

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 03-22524-CIV-JORDAN

SECURITIES EXCHANGE COMMISSION)
)
Plaintiff)
)
vs.)
)
EDUARDO MASFERRER)
)
Defendant)
_____)

AMENDED FINAL CONSENT JUDGMENT AND PERMANENT INJUNCTION

The Securities and Exchange Commission's motion for a permanent injunction and other relief [D.E. 78] is GRANTED IN PART as set forth below.¹ This case is now closed.

Pursuant to Rules 54 and 58 of the Federal Rules of Civil Procedure, final judgment is hereby entered as follows in favor of the SEC and against Eduardo Masferrer:

(1) Pursuant to 15 U.S.C. § 78u(d)(2), Mr. Masferrer is hereby permanently enjoined from acting as an officer or director of any issuer that has a class of securities registered with the Commission pursuant to 15 U.S.C. § 781, or that is required to file reports pursuant to 15 U.S.C. § 78o(d);

(2) Pursuant to 15 U.S.C. § 77t, Mr. Masferrer is hereby permanently enjoined from knowingly, willfully, or recklessly, 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 the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice that involves purchasing or selling assets at inflated prices to defraud;
- (b) making any untrue statements of material fact or omitting 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, in connection with any scheme that involves purchasing or selling assets at inflated prices; or

¹For the reasons explained in the order on the SEC's motion for reconsideration, I limited the scope of Sections I and II of the Commission's proposed judgment.

(c) engaging in any other act, practice or course of business, in connection with any scheme that involves purchasing or selling assets at inflated prices, 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 [17 C.F.R. § 240.10b-5].

(3) Pursuant to 15 U.S.C. § 77t, Mr. Masferrer is hereby permanently enjoined from aiding and abetting a violation of Section 13(a) of the Exchange Act [15 U.S.C. §78m] and Rules 13a-1, 13a-13 and 12b-20 [17 C.F.R. §§ 240.13a-1, 240.13a-13, 240.12b-20], by knowingly providing substantial assistance to an issuer that fails to file reports with the SEC that accurately reflect its financial performance in connection with any scheme to purchase or sell assets at inflated prices.

(4) Pursuant to 15 U.S.C. § 77t, Mr. Masferrer is hereby permanently enjoined from aiding and abetting any violation of Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. § § 78m(b)(2)(A) and 78m(b)(2)(B)] by knowingly providing substantial assistance to an issuer that fails to:

- (a) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of any issuer; and
- (b) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that
 - (i) transactions are executed in accordance with management's general or specific authorizations;
 - (ii) transactions are recorded as necessary (I) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (II) to maintain accountability for assets;
 - (iii) access to assets is permitted only in accordance with management's general or specific authorization; and

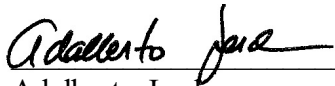
(iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is take with respect to any differences

(5) The Commission's claims for disgorgement, prejudgment interest, and civil penalties are dismissed without prejudice. If the court vacates this judgment for any reason, the Commission's claims for relief may be reinstated upon the filing of a proper motion;

(6) Mr. Masferrer shall comply with the provisions of the consent attached to the Commission's motion, with the consent being incorporated into this judgment; and

(7) The court will retain jurisdiction to enforce the terms of this judgment and permanent injunction.

DONE and ORDERED in chambers in Miami, Florida, this 7th day of March, 2007.



Adalberto Jordan
United States District Judge

Copy to: All counsel of record