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3:04-CV-02105 SEC V. PLATFORMS WIRELESS

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U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA

DEPUTY *[Signature]*

1 Kathleen A. Ford (Lead Counsel)  
2 Jennifer S. Leete  
3 Matthew P. Reed  
4 Attorneys for Plaintiff  
5 Securities and Exchange Commission  
6 44 Montgomery Street, 26<sup>th</sup> Floor  
7 San Francisco, CA 94104-4603  
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7 LOCAL COUNSEL  
8 Michael Piazza (Cal. Bar No. 235881)  
9 Securities and Exchange Commission  
10 5670 Wilshire Boulevard, 11<sup>th</sup> Floor  
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12 Telephone (323) 965-3877  
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12 UNITED STATES DISTRICT COURT  
13 FOR THE SOUTHERN DISTRICT OF CALIFORNIA

14 \_\_\_\_\_ X  
15 SECURITIES AND EXCHANGE COMMISSION, : Civil No. 04cv2105 JM(AJB)  
16 :  
17 Plaintiff, :  
18 :  
19 - v. - : FINAL JUDGEMENT AS TO  
20 : VICTOR I. ZILLER  
21 PLATFORMS WIRELESS INTERNATIONAL :  
22 CORP., WILLIAM C. MARTIN, CHARLES B. :  
23 NELSON, ROBERT D. PERRY, FRANCOIS M. :  
24 DRAPER, And VICTOR L. ZILLER, :  
25 Defendants. :  
26 \_\_\_\_\_ X

24 Defendant Victor L. Ziller has entered a general appearance  
25 herein; admitted the jurisdiction of this Court over him and over  
26 the subject matter of this action; waived the entry of findings

27  
28  
*[Signature]*  
ENTERED ON 9/27/05

*Case not termed per chambers*

1 statements made, in light of the circumstances under  
2 which they were made, not misleading; or

3 C. to engage in any act, practice, or course of business  
4 which operates or would operate as a fraud or deceit  
5 upon any person, in connection with the purchase or  
6 sale of any security.

7 II.

8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant  
9 to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)],  
10 Defendant is prohibited, for five (5) years following the date of  
11 entry of this Final Judgment, from acting as an officer or  
12 director of any issuer that has a class of securities registered  
13 pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or  
14 that is required to file reports pursuant to Section 15(d) of the  
15 Exchange Act [15 U.S.C. § 78o(d)].

17 III.

18 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
19 Defendant is permanently barred from participating in an offering  
20 of penny stock, including engaging in activities with a broker,  
21 dealer, or issuer for purposes of issuing, trading, or inducing  
22 or attempting to induce the purchase or sale of any penny stock.  
23 A penny stock is any equity security that has a price of less  
24 than five dollars, except as provided in Rule 3a51-1 under the  
25 Exchange Act [17 C.F.R. 240.3a51-1].  
26

IV.

1  
2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
3 Defendant is liable for disgorgement of \$333,086.00 representing  
4 monies gained as a result of the conduct alleged in the  
5 Complaint, together with prejudgment interest thereon in the  
6 amount of \$121,035.34, for a total of \$454,212.34. Based on  
7 Defendant's sworn representations in his Statement of Financial  
8 Condition dated March 3, 2005, and other documents and  
9 information submitted to the Commission, however, the Court is  
10 not ordering Defendant to pay a civil penalty and payment of the  
11 disgorgement and pre-judgment interest thereon is waived. The  
12 determination not to impose a civil penalty and to waive payment  
13 of the disgorgement and pre-judgment interest is contingent upon  
14 the accuracy and completeness of Defendant's Statement of  
15 Financial Condition. If at any time following the entry of this  
16 Final Judgment the Commission obtains information indicating that  
17 Defendant's representations to the Commission concerning his  
18 assets, income, liabilities, or net worth were fraudulent,  
19 misleading, inaccurate, or incomplete in any material respect as  
20 of the time such representations were made, the Commission may,  
21 at its sole discretion and without prior notice to Defendant,  
22 petition the Court for an order requiring Defendant to pay the  
23 unpaid portion of the disgorgement, pre-judgment and post-  
24 judgment interest thereon, and the maximum civil penalty  
25 allowable under the law. In connection with any such petition,  
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VI.

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.

VII.

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: 9/23, 2005

  
UNITED STATES DISTRICT JUDGE

1 Kathleen A. Ford (Lead Counsel)  
2 Jennifer S. Leete  
3 Matthew P. Reed  
4 Attorneys for Plaintiff  
5 Securities and Exchange Commission  
6 44 Montgomery Street, 26<sup>th</sup> Floor  
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SECURITY

7 LOCAL COUNSEL  
8 Michael Piazza (Cal. Bar No. 235881)  
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12 UNITED STATES DISTRICT COURT  
13 FOR THE SOUTHERN DISTRICT OF CALIFORNIA

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15 SECURITIES AND EXCHANGE COMMISSION, : Civil No. 04cv2105 JM(AJB)

16 :  
17 : **Plaintiff,**

18 : - v. -

19 :  
20 : **FINAL JUDGEMENT AS TO**  
21 : **VICTOR I. ZILLER**

22 :  
23 : **PLATFORMS WIRELESS INTERNATIONAL**  
24 : **CORP., WILLIAM C. MARTIN, CHARLES B.**  
25 : **NELSON, ROBERT D. PERRY, FRANCOIS M.**  
26 : **DRAPER, And VICTOR L. ZILLER,**

27 : **Defendants.**  
28 :  
29 : ----- X

30 Defendant Victor L. Ziller has entered a general appearance  
31 herein; admitted the jurisdiction of this Court over him and over  
32 the subject matter of this action; waived the entry of findings

*Case not termed per chambers*

*W*

ENTERED ON 9/27/05

1 of fact and conclusions of law pursuant to Rule 52 of the Federal  
2 Rules of Civil Procedure; and without admitting or denying the  
3 allegations of the complaint, except as to jurisdiction, which he  
4 admits, consented to the entry of this Final Judgment. It  
5 further appearing that this Court has jurisdiction over Ziller  
6 and the subject matter hereof, and the Court being fully advised  
7 in the premises and there being no just cause for delay, **it is**  
8 **hereby ordered, adjudged and decreed** pursuant to Rule 54(b) of  
9 the Federal Rules of Civil Procedure as follows:

10  
11 I.

12 Defendant Ziller, his agents, servants, employees,  
13 attorneys-in-fact, successors, and assigns and all those persons  
14 in active concert or participation with them who receive actual  
15 notice of this Final Judgment by personal service or otherwise,  
16 and each of them, be and they hereby are permanently restrained  
17 and enjoined from violating Section 10(b) of the Securities  
18 Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and  
19 Rule 10b-5 [17 C.F.R. § 240.10b-5] promulgated thereunder,  
20 directly or indirectly, by the use of any means or  
21 instrumentality of interstate commerce, or of the mails, or any  
22 facility of any national securities exchange:

23 A. to employ any device, scheme, or artifice to defraud;

24 or

25 B. to make any untrue statement of a material fact or omit  
26 to state a material fact necessary in order to make the  
27

1 statements made, in light of the circumstances under  
2 which they were made, not misleading; or

3 C. to engage in any act, practice, or course of business  
4 which operates or would operate as a fraud or deceit  
5 upon any person, in connection with the purchase or  
6 sale of any security.

7 **II.**

8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant  
9 to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)],  
10 Defendant is prohibited, for five (5) years following the date of  
11 entry of this Final Judgment, from acting as an officer or  
12 director of any issuer that has a class of securities registered  
13 pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or  
14 that is required to file reports pursuant to Section 15(d) of the  
15 Exchange Act [15 U.S.C. § 78o(d)].  
16

17 **III.**

18 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
19 Defendant is permanently barred from participating in an offering  
20 of penny stock, including engaging in activities with a broker,  
21 dealer, or issuer for purposes of issuing, trading, or inducing  
22 or attempting to induce the purchase or sale of any penny stock.  
23 A penny stock is any equity security that has a price of less  
24 than five dollars, except as provided in Rule 3a51-1 under the  
25 Exchange Act [17 C.F.R. 240.3a51-1].  
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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
3 Defendant is liable for disgorgement of \$333,086.00 representing  
4 monies gained as a result of the conduct alleged in the  
5 Complaint, together with prejudgment interest thereon in the  
6 amount of \$121,035.34, for a total of \$454,212.34. Based on  
7 Defendant's sworn representations in his Statement of Financial  
8 Condition dated March 3, 2005, and other documents and  
9 information submitted to the Commission, however, the Court is  
10 not ordering Defendant to pay a civil penalty and payment of the  
11 disgorgement and pre-judgment interest thereon is waived. The  
12 determination not to impose a civil penalty and to waive payment  
13 of the disgorgement and pre-judgment interest is contingent upon  
14 the accuracy and completeness of Defendant's Statement of  
15 Financial Condition. If at any time following the entry of this  
16 Final Judgment the Commission obtains information indicating that  
17 Defendant's representations to the Commission concerning his  
18 assets, income, liabilities, or net worth were fraudulent,  
19 misleading, inaccurate, or incomplete in any material respect as  
20 of the time such representations were made, the Commission may,  
21 at its sole discretion and without prior notice to Defendant,  
22 petition the Court for an order requiring Defendant to pay the  
23 unpaid portion of the disgorgement, pre-judgment and post-  
24 judgment interest thereon, and the maximum civil penalty  
25 allowable under the law. In connection with any such petition,  
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1 the only issue shall be whether the financial information  
2 provided by Defendant was fraudulent, misleading, inaccurate, or  
3 incomplete in any material respect as of the time such  
4 representations were made. In its petition, the Commission may  
5 move this Court to consider all available remedies, including,  
6 but not limited to, ordering Defendant to pay funds or assets,  
7 directing the forfeiture of any assets, or sanctions for contempt  
8 of this Final Judgment. The Commission may also request  
9 additional discovery. Defendant may not, by way of defense to  
10 such petition: (1) challenge the validity of the Consent or this  
11 Final Judgment; (2) contest the allegations in the Complaint  
12 filed by the Commission; (3) assert that payment of disgorgement,  
13 pre-judgment and post-judgment interest or a civil penalty should  
14 not be ordered; (4) contest the amount of disgorgement and pre-  
15 judgment and post-judgment interest; (5) contest the imposition  
16 of the maximum civil penalty allowable under the law; or (6)  
17 assert any defense to liability or remedy, including, but not  
18 limited to, any statute of limitations defense.  
19

20 **v.**

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

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Dated: 9/23, 2005

  
UNITED STATES DISTRICT JUDGE