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10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN FRANCISCO DIVISION

13 SECURITIES AND EXCHANGE COMMISSION,
14 Plaintiff,
15 vs.
16 REZA MIKAILLI, GARY F. PADO, UNIFY
17 CORPORATION,
18 Defendants.

Civil Action No. 02-2426 SI

[PROPOSED] FINAL JUDGMENT AS TO
DEFENDANT GHOLAMREZA MIKAILLI

19 Plaintiff Securities and Exchange Commission (“Commission”) has filed its Complaint for
20 Permanent Injunction and Legal and Other Equitable Relief (“Complaint”) in this action. Defendant
21 Gholamreza Mikailli (“Mikailli”), named in this action as “Reza Mikailli,” has submitted a Consent
22 of Gholamreza Mikailli to Entry of Final Judgment (“Consent”), which was filed simultaneously with
23 this [Proposed] Final Judgment of Permanent Injunction and Other Relief Against Defendant
24 Gholamreza Mikailli (“Final Judgment”). In the Consent, Mikailli admitted the jurisdiction of this
25 Court over him and over the subject matter of this action, admitted that he was fully advised and
26 informed of the right to a judicial determination of this matter, waived findings of fact and
27 conclusions of law as provided by Rule 52 of the Federal Rules of Civil Procedure, consented to the
28 entry of this Final Judgment, without admitting or denying any of the allegations in the Complaint

1 except as set forth in the Consent, and waived notice of hearing upon the entry of this Final
2 Judgment. The Court, being fully advised in the premises, orders as follows.

3 I.

4 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Mikaili and his agents,
5 servants, employees, those with powers of attorney on Mikaili's behalf, and all persons acting in
6 concert or participation with any of them, who receive actual notice of this Final Judgment, by
7 personal service or otherwise, and each of them, are permanently enjoined and restrained from,
8 directly or indirectly, violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange
9 Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder by:

- 10 1. employing any device, scheme, or artifice to defraud;
- 11 2. making any untrue statement of a material fact or omitting to state a material fact
12 necessary in order to make the statements made, in the light of the circumstances under
13 which they were made, not misleading; or
- 14 3. engaging in any act, practice, or course of business which operates or would operate as a
15 fraud or deceit upon any person;

16 in connection with the purchase or sale of the securities of any issuer, by the use of any means or
17 instrumentality of interstate commerce, or of the mails, or of any facility of any national securities
18 exchange.

19 II.

20 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Mikaili and his agents,
21 servants, employees, those with power of attorney on Mikaili's behalf, and all persons acting in
22 concert or participation with any of them, who receive actual notice of this Final Judgment, by
23 personal service or otherwise, and each of them, are permanently enjoined and restrained from aiding
24 and abetting any violation of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-
25 20 and 13a-13 promulgated thereunder [17 C.F.R. §§ 240.12b-20 and 240.13a-13] by causing any
26 issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [15
27 U.S.C. § 78l] or Section 15(d) of the Exchange Act [15 U.S.C. § 78o] to fail to file with the
28 Commission such accurate and complete information, reports, and documents as are required to be

1 filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and
2 the Commission's Rules thereunder, including but not limited to, quarterly reports on Form 10-Q [17
3 C.F.R. § 249.308a] as prescribed by Commission Rule 13a-13 [17 C.F.R. § 240.13a-13], such
4 information and documents to contain, in addition to such information as is expressly required to be
5 included in a statement or report to the Commission, such further material information, if any, as may
6 be necessary to make the required statements, in the light of the circumstances under which they are
7 made, not misleading, as prescribed by Commission Rule 12b-20 [17 C.F.R. § 240.12b-20].

8 III.

9 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Mikaili and his agents,
10 servants, employees, those with power of attorney on Mikaili's behalf, and all persons acting in
11 concert or participation with any of them, who receive actual notice of this Final Judgment, by
12 personal service or otherwise, and each of them, are permanently enjoined and restrained from
13 violating Rule 13b2-2 of the Exchange Act [17 C.F.R. §240.13b2-2] by making or causing to be
14 made a materially false or misleading statement, or by omitting to state or causing another person to
15 omit to state, any material fact necessary in order to make statements made, in light of the
16 circumstances under which such statements were made, not misleading, to an accountant in
17 connection with (A) any audit or examination of the financial statements of an issuer required to be
18 made pursuant to the federal securities laws or (B) the preparation or filing of any document or report
19 required to be filed with the Commission pursuant to the federal securities laws or otherwise .

20 IV.

21 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Mikaili and his agents,
22 servants, employees, those with power of attorney on Mikaili's behalf, and all persons acting in
23 concert or participation with any of them, who receive actual notice of this Final Judgment, by
24 personal service or otherwise, and each of them, are permanently enjoined and restrained from
25 violating Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] by failing to file with the
26 Commission the statements required by that statute and Rule 16a-3 [17 C.F.R. § 240.16a-3] for any
27 class of any equity security (other than an exempted security) which is registered pursuant to 15
28

1 U.S.C. § 78l while a director or an officer of the issuer of such security or , directly or indirectly,
2 having beneficial ownership of more than 10 percent of any class of such security.

3 V.

4 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Mikaili is prohibited from
5 serving as an officer or director of any issuer of a security registered pursuant to Section 12 or 15(d)
6 of the Exchange Act.

7 VIII.

8 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the provisions of
9 Mikaili’s Consent filed concurrently with this Judgment are incorporated by this reference, that
10 Mikaili shall comply with the Consent and that a breach of the terms of the Consent therefore shall
11 constitute a failure to adhere to the terms of this Judgment.

12 IX.

13 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain
14 jurisdiction over this action to enforce the terms of this Judgment and other orders and decrees which
15 may be entered, and to grant such other relief as this Court may deem necessary and just.

16 Dated: _____, 2005

17 _____
United States District Judge

