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DATE FILED: 5/1/08

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Securities and Exchange Commission,

Plaintiff,

v.

Northshore Asset Management LLC, et al.,

Defendants.

05 Civ. 2192 (WHP)

FINAL JUDGMENT AS TO DEFENDANT ROBERT WILDEMAN
~~[Proposed]~~

The Securities and Exchange Commission having filed a Second Amended Complaint and Defendant Robert Wildeman 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 Second Amended 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 [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 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, Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 [15 U.S.C. §§ 80b-6(1) and 80b-6(2)] by using the mails or any means or instrumentality of interstate commerce, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud any client or prospective client; or
- (b) to engage in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$35,850,000, representing profits gained as a result of the conduct

alleged in the Second Amended Complaint, together with prejudgment interest thereon in the amount of \$7,467,211.32, for a total of \$43,317,211.32. Based on (1) Defendant's sworn representations in his Statement of Financial Condition as of December 1, 2006, his asset deposition testimony in this matter taken on March 13, 2007, and other personal financial documents and information submitted to the Commission; and (2) payments that Defendant will make pursuant to a settlement agreement with Arthur Steinberg, the Court-appointed Receiver (the "Receiver Settlement") in this action and Steinberg v. Sherman, et al., 07 civ. 1001 (WHP) (S.D.N.Y.), pending before this Court, the Court is not ordering Defendant to pay a civil penalty, and payment of all but \$35,000 of the disgorgement (and any pre-judgment interest) is waived. Defendant shall satisfy his disgorgement obligation by paying \$35,000 within ten business days to Arthur Steinberg, in his capacity as Receiver for Northshore Asset Management, LLC, Saldutti Capital Management LP, Ardent Research Partners LP, Ardent Research Partners Ltd. and certain affiliated entities, together with a cover letter identifying Robert Wildeman as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendant. The Receiver shall deposit the funds into an interest bearing account. The Receiver shall distribute these funds, together with any interest and income earned thereon, in accordance with Plan of Distribution approved by the Court in this action. Defendant shall also pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961. The determination not

to impose a civil penalty, and to waive payment of all but \$35,000 of the disgorgement and pre-judgment interest, is contingent upon the accuracy and completeness of Defendant's Statement of Financial Condition as of December 1, 2006, and his asset deposition testimony, and other personal financial documents and information submitted to the Commission, and in view of the payments that Defendant will make pursuant to the Receiver Settlement. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant's representations and testimony to the Commission concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, or that Defendant has failed to make any payment ordered by the Receiver Settlement, the Commission may, at its sole discretion and without prior notice to Defendant, petition the Court for an order requiring Defendant to pay the unpaid portion of the disgorgement, pre-judgment and post-judgment interest thereon, and the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by Defendant was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, or whether the Defendant has made the payments required by the Receiver Settlement. 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, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Defendant may not, by way of defense to such petition:

- (1) challenge the validity of the Consent or this Final Judgment;
- (2) contest the allegations in the Second Amended 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 maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

IV.

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.


V.

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.

VI.

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: May 1, 2008


Honorable William H. Pauley III
UNITED STATES DISTRICT JUDGE

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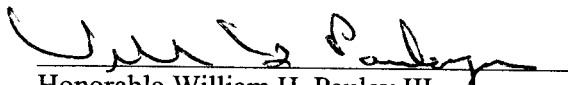
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Dated: May 1, 2008


Honorable William H. Pauley III
UNITED STATES DISTRICT JUDGE