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MAR 3 2004
CLERK, U.S. DISTRICT COURT
EASTERN DISTRICT OF CALIFORNIA
BY _____ DEPUTY CLERK

FILED
2004 MAR 30 A 11:57
CLERK, US DIST. COURT
EASTERN DIST. OF CALIF
AT FRESNO
BY _____ DEPUTY *[Signature]*

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF CALIFORNIA
FRESNO DIVISION

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

METROPOLIS HOLDINGS, LLC and
EDWARD GRAY,

Defendants.

Case No. CIV. F-03-5538 AWI LJO

JUDGMENT ~~[PROPOSED]~~

For the reasons set forth in the Order Granting Application For Default Judgment dated December 3, 2003 and the Order Entering Default Judgment dated January 7, 2004:

I.

IT IS ORDERED, ADJUDGED AND DECREED that defendants Metropolis and Gray and their respective officers, agents, servants, employees, attorneys, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, are restrained and enjoined from, directly or indirectly, through the use of the means or instruments of transportation or communication in interstate commerce or the mails, offering to sell or selling securities, or, directly or indirectly, carrying or causing securities to be

1 carried through the mails or in interstate commerce, for the purpose of selling or delivery after
2 selling, in violation of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

3 II.

4 IT IS ORDERED, ADJUDGED AND DECREED that defendants Metropolis and Gray and
5 their respective officers, agents, servants, employees, attorneys, and those persons in active concert or
6 participation with any of them, who receive actual notice of this Order, by personal service or
7 otherwise, and each of them, are restrained and enjoined from, directly or indirectly, in the offer or
8 sale of any securities, by the use of any means or instruments of transportation or communication in
9 interstate commerce or by the use of the mails:

- 10 A. Employing any device, scheme or artifice to defraud;
- 11 B. Obtaining money or property by means of any untrue statement of a material fact or
12 any omission to state a material fact necessary in order to make the statements made,
13 in the light of the circumstances under which they were made, not misleading; and
- 14 C. Engaging in any transaction, practice, or course of business which operates or would
15 operate as a fraud or deceit upon the purchaser;

16 in violation of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

17 III.

18 IT IS ORDERED, ADJUDGED AND DECREED that defendants Metropolis and Gray and
19 their respective officers, agents, servants, employees, attorneys, and those persons in active concert or
20 participation with any of them, who receive actual notice of this Order, by personal service or
21 otherwise, and each of them, are restrained and enjoined from, directly or indirectly, in connection
22 with the purchase or sale of any securities, by the use of any means or instrumentality of interstate
23 commerce, or of the mails, or of any facility of any national securities exchange:

- 24 A. Employing any device, scheme or artifice to defraud;
- 25 B. Making any untrue statement of a material fact or omitting to state a material fact
26 necessary in order to make the statements made, in the light of the circumstances
27 under which they were made, not misleading; and

28

1 C. Engaging in any act, practice, or course of business which operates or would operate
2 as a fraud or deceit upon any person;
3 in violation of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5
4 [17 C.F.R. § 240.10b-5].

5 IV.

6 IT IS ORDERED, ADJUDGED AND DECREED that defendants Metropolis and Gray,
7 jointly and severally, shall pay disgorgement of \$3,320,000 in ill-gotten gains and prejudgment
8 interest at a rate of 1.29 percent to the Clerk of the Court for deposit. Defendants shall receive credit
9 against this sum for any amount paid by Gray as restitution in United States v. Gray, 03-5222 OWW.

10 V.

11 IT IS ORDERED, ADJUDGED AND DECREED that the following financial and brokerage
12 institutions shall pay any funds held by them on account of or for the benefit of Metropolis and Gray
13 to the Clerk of the Court for deposit in the Court Registry Investment System, including but not
14 limited to the funds held in the following accounts:

15 A. Washington Mutual Bank:

- 16 1. Account No. 486-321137-5, maintained in the name of EGD-Metrobusiness
17 Ventures.
- 18 2. Account No. 486-321095-5, maintained in the name of Edward Gray.
- 19 3. Account No. 486-662669-6, maintained in the name of Edward Gray.
- 20 4. Account No. 490-206340-5, maintained in the name of Edward Gray.
- 21 5. Account No. 444-312558-2, maintained in the name of EGD-Metrobusiness
22 Ventures.

1 B. Access Financial Group, Inc.:

2 1. Account No. 759-48269-126, maintained in the name of Metropolis Holdings,
3 LLC.

4 2. Account No. 759-48251-126, maintained jointly by Metropolis Enterprises,
5 LLC and Worldwide Investment Concepts.

6 C. Monex Deposit Co. (Monex Credit Co.): Account No. 1-5405517-0, maintained in the
7 name of Edward Gray, Sr.


8 D. Prudential Securities Incorporated (Prudential Financial): Account No. OEC-967503,
9 maintained in the name of Metropolis Holdings, LLC, c/o Edward Gray.

10 E. Wachovia Bank, N.A. (formerly First Union Bank): amounts totaling \$1,150,000
11 deposited in its general ledger from Account No. 2000011878177, maintained in the
12 name of Lighthouse Two Corporation.

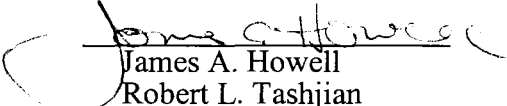
13 Any such amounts paid by the foregoing financial institutions shall be first credited against the
14 amounts ordered under Section IV of this Judgment.

15 The Clerk of the Court is directed to enter this Judgment forthwith.

16
17 DATED: March 29, 2004

18 
19 _____
20 Judge of the United States District Court

21 Submitted by:

22 
23 James A. Howell
24 Robert L. Tashjian
25 Attorneys for Plaintiff
26 SECURITIES AND EXCHANGE COMMISSION
27
28

United States District Court
for the
Eastern District of California
March 31, 2004

* * CERTIFICATE OF SERVICE * *

1:03-cv-05538

Securities and Excha

v.

Metropolis Holdings

I, the undersigned, hereby certify that I am an employee in the Office of the Clerk, U.S. District Court, Eastern District of California.

That on March 31, 2004, I SERVED a true and correct copy(ies) of the attached, by placing said copy(ies) in a postage paid envelope addressed to the person(s) hereinafter listed, by depositing said envelope in the U.S. Mail, by placing said copy(ies) into an inter-office delivery receptacle located in the Clerk's office, or, pursuant to prior authorization by counsel, via facsimile.

AWI LJO

Robert A Mitchell
Securities and Exchange Commission
44 Montgomery Street
Suite 1100
San Francisco, CA 94104

Edward Gray
0313275
FCJ
Fresno County Jail
P O Box 872
Fresno, CA 93712

Jack L. Wagner, Clerk

BY: 
Deputy Clerk