10(b) OF THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants, their officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with them, and each of them, be and they hereby are, permanently restrained and enjoined from, knowingly and willfully, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in connection with the purchase or sale of any security (including, but not limited to, the common stock issued by Millionaire), by use of any means or instrumentality of interstate commerce or of the mails, or by use of any facility of any national securities exchange:

- (a) employing any device, scheme, or artifice to defraud;
- (b) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

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

II.

VIOLATION OF SECTION 13(a) OF THE EXCHANGE ACT AND RULES 12b-20 AND 13a-13 THEREUNDER

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants, their officers, agents, servants, employees, attorneys in fact, and all persons

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in active concert or participation with them, and each of them, be and they hereby are, permanently restrained and enjoined from, knowingly and willfully, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, filing false and misleading statements and reports in violation of Section 13(a) of the Exchange Act, 15 U.S.C. §78m(a), and Rules 12b-20 and 13a-13, 17 C.F.R. §§240.12b-20 and 240.13a-13, thereunder.

III.

**VIOLATION OF SECTION 13(b)(2)(A)
OF THE EXCHANGE ACT**

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants, their officers, agents, servants, employees, attorneys in fact, and all persons *in active concert or participation with them, and each of them, be and they hereby are*, permanently restrained and enjoined from, knowingly and willfully, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, failing to make and keep books, records, and/or accounts, which, in reasonable detail, accurately and fairly reflect transactions and the dispositions of assets in violation of Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. §78m(b)(2)(A).

IV.

**VIOLATION OF SECTION 13(b)(2)(B)
OF THE EXCHANGE ACT**

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants, their officers, agents, servants, employees, attorneys in fact, and all persons *in active concert or participation with them, and each of them, be and they hereby are*, permanently restrained and enjoined from, knowingly and willfully, directly or indirectly,

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singly or in concert, as aiders and abettors or otherwise, failing to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that (A) transactions are recorded as necessary to maintain accountability for assets and (B) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences in violation of Section 13(b)(2)(B) of the Exchange Act, 15 U.S.C. §78m(b)(2)(B).

V.

PENALTY

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant White shall, no later than sixty (60) days from the date of the entry of this Final Judgment, pay to the United States Treasury a civil penalty under Section 21(d)(3) of the Exchange Act, 15 U.S.C. §78u(d)(3), in the amount of \$25,000.00.

VI.

PAYMENT INSTRUCTIONS

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that, no later than sixty (60) days from the date of the entry of this Final Judgment, the full amount (\$25,000.00) of the civil penalty ordered in paragraph V. of this Final Judgment shall be (1) made by United States postal money order, certified check, bank cashier's check, or bank money order; (2) made payable to the U.S. Securities and Exchange Commission; (3) transmitted to the Comptroller, U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549; and (4) submitted under cover letter that specifies the defendant in this proceeding, and the SEC's case number (FL-01668), a copy of which cover letter and money order or check shall be sent to Sue

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Curtin, Senior Counsel, U.S. Securities and Exchange Commission, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131.

VII.

INCORPORATION OF CONSENT

IT IS HEREBY FURTHER ORDERED that Defendants shall comply with the provisions of the Consent attached hereto, and that such Consent is incorporated herein by reference as if fully set forth herein.

VIII.

NOTICES

IT IS HEREBY FURTHER ORDERED that, in the event any Defendant is no longer represented by counsel in this action, such Defendant shall provide the Commission, at all times during the pendency of this action, with Defendant's current address for purposes of service of filings and other communications. Such notice shall be provided in writing to: David P. Nelson, Regional Director, Securities and Exchange Commission, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131. Should such Defendant fail to provide such notice, service by mail at the Defendant's last known address shall be deemed proper service.

IX.

RETENTION OF JURISDICTION

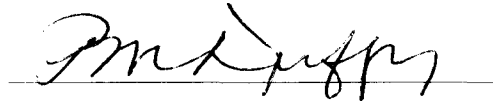
IT IS HEREBY FURTHER ORDERED that this Court shall retain jurisdiction over this matter and Defendants in order to implement and carry out the terms of all Orders and Decrees that may be entered and or to entertain any suitable application or

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motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED this 4th day of Oct., 2001, at Charleston

South Carolina.



UNITED STATES DISTRICT JUDGE

Copies to:

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