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3 Attorneys for Plaintiff  
4 Securities and Exchange Commission  
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CLERK, U.S. DISTRICT COURT  
MAR - 8 2004  
CENTRAL DISTRICT OF CALIFORNIA  
BY *[Signature]* DEPUTY

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11 UNITED STATES DISTRICT COURT  
12 FOR THE CENTRAL DISTRICT OF CALIFORNIA  
13 WESTERN DIVISION

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15 U.S. DISTRICT COURT  
16 CENTRAL DISTRICT OF CALIF.  
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29 SECURITIES AND EXCHANGE  
30 COMMISSION,  
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32 BY *[Signature]*  
33 Plaintiff,  
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35 vs.  
36 GARY A. EISENBERG,  
37  
38 Defendant.

Civil Action No. CV 02-6479 AHM  
(JTLx)

39 **STIPULATION THAT THE**  
40 **REMAINING DISGORGEMENT**  
41 **AND CIVIL PENALTY CLAIMS**  
42 **AGAINST DEFENDANT GARY A.**  
43 **EISENBERG BE DISMISSED;**  
44 **[PROPOSED] ORDER THEREON**

45 **STIPULATION**

46 IT IS HEREBY STIPULATED AND AGREED between Plaintiff Securities  
47 and Exchange Commission ("Commission") and Defendant Gary A. Eisenberg  
48 ("Eisenberg"), that:

49 1. On August 20, 2002, the Commission filed its Complaint against  
50 Eisenberg in this matter.

51 2. On August 26, 2002, pursuant to Eisenberg's Consent, the Court  
52 entered a Judgment Of Permanent Injunction And Other Equitable And Legal  
53 Relief Against Defendant Gary A. Eisenberg ("Judgment"), by which, among other  
54 things, Eisenberg was permanently enjoined from future violations of various

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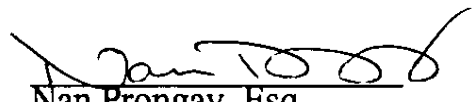
1 provisions of the federal securities laws.

2 3. On December 16, 2002, Eisenberg was sentenced to, among other  
3 things, 63 months imprisonment and ordered to pay \$12,736,118 in restitution in  
4 United States of America v. Gary A. Eisenberg, CR 02-897-R.


5 4. In light of the sentence in the criminal case, the Commission has  
6 determined not to pursue its remaining claims for disgorgement, prejudgment  
7 interest and civil penalties against Eisenberg.

8  
9 Accordingly, IT IS HEREBY STIPULATED AND AGREED between the  
10 Commission and Eisenberg, pursuant to Fed. R. Civ. P. 41(a)(2), that the  
11 Commission's remaining claims against Eisenberg for disgorgement, prejudgment  
12 interest thereon, and civil penalties be, and hereby are, dismissed against  
13 Eisenberg.

14  
15 Dated: March 8, 2004

  
Nan Prongay, Esq.  
Attorney for Plaintiff  
Securities and Exchange Commission

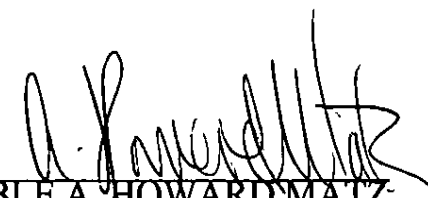
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18 Dated: March 6, 2004

  
John W. Cotton, Esq.  
Cotton & Gundzik LLP  
725 South Figueroa Street  
34th Floor  
Los Angeles, CA 90017  
Attorney for Defendant  
Gary A. Eisenberg

22  
23 **ORDER**

24 IT IS SO ORDERED.

25  
26 DATED: 3/8/04

  
HONORABLE A. HOWARD MATZ  
UNITED STATES DISTRICT JUDGE

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1 provisions of the federal securities laws.

2 3. On December 16, 2002, Eisenberg was sentenced to, among other  
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4 United States of America v. Gary A. Eisenberg, CR 02-897-R.

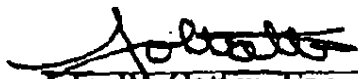
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15 Dated: March \_\_, 2004

Nan Prongay, Esq.  
Attorney for Plaintiff  
Securities and Exchange Commission

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John W. Cotton, Esq.  
Cotton & Gundzik LLP  
725 South Figueroa Street  
34th Floor  
Los Angeles, CA 90017  
Attorney for Defendant  
Gary A. Eisenberg

22  
23 **ORDER**

24 IT IS SO ORDERED.

25  
26 DATED:

HONORABLE A. HOWARD MATZ  
UNITED STATES DISTRICT JUDGE

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**PROOF OF SERVICE**

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I am over the age of 18 years and not a party to this action. My business address is:

U.S. SECURITIES AND EXCHANGE COMMISSION, 5670 Wilshire Boulevard, 11<sup>th</sup> Floor, Los Angeles, California 90036.

Telephone: (323) 965-3998 Fax: (323) 965-3908

On March 8, 2004, I served the documents entitled **STIPULATION THAT THE REMAINING DISGORGEMENT AND CIVIL PENALTY CLAIMS AGAINST DEFENDANT GARY A. EISENBERG BE DISMISSED; [PROPOSED] ODER THEREON** upon the parties to this action addressed, as stated on the attached service list, by:

**OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this firm's practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

**PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

**EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

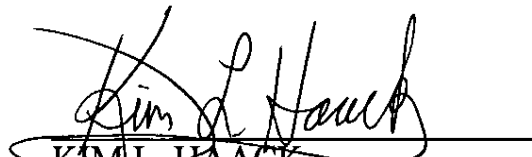
**PERSONAL SERVICE:** I caused to be personally delivered each such envelope to the office of the addressee.

**FEDERAL EXPRESS:** By placing in sealed envelope(s) designated by Federal Express with delivery fees paid or provided for, which I deposited in a facility regularly maintained by Federal Express or delivered to a Federal Express courier, at Los Angeles, California.

**FAX (BY AGREEMENT ONLY):** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

**(Federal)** I declare that I am employed in the office of a member of the bar of this Court, at whose direction the service was made. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Date: March 8, 2004

  
KIM L. HAACK

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**SEC v. GARY A. EISENBERG**  
**United States District Court - Central District of California**  
**Western Division**  
**Case No. CV 02-6479 AHM (JTLx)**  
**(LA-2528)**

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**SERVICE LIST**

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725 S. Figueroa Street, 34th Floor  
Los Angeles, CA 90017-5436  
*Attorney for Defendant Gary A. Eisenberg*