

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
Tampa Division

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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

ROBERT BARTZOFF,

Defendant.

8:02-CV-325-T
24TBM

U.S. DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
TAMPA, FLORIDA

FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF

Plaintiff Securities and Exchange Commission (“SEC” or “Commission”) commenced this action by filing its Complaint against Defendant Robert Bartzoff (“Bartzoff”). In its Complaint, the Commission sought a permanent injunction to enjoin violations by Defendant of Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rules 10b-5 and 14e-3(a), thereunder. The Commission also sought other relief against the Defendant in the form of disgorgement with prejudgment interest and a civil money penalty.

Defendant, by the Consent annexed hereto, without admitting or denying any of the allegations in the Complaint filed by the Commission, except that he admits the allegations as to the jurisdiction of this Court over him and over the subject matter of this action, and as to venue, has agreed to the entry of this Final Judgment of Permanent Injunction and Other Relief (“Judgment”). This Court having accepted such Consent and having jurisdiction over Defendant and the subject matter hereof, and the Court being fully advised in the premises:



I.

**VIOLATION OF SECTION 10(b) OF
THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 10b-5 THEREUNDER**

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Bartzoff be, and hereby is, permanently restrained and enjoined from, directly or indirectly, singly or in concert, as an aider and abettor or otherwise, in connection with the purchase or sale of any security 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 14(e) OF
THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 14e-3(a) THEREUNDER**

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Bartzoff be, and hereby is, permanently restrained and enjoined from, directly or indirectly, by use of the means or instrumentalities of interstate commerce or of the mails, in connection with a tender offer, or request or invitation for tender offers:

(a) making untrue statements of material facts and/or omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading; and

(b) engaging in fraudulent, deceptive or manipulative acts or practices; in violation of Section 14(e) of the Exchange Act, 15 U.S.C. § 78n(e), and Rule 14e-3(a), 17 C.F.R. § 240.14e-3(a), thereunder.

III.

DISGORGEMENT

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Bartzoff shall pay disgorgement in the amount of \$291,200.63, representing his alleged ill-gotten gains from the conduct alleged in the Complaint, and shall further pay prejudgment interest thereon in the amount of \$31,364.16.

IV.

PENALTIES

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Bartzoff shall pay a civil money penalty in the amount of \$10,000.00, based upon Bartzoff's sworn representations in his Statement of Financial Condition dated July 17, 2001 and submitted to the Commission. The determination not to impose a higher penalty under the Insider Trading Sanctions Act, Section 21A of the Exchange Act, 15 U.S.C. § 78u-1, is contingent upon the accuracy and completeness of the Statement of Financial Condition. If at any time following the entry of this Judgment the Commission obtains information indicating that Defendant's representations to the Commission concerning his assets, income, liabilities, or net worth 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 notice to Defendant, petition this Court for an order requiring Defendant to pay a civil penalty up to the full amount of disgorgement, \$291,200.63. In connection with any such petition, the only issues shall be whether the financial information provided by Defendant was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Judgment, and the Commission may also request additional discovery. Defendant may not, by way of defense to such petition, challenge the validity of his Consent or the Judgment, contest the allegations in the Complaint filed by the Commission, or assert that payment of a civil penalty should not be ordered.

V.

PAYMENT INSTRUCTIONS

IT IS FURTHER ORDERED that, no later than 30 days from the date of entry of this Final Judgment, payment of disgorgement, prejudgment interest thereon, and civil penalty ordered in paragraphs III. and IV. 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 Securities and Exchange Commission; (3) transmitted to the Comptroller, 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 Commission's case number (FL-2584), a copy of which cover letter and money order or check shall be sent to Jennifer Byrne, Securities and Exchange Commission, Southeast Regional Office, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131.

VI.

INCORPORATION OF CONSENT

IT IS HEREBY FURTHER ORDERED that Defendant 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.

VII.

NOTICES

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

VIII.

RETENTION OF JURISDICTION

IT IS HEREBY FURTHER ORDERED that this Court shall retain jurisdiction over this matter and Defendant 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 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 at 12:00 o'clock, p m. this 25th day of
February 2002, at Tampa, Florida.


UNITED STATES DISTRICT JUDGE

Copies to:

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