

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MINNESOTA

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

MARVIN W. GOLDSTEIN,

Defendant.

Civil 03-4202 (MJD/JGL)  
C.A. No. \_\_\_\_-

**FINAL JUDGMENT AS TO DEFENDANT MARVIN W. GOLDSTEIN**

The Securities and Exchange Commission having filed a Complaint and Defendant Marvin W. Goldstein ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant, Defendant's officers, agents, servants, employees, attorneys, assigns, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of

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JUDGMENT ENTERED  
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interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit 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) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED, that pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant is permanently and unconditionally barred from acting as an officer or director of any issuer required to file reports pursuant to Sections 12 or 15(d) of the Exchange Act [15 U.S.C. §§ 78l and 78o(d)].

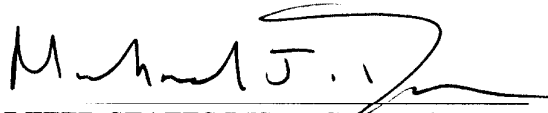
III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

IV.

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

Dated: 12. 9, 2003

  
UNITED STATES DISTRICT JUDGE  
CV# 03-420-2