

**ORIGINAL**

**RECEIVED FILED**

RANDALL R. LEE, Cal. Bar No. 152672  
SANDRA J. HARRIS, Cal. Bar No. 134153  
THOMAS A. ZACCARO, Cal. Bar No. 183241  
KELLY BOWERS, Cal. Bar No. 164007  
MARTIN J. MURPHY, Cal. Bar No. 130693  
SUSAN F. HANNAN, Cal. Bar No. 97604

2002 MAR 21 2002 APR 8 P 4:13  
CLERK U.S. DISTRICT COURT  
CLERK U.S. DISTRICT COURT  
DISTRICT OF OREGON  
PORTLAND, OREGON  
BY \_\_\_\_\_ BY \_\_\_\_\_

Attorneys for Plaintiff  
Securities and Exchange Commission  
5670 Wilshire Boulevard, 11th Floor  
Los Angeles, California 90036-3648  
Phone: (323) 965-3998  
Fax: (323) 965-3812  
Email: hannans@sec.gov

**UNITED STATES DISTRICT COURT  
DISTRICT OF OREGON**

**SECURITIES AND EXCHANGE COMMISSION,**  
  
**PLAINTIFF,**  
  
vs.  
  
**JAMES OH,**  
  
**DEFENDANT.**

Case No. **CV '02 361** **THU**

**[PROPOSED] FINAL JUDGMENT OF  
PERMANENT INJUNCTION AND OTHER  
RELIEF AGAINST DEFENDANT JAMES  
OH**

Plaintiff Securities and Exchange Commission ("Commission"), having filed and served upon Defendant James Oh ("Oh") a Summons and Complaint in this matter and Oh having admitted service upon him of the Summons and Complaint in this action and the jurisdiction of this Court over him and over the subject matter of this action; having been fully advised and informed of his rights to a judicial determination of this matter; having waived

the entry of findings of fact and conclusions of law as provided by Rule 52 of the Federal Rules of Civil Procedure; having consented to the entry of this Final Judgment of Permanent Injunction and Other Relief Against Defendant James Oh ("Final Judgment"), without admitting or denying the allegations in the Complaint, except as specifically set forth in the Consent of Defendant James Oh to Entry of Final Judgment of Permanent Injunction and Other Relief ("Consent"); and no notice of hearing upon the entry of this Final Judgment being necessary; and the Court being fully advised in the premises, and there being no just reason for delay:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Oh and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, in the offer or sale of any securities, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- A. employing any device, scheme or artifice to defraud;
- B. obtaining 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

C. engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser;

in violation of Section 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q(a).

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Oh and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce, or of the mails, or 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 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 violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Oh, and his agents, servants, employees and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, by use of the mails or any means or instrumentality of interstate commerce, while acting as an investment adviser:

A. employing any device, scheme or artifice to defraud any client or prospective client, in violation of Section 206(1) of the Investment Advisers Act of 1940 ("Advisers Act"), 15 U.S.C. § 80b-6(1); and

B. engaging in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client, in violation of Section 206(2) of the Advisers Act, 15 U.S.C. § 80b-6(2).

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Oh pay disgorgement in the amount of \$500,000, representing his gains from the conduct alleged in the Complaint, plus prejudgment interest calculated pursuant to 28 U.S.C. § 1961. Based upon Oh's sworn representations in his Statement of Financial

Condition dated October 20, 2001, and other documents submitted to the Commission, payment of all disgorgement and prejudgment interest is waived, contingent upon the accuracy and completeness of his Statement of Financial Condition. Additionally, based upon Oh's sworn representations in his Statement of Financial Condition, the Court is not ordering Oh to pay a civil penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3), and Section 209(e) of the Advisers Act, 15 U.S.C. § 80b-9(e).

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the waiver of disgorgement and prejudgment interest and the determination not to impose a civil penalty are contingent upon the accuracy and completeness of Oh's Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Oh'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 Oh, petition the Court for an order requiring Oh to pay full disgorgement of \$500,000 and pre-judgment and post-judgment interest thereon, and the maximum

civil penalty allowable under the law. In connection with any such petition, the only issues shall be whether the financial information provided by Oh was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move the Court to consider all available remedies, including, but not limited to, ordering Oh to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Oh may not, by way of defense to such petition: (1) challenge the validity of his Consent or this Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

#### VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the provisions of the Consent filed concurrently with this Final Judgment are incorporated herein with the same force and effect

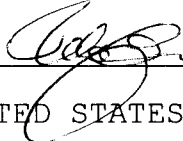
as if fully set forth herein and that Oh shall comply with all terms of his Consent.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this action for all purposes, including to implement and enforce the terms of the Final Judgment and other orders and decrees that may be entered, and to grant such other relief as the Court may deem necessary and just.

There being no just reason for delay, the Clerk of the Court is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment forthwith.

Dated: April 8, 2002

  
\_\_\_\_\_  
UNITED STATES DISTRICT JUDGE