

UNITED STATES DISTRICT COURT
for the
DISTRICT OF COLUMBIA

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SECURITIES AND EXCHANGE COMMISSION :
450 Fifth Street, NW :
Washington, DC 20549, :
: Civil Action No. 02 0282
Plaintiff, :
v. :
NUNZIO DeSANTIS and :
INTERNATIONAL THOROUGHBRED :
BREEDERS, INC., :
Defendants. :
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FINAL JUDGMENT AS TO NUNZIO DeSANTIS

Plaintiff Securities and Exchange Commission ("SEC")
having filed its Complaint, and defendant Nunzio DeSantis
("DeSantis") having in his Consent entered a general
appearance; admitted the Court's jurisdiction over him and
over the subject matter of this action; waived service of
process; waived the filing of an answer and the entry of
findings of fact and conclusions of law pursuant to Rule 52
of the Federal Rules of Civil Procedure; waived any right
which he may have to appeal from this Final Judgment; and,
without admitting or denying any of the allegations of the
Complaint, except as to jurisdiction, which he admits,
having consented to the entry of this Final Judgment; and
it further appearing that this Court has jurisdiction over

DeSantis and the subject matter hereof, and the Court being fully advised in the premises:

I

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that DeSantis, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined from violating, 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, Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)], and Rule 10b-5 promulgated there under [17 C.F.R. § 240.10b-5], by:

- 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 the 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 connection with the purchase or sale of any security.

II

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined from aiding or abetting, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, violations of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)], and Rule 10b-5 promulgated there under [17 C.F.R. § 240.10b-5], pursuant to Section 20(e) of the Exchange Act [15 U.S.C. § 78(t)(e)].

III

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined from aiding or abetting violations of Section 13(a) and 13(b)(2)(A) of the Exchange Act [15 U.S.C. §§ 78(m)(a) and 78m(b)(2)(A)] and Rules 12b-20, 13a-1 and 13a-13 promulgated there under [17 C.F.R. §§

240.12b-20, 240.13a-1 and 240.13a-13], pursuant to Section 20(e) of the Exchange Act [15 U.S.C. § 78(t)(e)].

IV

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined from violating, 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, Rule 14e-5 of the Exchange Act [17 C.F.R. § 240.14e-5], by purchasing or arranging to purchase, in connection with a tender offer, any subject securities or any related securities except as part of the tender offer, from the time of the public announcement of the tender offer until the tender offer expires.

V

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined from aiding or abetting violations of Section 14(e) of the Exchange Act [15 U.S.C.

§ 78n(e)], pursuant to Section 20(e) of the Exchange Act [15 U.S.C. § 78(t)(e)].

VI

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis, his agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined from aiding or abetting violations of Section 13(e) of the Exchange Act [15 U.S.C. § 78m(e)], and Rule 13e-4(b) promulgated there under [17 C.F.R. § 13e-4], pursuant to Section 20(e) of the Exchange Act [15 U.S.C. § 78(t)(e)].

VII

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis be prohibited for a period of five(5) years from the date of this judgment from acting as an officer or director of any issuer that has a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports with the Commission pursuant to Section 15 of the Exchange Act [15 U.S.C. § 78o], 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. § 77u(d)(2)] and the Court's equitable jurisdiction.

VIII

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis pay a civil penalty of \$80,000 pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. DeSantis shall pay the \$80,000 to the United States Treasury within ten (10) days of the entry of the Final Judgment. Such payment 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 Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, VA 22312; and (d) submitted with a cover letter that identifies DeSantis as a defendant in this action, the caption and the civil action number of this action, and the name of this Court. A copy of the cover letter and money order or check shall also be sent to Cheryl Scarboro, Assistant Director, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0706.

IX

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that DeSantis' Consent be, and hereby is, incorporated herein with the same force and effect as if fully set forth herein.

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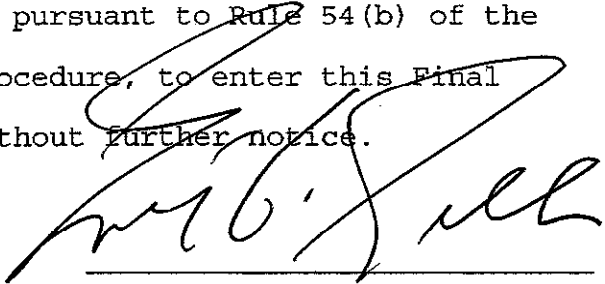
IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction for the purpose of enforcing the Final Judgment.

XI

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

Dated:

3/27/02



United States District Judge