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**UNITED STATES DISTRICT COURT**  
**FOR THE NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

SECURITIES AND EXCHANGE )  
COMMISSION, ) Case No.: 3:04-cv-02372-SI  
 )  
Plaintiff, )  
vs. ) **FINAL JUDGMENT AS TO**  
 ) **DEFENDANT PRABHAT K. GOYAL**  
PRABHAT K. GOYAL, )  
 )  
Defendant. )

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The Securities and Exchange Commission having filed a Complaint; and Defendant Prabhat K. Goyal having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment; and the parties having filed a Joint Stipulation and [Proposed] Order Dismissing Certain Claims in the Complaint brought under Section 17(a) of the Securities Act of 1933 (the "Securities Act"), Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), and Exchange Act Rules 10b-5 and 13b2-2, and a claim for aiding and abetting violations of Section 17(a) of the Securities Act, Section 10(b) of the Exchange Act, and Exchange Act Rule 10b-5:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] and Rule 13b2-1 promulgated thereunder [17 C.F.R. § 240.13b2-1] by

1 knowingly circumventing or knowingly failing to implement a system of internal accounting  
2 controls, or knowingly falsifying any book, record, or account described in Section 13(b)(2) of  
3 the Exchange Act [15 U.S.C. § 78m(b)(2)], or, directly or indirectly, falsifying or causing to be  
4 falsified, any such book, record, or account.

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6 II.

7 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
8 and Defendant's agents, servants, employees, and all persons in active concert or participation  
9 with them who receive actual notice of this Final Judgment by personal service or otherwise are  
10 permanently restrained and enjoined from aiding and abetting any violation of Sections 13(a),  
11 13(b)(2)(A), and 13(b)(2)(B) [15 U.S.C. §§ 78m(a), 78m(b)(2)(A), and 78m(b)(2)(B)] of the  
12 Exchange Act, and Rules 12b-20, 13a-1, and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1, and  
13 240.13a-13] by knowingly providing substantial assistance to an issuer that:  
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- 15 (a) fails to file with the Commission factually accurate and complete annual and  
16 quarterly reports as required pursuant to Section 13(a) of the Exchange Act, and  
17 Exchange Act Rules 13a-1 and 13a-13; or  
18 (b) omits to state, or causes another person to omit to state, in addition to the  
19 information expressly required to be included in such annual and quarterly reports,  
20 any such further material information as may be necessary to make the required  
21 statements, in light of the circumstances under which such statements were made,  
22 not misleading; or  
23 (c) fails to make and keep books, records, and accounts, which, in reasonable detail,  
24 accurately and fairly reflect the transactions and dispositions of the assets of the  
25 issuer; or  
26 (d) fails to devise and maintain a system of internal accounting controls sufficient to  
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1 provide reasonable assurances that:

- 2 (i) transactions are executed in accordance with management’s general or  
3 specific authorization;
- 4 (ii) transactions are recorded as necessary (1) to permit preparation of financial  
5 statements in conformity with generally accepted accounting principles or  
6 any other criteria applicable to such statements, and (2) to maintain  
7 accountability for assets;
- 8 (iii) access to assets is permitted only in accordance with management’s general  
9 or specific authorization; and
- 10 (iv) the recorded accountability for assets is compared with the existing assets  
11 at reasonable intervals and appropriate action is taken with respect to any  
12 differences.  
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15 III.

16 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a  
17 civil penalty in the amount of \$100,000 pursuant to Section 21(d)(3) of the Exchange Act [15  
18 U.S.C. § 78u(d)(3)]. Defendant shall make this payment within 14 days after entry of this Final  
19 Judgment by certified check, bank cashier’s check, or United States postal money order payable  
20 to the Securities and Exchange Commission. The payment shall be delivered or mailed to the  
21 Office of Financial Management, Securities and Exchange Commission, 100 F Street NE, Stop  
22 6042, Washington DC 20549, and shall be accompanied by a letter, copied to Commission  
23 litigation counsel, identifying Prabhat K. Goyal as a defendant in this action; setting forth the title  
24 and civil action number of this action and the name of this Court; and specifying that payment is  
25 made pursuant to this Final Judgment. Defendant shall pay post-judgment interest on any  
26 delinquent amounts pursuant to 28 U.S.C. § 1961. The Commission shall remit the funds paid  
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1 pursuant to this paragraph to the United States Treasury.

2 IV.

3 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is  
4 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant  
5 shall comply with all of the undertakings and agreements set forth therein.  
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7 V.

8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain  
9 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.  
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11 Dated: 9/9, 2011

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UNITED STATES DISTRICT JUDGE