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IN THE UNITED STATES COURT FOR THE DISTRICT OF UTAH  
CENTRAL DIVISION

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SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

IRVING FREIBERG and HARVEY L.  
CARMICHAEL a/k/a HARVEY L.  
CARNICLE,

Defendants.

JUDGMENT AS TO IRVING FREIBERG

Case No. 2:05-CV-00233PGC

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Based on Irving Frieberg's consent to entry of final judgment [#2] and his notice of filing of proposed judgment [#45], the court enters judgment as to Mr. Frieberg as follows:

**FINAL JUDGMENT AS TO DEFENDANT IRVING FRIEBERG**

The Securities and Exchange Commission having filed a Complaint and Defendant Irving Freiberg ("Freiberg" or "Defendant") 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:

**I.**

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, 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, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

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

## II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and his agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are preliminarily enjoined and restrained until a hearing on the merits, from violating Section 5 of the Securities Act [15 U.S.C. § 77e], directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to

be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or

- (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

### III.

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

### IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$127,195, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$17,903 for a total of \$145,098. However, the Defendant, being currently under indictment in the United States District Court, District of New Jersey in Criminal case no. 03-800 styled U. S. v. Jean Pierre Collardeau et al. (“the Criminal case”) and having entered into a plea agreement under the

terms of which he has agreed to pay restitution and forfeit certain property, will have satisfied his obligation to pay disgorgement and pre-judgment interest in this case upon the forfeiture of \$145,098 or more in settlement of the Criminal case. If at any time following sentencing of the Defendant in the criminal case, the Commission obtains information indicating that Defendant has, for any reason, not paid at least \$145,098 in settlement of the Criminal case, the Commission may, at its sole discretion and without prior notice to Defendant, petition the Court for an order requiring Defendant to pay the maximum civil penalty allowable under the law, disgorgement, pre-judgment and post-judgment interest thereon. In connection with any such petition, the only issue shall be whether the Defendant paid at least \$145,098 in settlement of the criminal case. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Defendant to pay funds or assets, directing the forfeiture of any assets. The Commission may also request additional discovery. Defendant may not, by way of defense to such petition:

- (1) challenge the validity of this Consent or the Final Judgment;
- (2) contest the allegations in the Complaint filed by the Commission;
- (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered;
- (4) contest the amount of disgorgement and pre-judgment and post-judgment interest;
- (5) contest the imposition of the civil penalty; or
- (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

**V.**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant

shall comply with all of the undertakings and agreements set forth therein.

**VI.**

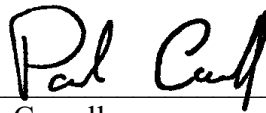
IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

**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 this 10th day of January, 2007.

BY THE COURT:

A handwritten signature in black ink, appearing to read "Paul Cassell", written over a horizontal line.

Paul G. Cassell  
United States District Judge