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CLERK, U.S. DISTRICT COURT
FEB 23 2006
CENTRAL DISTRICT OF CALIFORNIA
BY [Signature]

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CENTRAL DISTRICT OF CALIFORNIA

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10 **UNITED STATES DISTRICT COURT**
11 **FOR THE CENTRAL DISTRICT OF CALIFORNIA**
12 **EASTERN DIVISION**

13 FORGED

14 2006 FEB -9 AM 10: 37

15 CLERK U.S. DISTRICT COURT
CENTRAL DIST. OF CALIF.
LOS ANGELES

16 SECURITIES AND EXCHANGE
17 COMMISSION,

18 Plaintiff,

19 v.

20 MSTG SOLUTIONS, INC. AND GIL
21 KIM,

22 Defendants

EDCV06_0156 SGL

Case No.:

**FINAL JUDGMENT AS TO
DEFENDANT GIL KIM**

**THIS CONSTITUTES NOTICE OF ENTRY
AS REQUIRED BY FRCP, RULE 77(d)**

23 The Securities and Exchange Commission (the "Commission" or "SEC")
24 having filed a Complaint and Defendant Gil Kim (the "Defendant" or "Kim")
25 having entered a general appearance; consented to the Court's jurisdiction over
26 Defendant and the subject matter of this action; consented to entry of this Final
27 Judgment without admitting or denying the allegations of the Complaint (except as
28 to jurisdiction); waived findings of fact and conclusions of law; and waived any
right to appeal from this Final Judgment:

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FEB 23 2006
DV [Signature] 075

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 Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

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 Section 5 of the Securities Act [15 U.S.C. § 77e] by, 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

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

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

12 III

13 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
14 that, pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)],
15 Defendant is prohibited, for five years following the date of entry of this Final
16 Judgment, from acting as an officer or director of any issuer that has a class of
17 securities registered pursuant to Section 12 of the Securities Exchange Act of 1934
18 ("Exchange Act") [15 U.S.C. § 78l] or that is required to file reports pursuant to
19 Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

20 IV.

21 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
22 that Defendant shall pay a civil penalty in the amount of \$35,000 pursuant to
23 Section 20(d)(1) of the Securities Act [15 U.S.C. § 77t(d)(1)]. Defendant shall
24 make this payment within ten (10) business days after entry of this Final Judgment
25 by certified check, bank cashier's check, or United States postal money order
26 payable to the Securities and Exchange Commission. The payment shall be
27 delivered or mailed to the Office of Financial Management, Securities and
28 Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-

1 3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Gil
2 Kim as a defendant in this action; setting forth the title and civil action number of
3 this action and the name of this Court; and specifying that payment is made
4 pursuant to this Final Judgment. Defendant shall pay post-judgment interest on
5 any delinquent amounts pursuant to 28 U.S.C. § 1961.

6 V.

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

11 VI.

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

15 Dated: 2-22-06

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19 UNITED STATES ~~DISTRICT~~ JUDGE
20 **MAGISTRATE**
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