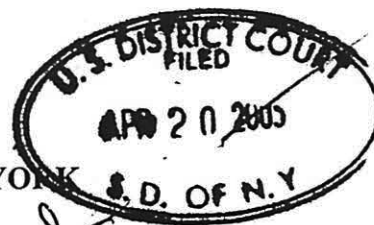


Doc #38

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

ROYS POYIADJIS,

Defendant.

OLYMPUS CAPITAL INVESTMENT, INC.
and ORACLE CAPITAL, INC.,

Relief Defendants

01 Civ. 8903 (CSH)

**FINAL JUDGMENT
OF PERMANENT
INJUNCTION AND
OTHER RELIEF AS
TO DEFENDANT
ROYS POYIADJIS AND
RELIEF DEFENDANTS
OLYMPUS CAPITAL
INVESTMENT, INC. AND
ORACLE CAPITAL, INC.**

Plaintiff Securities and Exchange Commission, having filed a Complaint, and Defendant Roys Poyiadjis ("Poyiadjis"), in the attached Consent and Undertakings of Defendant Roys Poyiadjis ("Consent"), in the form attached hereto and incorporated by reference herein, having entered a general appearance; consented to the Court's jurisdiction over him and the subject matter of this action; consented to entry of this Final Judgment of Permanent Injunction and Other Relief as to Defendant Roys Poyiadjis ("Final Judgment") without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Poyiadjis and his agents, servants, employees, attorneys and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are

permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5] 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:

- (1) to employ any device, scheme, or artifice to defraud;
- (2) 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
- (3) 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 Poyiadjis and his agents, servants, employees, attorneys and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)] 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, directly or indirectly:

- (1) to employ any device, scheme or artifice to defraud;
- (2) 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

- (3) 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 Poyiadjis and his agents, servants, employees, attorneys and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from, directly or indirectly, aiding and abetting any violation of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 13a-1, 13a-13 and 12b-20 promulgated thereunder [17 C.F.R. §§ 240.13a-1, 240.13a-13 and 240.12b-20] by knowingly providing substantial assistance to an issuer that:

- (1) fails to maintain such information and documents as the Commission shall require to keep reasonably current the information and documents required to be included in or filed with an application or registration statement filed pursuant to Section 12 of the Exchange Act; and
- (2) fails to file such annual and quarterly reports as the Commission may prescribe, unless Poyiadjis acts in good faith and does not directly or indirectly induce the act or acts constituting the violation.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Poyiadjis and his agents, servants, employees, attorneys and all persons in active concert or

participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 promulgated thereunder [17 C.F.R. §§ 240.16a-2 and 240.16a-3] by, as required by officers and directors of public companies, failing to file periodic reports or filing false periodic reports disclosing Poyiadjis's change in beneficial ownership of securities of those public companies.

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Poyiadjis is permanently barred 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. § 78(l)] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Poyiadjis is liable for disgorgement representing profits gained as a result of the conduct alleged in the Complaint. Poyiadjis shall satisfy this obligation in full, on behalf of himself and relief defendants Olympus Capital Investment, Inc. and Oracle Capital, Inc. by complying with the Settlement Agreement between Joseph P. LaSala and Fred S. Zeidman, Trustees of the AremisSoft Liquidating Trust, and Roys Poyiadjis, dated January 7, 2005, in the form attached hereto and incorporated by reference herein. By complying with the aforementioned settlement agreement, Poyiadjis relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Poyiadjis or to relief defendants Olympus Capital Investment, Inc. and Oracle Capital, Inc.,.

VII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that, upon written notice received by the Court from the Securities and Exchange Commission that the disgorgement obligation set forth in Paragraph VI above has been satisfied in full, the prior orders of this Court dated October 4, 2001 and October 19, 2001, freezing and restraining funds or assets held by or on behalf of Poyiadjis or relief defendants Olympus Capital Investment, Inc. and Oracle Capital, Inc., and directing an accounting and repatriation of such funds, shall be vacated without further order of this Court.

VIII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that the attached Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Poyiadjis shall comply with all of the undertakings and agreements set forth therein.

IX.

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 Final Judgment.

X.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

April 19, 2005
New York, NY


UNITED STATES DISTRICT JUDGE

**THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON** 4/21/05