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FILED
CLERK, U.S. DISTRICT COURT
MAR 30 2004
CENTRAL DISTRICT OF CALIFORNIA
BY [Signature]

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8 UNITED STATES DISTRICT COURT
9 CENTRAL DISTRICT OF CALIFORNIA
10 WESTERN DIVISION

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13 SECURITIES AND EXCHANGE
14 COMMISSION,
15 BY [Signature]
16 v.
17 THOMAS A. SEBASTIAN,
18 Defendant.

Case No. LACV03-6909 R (FMOx)

FINAL JUDGMENT OF
PERMANENT INJUNCTION AND
OTHER RELIEF AGAINST
THOMAS A. SEBASTIAN

DOCKETED ON CM
APR - 1 2004
BY [Signature] 012

18 Plaintiff Securities and Exchange Commission ("Commission"), having
19 filed and served upon Defendant Thomas A. Sebastian ("Sebastian") a Summons
20 and Complaint in this action; Sebastian having admitted service upon him of the
21 Summons and Complaint in this action and the jurisdiction of this Court over him
22 and over the subject matter of this action; having been fully advised and informed
23 of his right to a judicial determination of this matter; having waived the entry of
24 findings of fact and conclusions of law as provided by Rule 52 of the Federal
25 Rules of Civil Procedure; having consented to the entry of this Final Judgment Of
26 Permanent Injunction And Other Relief Against Thomas A. Sebastian ("Final
27 Judgment") without admitting or denying the allegations in the Complaint, except
28 as specifically set forth in the Consent Of Defendant Thomas A. Sebastian To

[Handwritten mark]

SCANNED

1 Entry Of Final Judgment Of Permanent Injunction And Other Relief (“Consent”);
2 no notice of hearing upon the entry of this Final Judgment being necessary; and
3 this Court being fully advised:

4 **I.**

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

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

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

21 **II.**

22 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Sebastian
23 and his agents, servants, employees and attorneys, and all persons in active concert
24 or participation with any of them who receive actual notice of this Final Judgment
25 by personal service or otherwise, and each of them, are permanently restrained and
26 enjoined from, directly or indirectly, in connection with the purchase or sale of any
27 security, by the use of any means or instrumentality of interstate commerce, or of
28 the mails, or of any facility of any national securities exchange:

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

8 in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange
9 Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

10 **III.**

11 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Sebastian
12 and his agents, servants, employees and attorneys, and all persons in active concert
13 or participation with any of them who receive actual notice of this Final Judgment
14 by personal service or otherwise, and each of them, are permanently restrained and
15 enjoined from filing, or causing to be filed, annual reports with the Commission
16 on Forms 10-K and quarterly reports with the Commission on Forms 10-Q that fail
17 to contain material information necessary to make the required statements in the
18 Forms 10-K or 10-Q, in light of the circumstances under which they are made, not
19 misleading, in violation of Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a),
20 and Rules 12b-20, 13a-1 and 13a-13 thereunder, 17 C.F.R. §§ 240.12b-20,
21 240-13a-1 & 240.13a-13.

22 **IV.**

23 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Sebastian
24 and his agents, servants, employees and attorneys, and all persons in active concert
25 or participation with any of them who receive actual notice of this Final Judgment
26 by personal service or otherwise, and each of them, are permanently restrained and
27 enjoined from knowingly circumventing or knowingly failing to implement a
28 system of internal accounting controls or falsifying any book, record or account

1 required to be kept by an issuer, in violation of Section 13(b)(5) of the Exchange
2 Act, 15 U.S.C. § 78m(b)(5), and Rule 13b2-1 thereunder, 17 C.F.R. § 240.13b2-1.

3 V.

4 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Sebastian
5 and his agents, servants, employees and attorneys, and all persons in active concert
6 or participation with any of them who receive actual notice of this Final Judgment
7 by personal service or otherwise, and each of them, are permanently restrained and
8 enjoined from, directly or indirectly, while an officer or director of an issuer:

9 A. making or causing to be made a materially false or misleading
10 statement; or

11 B. omitting to state, or causing another person to omit to state, any
12 material fact necessary in order to make statements made, in light of
13 the circumstances under which such statements were made, not
14 misleading;

15 to an accountant in connection with:

- 16 1. an audit or examination of the financial statements of the issuer
17 required to be made, or
18 2. the preparation or filing of any document or report required to
19 be filed with the Commission;

20 in violation of Exchange Act Rule 13b2-2, 17 C.F.R. § 240.13b2-2.

21 VI.

22 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Sebastian
23 is liable for disgorgement of \$242,777, together with prejudgment interest thereon
24 in the amount of \$23,195.65, totaling \$265,972.65, and a civil penalty of \$150,000
25 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77u(d), and Section
26 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). Sebastian shall satisfy this
27 obligation by paying \$415,972.65 within 180 days of the date of entry of this Final
28 Judgment in the form of a cashier's check, certified check or postal money order

1 payable to the Clerk of this Court, together with a cover letter that identifies the
2 defendant, the name and case number of this litigation and the court. A copy of
3 the cover letter shall be simultaneously transmitted to counsel for the Commission
4 in this action at the Commission's Pacific Regional Office in Los Angeles,
5 California. By making this payment, Sebastian relinquishes all legal and equitable
6 right, title, and interest in such funds, and no part of the funds shall be returned to
7 Sebastian. The Clerk shall deposit the funds into an interest bearing account with
8 the Court Registry Investment System ("CRIS"). These funds, together with any
9 interest and income earned thereon (collectively, the "Fund"), shall be held by the
10 CRIS until further order of the Court. In accordance with the guidelines set by the
11 Director of the Administrative Office of the United States Courts, the Clerk is
12 directed, without further order of this Court, to deduct from the income earned on
13 the money in the Fund a fee equal to ten percent of the income earned on the Fund.
14 Such fee shall not exceed that authorized by the Judicial Conference of the United
15 States. The Commission may propose a plan to distribute the Fund subject to the
16 Court's approval. Such a plan may provide that the Fund shall be distributed
17 pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act
18 of 2002.

19 **VII.**

20 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that
21 Sebastian, pursuant to Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), and
22 Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), is permanently
23 prohibited from acting as an officer or director of any issuer that has a class of
24 securities registered with the Commission pursuant to Section 12 of the Exchange
25 Act, 15 U.S.C. § 78l, or that is required to file reports with the Commission
26 pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

27 **VIII.**

28 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the

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1 provisions of the Consent filed concurrently with this Final Judgment are
2 incorporated herein with the same force and effect as if fully set forth herein and
3 that Sebastian shall comply with his Consent.

4 IX.

5 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this
6 Court shall retain jurisdiction over this action for all purposes, including
7 implementing and enforcing the terms of this Final Judgment and all other orders
8 and decrees which have been or may be entered in this case, and granting such
9 other relief as the Court may deem necessary and just.

10 X.

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

14
15 DATED: *March 30, 2004*


HONORABLE MANUEL L. REAL
UNITED STATES DISTRICT JUDGE

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CERTIFICATE OF SERVICE

I, Mary Lou Crook, am over the age of eighteen years, am not a party to this action, and am a citizen of the United States. My business address is 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California, 90036. On March 30, 2004, I caused to be served the **FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST THOMAS A. SEBASTIAN** by causing to be mailed a true and correct copy thereof in a sealed envelope, postage prepaid, addressed to:

J. Michael Roake, Esq.
Roake & Roake, APC
4019 Goldfinch Street, Suite 238
San Diego, CA 92103
Counsel for Defendant Thomas A. Sebastian

I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 30, 2004



Mary Lou Crook

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