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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION

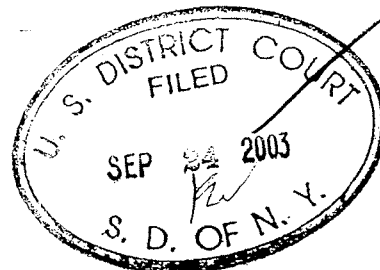
Plaintiff,

v.

AMERICAN INTERNATIONAL GROUP, INC., et al.,

Defendants.

7045
Civ.



**FINAL JUDGMENT OF PERMANENT INJUNCTION
AND OTHER RELIEF AS TO JOHN DELANEY**

Plaintiff Securities and Exchange Commission ("Commission"), having filed a Complaint, charging, among others, Defendant John Delaney ("Delaney") with violations of Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §77q(a)], Sections 10(b) and 13(b)(5) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. §§ 78j(b) and 78m(b)(5)], and Rules 10b-5, 13b2-1, and 13b2-2 [17 C.F.R. §§ 240.10b-5, 240.13b2-1, and 240.13b2-2], and as a control person of Brightpoint, Inc. ("Brightpoint"), Delaney is liable pursuant to Section 20(a) of the Exchange Act [15 U.S.C. § 78t(a)] for Brightpoint's violation of Sections 13(a) of the Exchange Act [15 U.S.C. §78m(a)] and Rules 12b-20 and 13a-1 [17 C.F.R. §§240.12b-20 and 240.13a-1], and Delaney having executed the annexed Consent of John Delaney ("Consent"), having admitted the jurisdiction of this Court over him and over the subject matter of this action, having admitted receiving service of the Summons and Complaint in this action, having waived the filing of an answer pursuant to Rule 12 of the Federal Rules of Civil Procedure and the entry of findings of fact and conclusions of law pursuant to Rule 52 of

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the Federal Rules of Civil Procedure, having waived any right he might have to appeal from the entry of this Final Judgment of Permanent Injunction and Other Relief as to John Delaney ("Final Judgment"), and, without admitting or denying the allegations contained in the Complaint (except as to jurisdiction, which are admitted), having consented to the entry of this Final Judgment, without further notice, it is:

I.

ORDERED, ADJUDGED AND DECREED that Delaney be and hereby is permanently restrained and enjoined, directly or indirectly, singly or in concert, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce, or of the mails, or any facilities of any national securities exchange, from:

- (a) employing any device, scheme, or artifice to defraud;
- (b) making 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) engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

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

II.

FURTHER ORDERED, ADJUDGED, AND DECREED that Delaney be and hereby is permanently restrained and enjoined, directly or indirectly, singly or in concert, in the offer or sale of any security, by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, from:

- (a) employing any device, scheme or artifice to defraud; or
- (b) obtaining money or property by means of an untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon the purchaser,

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

III.

FURTHER ORDERED, ADJUDGED, AND DECREED that Delaney be and hereby is permanently restrained and enjoined, directly or indirectly, singly or in concert, from knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record or account described in Section 13(b)(2) of the Exchange Act, 15 U.S.C. § 78m(b)(2), in violation of Section 13(b)(5) of the Exchange Act, 15 U.S.C. § 78m(b)(5).

IV.

FURTHER ORDERED, ADJUDGED AND DECREED that Delaney be and hereby is permanently restrained and enjoined, directly or indirectly, singly or in concert, from falsifying or causing to be falsified any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. §78m(b)(2)(A), in violation of Rule 13b2-1 of the Exchange Act, 17 C.F.R. §240.13b2-1.

V.

FURTHER ORDERED, ADJUDGED AND DECREED that Delaney be and hereby is permanently restrained and enjoined, directly or indirectly, singly or in concert, while an officer or director of an issuer, from:

- (a) making or causing to be made a materially false or misleading statement, or
- (b) omitting to state, or causing another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements are made, not misleading,

to an accountant in connection with (1) any audit or examination of the financial statements of such issuer required to be made pursuant to the rules and regulations of the Exchange Act, 17 C.F.R. §§ 240.0-1 et seq., or (2) the preparation or filing of any document or report required to be filed with the Commission, in violation of Rule 13b2-2 of the Exchange Act, 17 C.F.R. § 240.13b2-2.

VI.

FURTHER ORDERED, ADJUDGED, AND DECREED that Delaney be and hereby is permanently restrained and enjoined from, directly or indirectly, singly or in concert, controlling any person who violates Sections 13(a) of the Exchange Act, 15 U.S.C. §78m(a), or Rules 12b-20 or 13a-1, 17 C.F.R. §§240.12b-20 or 240.13a-1, by

- (a) failing to file with the Commission any report required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act, 15 U.S.C. §78m(a), and the rules and regulations promulgated thereunder; or
- (b) filing with the Commission a report required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act, 15 U.S.C. §78m(a), and the rules

and regulations promulgated thereunder that (1) contains an untrue statement of material fact; (2) fails to include, in addition to the information required to be stated in such report, such further material information as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading; or (3) fails to disclose any information required to be disclosed therein,

unless Delaney acts in good faith and does not directly or indirectly induce the act or acts constituting the violation.

VII.

FURTHER ORDERED, ADJUDGED AND DECREED that pursuant to Section 20(e) of the Securities Act, 15 U.S.C. §77t(e), and Section 21(d)(2) of the Exchange Act, 15 U.S.C. §78u(d)(2), Delaney be and hereby is permanently prohibited from acting as an officer or director of any issuer which has a class of securities registered under Section 12 of the Exchange Act, 15 U.S.C. §78l, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. §78o(d).

VIII.

FURTHER ORDERED, ADJUDGED, AND DECREED that Delaney shall pay a civil penalty in the amount of \$100,000 pursuant to Section 20(d)(1) of the Securities Act of 1933, 15 U.S.C. §77t(d)(1), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. §78u(d)(3). Delaney shall make this payment within ten (10) business days after receiving notice of the entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations

Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Delaney as the defendant on whose behalf the payment is being made, the caption and case number of this action, the name of this Court, and the Commission's internal file number for this matter (NY-6749). Copies of such check or money order and accompanying cover letter shall be simultaneously transmitted to Andrew Calamari, Deputy Assistant Regional Director, Northeast Regional Office, United States Securities and Exchange Commission, 233 Broadway, New York, NY 10279.

IX.

FURTHER ORDERED, ADJUDGED AND DECREED that the attached Consent be, and the same hereby is, incorporated herein by reference with the same force and effect as if fully set forth herein and that Delaney shall comply in all respects with the terms of the Consent.

X.

FURTHER ORDERED, ADJUDGED AND DECREED that, pursuant to Rule 65(d) of the Federal Rules of Civil Procedure, this Final Judgment is binding upon Delaney, his agents, servants, employees, attorneys in fact and any persons in active concert or participation with him or them who receive actual notice of this Final Judgment by personal service or otherwise.

XI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that plaintiff may effect service of this Final Judgment and all other papers in this action upon Delaney by sending a copy via first class mail to his counsel, Howard Heiss, Esq. of Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104, unless Delaney notifies the Commission otherwise by letter addressed to U.S. Securities & Exchange Commission, Northeast Regional Office, 233 Broadway, New York, NY 10279, attn: Andrew M. Calamari, Esq.

XII.

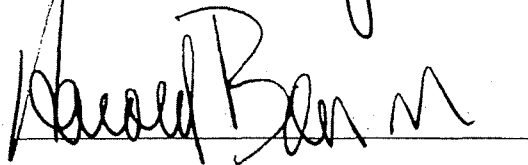
FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including implementation and enforcement of the terms and conditions of this Final Judgment and attached Consent.

XIII.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: 9/22, 03

SO ORDERED, this 22 day of Sept, 2003.



UNITED STATES DISTRICT JUDGE



**THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON** 9/27/03

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

AMERICAN INTERNATIONAL GROUP, INC. et al.,

Defendants.

03 Civ. 7045

CONSENT OF JOHN DELANEY

1. Defendant John Delaney ("Delaney") enters a general appearance, admits the jurisdiction of this Court over him and over the subject matter of this action, waives service upon him of a Summons and of the Complaint of the Securities and Exchange Commission in this action, and the filing of an Answer.

2. Delaney, without admitting or denying the allegations in the Complaint, except as to jurisdiction, which he admits, and without trial, argument or adjudication of any issue of fact or law, consents to the entry of the Final Judgment of Permanent Injunction and Other Relief as to John Delaney ("Final Judgment"), in the form attached hereto and incorporated by reference herein.

3. Delaney waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

4. Delaney waives the right, if any, to appeal from the entry of the Final Judgment.

5. Delaney enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member,

officer, employee, agent, or representative of the Commission to induce him to enter into this Consent.

6. Delaney agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

7. Delaney agrees that he will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waives any objection based thereon.

8. Delaney agrees that plaintiff may effect service of this Final Judgment and all other papers in this action upon him by sending a copy via first class mail to his counsel, Howard Heiss, Esq. of Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104, unless Delaney notifies the Commission otherwise by letter addressed to U.S. Securities & Exchange Commission, Northeast Regional Office, 233 Broadway, New York, NY 10279, attn: Andrew Calamari, Esq.

9. Delaney agrees that, promptly after receiving notice that the Final Judgment has been entered by the Court, he will execute and return to the Commission an acknowledgment of receipt of the Final Judgment.

10. Delaney acknowledges and agrees that this proceeding and his Consent are for the purposes of resolving this proceeding only, in conformity with the provisions of 17 C.F.R. 202.5(f), and do not resolve, affect, or preclude any other proceeding which may be brought against him. Consistent with the provisions of 17 C.F.R. 202.5(f), Delaney waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Delaney further acknowledges that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules

and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding.

11. Delaney understands and agrees to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegation in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Delaney agrees: (i) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the complaint or creating the impression that the complaint is without factual basis; and (ii) that upon filing of this Consent, Delaney hereby withdraws any papers filed in this action to the extent that they deny any allegation in the complaint. If Delaney breaches this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Delaney's: (i) testimonial obligations; or (ii) right to take legal or factual positions in defense of litigation or in defense of other legal proceedings in which the Commission is not a party.

12. Delaney hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to pursue reimbursement of attorney's fees or other fees, expenses, or costs expended by him to defend against this action. For these purposes, Delaney agrees that he is not the prevailing party in this action since the parties have reached a good faith settlement.

13. Delaney agrees that he shall not seek or accept, directly or indirectly, reimbursement or indemnification from any source including, but not limited to, payment made pursuant to any insurance policy, with regard to any penalty amounts that Delaney shall pay pursuant to this Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors. Delaney further agrees that he shall not claim, assert, or apply for a tax deduction or tax credit with regard to any federal, state or local tax for any penalty amounts that Delaney shall pay pursuant to this Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors.

14. Defendant agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

15. Defendant agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

Dated: July 18, 2003

J. P.D. L.
John Delaney

On this 18th day of July, 2003, John Delaney, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.

Jacqueline Cohen
Notary Public
Commission expires: 8-11-09

Approved as to form:

Howard E. Heiss
Howard E. Heiss, Esq.
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104-0050
Telephone: (212) 468-8146