

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

Case No. 02-23048-CIV-UNGARO-BENAGES/BROWN

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

FLORIDA STOCK TRANSFER, INC.,
VECTOR HOLDINGS CORPORATION,
and ALLEN E. WEINTRAUB,

Defendants.

NIGHT BOX
FILED

APR 11 2005

CLARENCE MADDOX
CLERK, U.S.D.C. / SDFL / MIA

**FINAL JUDGMENT SETTING DISGORGEMENT AND CIVIL PENALTIES
AGAINST DEFENDANT ALLEN E. WEINTRAUB**

Defendant Allen E. Weintraub ("Weintraub") by the Consent annexed hereto, without admitting or denying any of the allegations in the Complaint filed by the Securities and Exchange Commission ("Commission"), except that he acknowledges service of the Complaint against him and admits the jurisdiction of this Court over him and over the subject matter of this action, has agreed to the entry of this Final Judgment Setting Disgorgement and Civil Penalties against Defendant Allen E. Weintraub ("Final Judgment"). Weintraub has furthermore waived findings of fact and conclusions of law and has waived any right to appeal from this Final Judgment. This Court, having accepted Weintraub's Consent and having jurisdiction over Weintraub and the subject matter of this action, and being fully advised in the premises, orders as follows:

I.

DISGORGEMENT AND CIVIL PENALTY

IT IS ORDERED AND ADJUDGED that Weintraub is liable for disgorgement and

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prejudgment interest on disgorgement totaling \$930,000, representing his ill-gotten gains as a result of the conduct alleged in the Complaint, and a civil penalty in the amount of \$120,000 pursuant to Section 20(d) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77t(d)], and Section 21(d) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78u(d)(3)]. The total payment of \$1,050,000 in disgorgement, prejudgment interest and civil penalties shall be made as follows: (i) \$525,000 shall be due and payable in 12 equal quarterly installments of \$43,750, said payments to commence three months after entry of the Final Judgment and end 36 months after entry of the Final Judgment; and (ii) the remaining \$525,000 shall be due and payable at the earlier of the following two dates: (a) within seven calendar days of the closing date of the sale of Weintraub's residence, located at 690 Massini Avenue, Golden Beach, Florida, 33160, or (b) 18 months after the date of this Final Judgment. All payments shall be: (a) made by United States postal money order, certified check, bank cashier's check or bank money order; (b) made payable to the Securities and Exchange Commission; (c) hand-delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Alexandria, Stop 0-3, VA 22312; and (d) submitted under cover letter that identifies Allen Weintraub as a Defendant in these proceedings. A copy of the cover letter and money order or check shall be sent to Robert K. Levenson, Regional Trial Counsel, Securities and Exchange Commission, 801 Brickell Avenue, Suite 1800, Miami, Florida, 33131.

IT IS FURTHER ORDERED AND ADJUDGED that if Weintraub fails to make any single payment, or part of any single payment, within the precise time specified for such payment, the installment payment terms set forth above shall no longer apply, and the full amount of Weintraub's remaining unpaid disgorgement, prejudgment interest and civil penalty shall be immediately due, owing and payable, plus post-judgment interest on such remaining

unpaid amount calculated at the rate of interest set forth in Rule 600(b) of the Commission's Rules of Practice, 17 C.F.R. § 201.600(b), from the date of entry of the Judgment until such amount is paid in full.

II.

ASSET FREEZE

IT IS FURTHER ORDERED AND ADJUDGED that the asset freeze currently in effect against Weintraub as set forth in this Court's Orders of October 16, 2002, October 24, 2002, and November 4, 2002, is vacated and set aside in all respects.

III.

INCORPORATION OF CONSENT

IT IS FURTHER ORDERED AND ADJUDGED that Weintraub shall comply with the provisions of the Consent, and that the Consent is incorporated by reference into this Final Judgment as if fully set forth herein.

IV.

RETENTION OF JURISDICTION

IT IS FURTHER ORDERED AND ADJUDGED that this Court shall retain jurisdiction over this matter and Weintraub in order to implement and carry out the terms of this Final Judgment and all Orders and Decrees that may be entered, and/or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.


V.

RULE 54(b) CERTIFICATION

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.

DONE AND ORDERED this 12 day of Apr., 2005 at Miami, Florida.


URSULA UNGARO-BENAGES
UNITED STATES DISTRICT JUDGE

Copies to: Counsel of record