

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION,)	
Plaintiff,)	
v.)	Civil Action
)	No. 06-10984- MM RGS
FRANK J. RUSSO, FJR CORPORATION,)	
RUSSO ASSOCIATES LIMITED PARTNERSHIP,)	
ELIOT PARTNERS,)	
Defendants,)	
and VERITASITI CORPORATION d/b/a MEDIA)	
DATA CORPORATION,)	
Relief Defendant.)	

FINAL JUDGMENT AS TO DEFENDANTS
FRANK J. RUSSO AND FJR CORPORATION

WHEREAS the Securities and Exchange Commission ("Commission") filed a Complaint and Defendants Frank J. Russo ("Russo") and FJR Corporation ("FJR"), (collectively, "Defendants") entered a general appearance; consented to the Court's jurisdiction over Defendants and the subject matter of this action; consented to the 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;

WHEREAS Defendant Russo was ordered on February 25, 2008 in the related criminal action arising from the conduct in this matter (*United States v. Frank J. Russo*, Case Number 07-CR-10127-RCL (D. Mass.)) to pay full restitution in the amount of \$20 million to the victims of this conduct and to pay a \$500,000 fine; and

WHEREAS Defendant Russo was ordered on February 25, 2008 to be incarcerated for a period of 18 years to be followed by 3 years of supervised release;

NOW THEREFORE, BASED ON THE FOREGOING:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' 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 Defendants and Defendants' 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 (the "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.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' 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 Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)] by, directly or indirectly, in the absence of any applicable exemption, making use of the means or instruments of transportation or communication in interstate commerce or use of the mails: (a) without a registration statement in effect as to the securities, to sell such securities through the use or medium of a prospectus or otherwise, or carry or caused to be carried such securities for the purpose of sale or for delivery

after sale; or (b) 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 or examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

IV.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' 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), (2)] by use of the mails or any means or instrumentalities of interstate commerce directly or indirectly to:

- (a) employ any devices, schemes, or artifices to defraud any client or prospective client or
- (b) engaging in transactions, practices, or courses of business which operate as a fraud or deceit upon a client or prospective client.

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

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that in light of this Final Judgment and the Final Judgment entered against Veritasiti Corporation d/b/a Media Data

Corporation ("Veritasiti") on October 28, 2008, the asset freezes imposed by the Preliminary Injunction Order, Freezing Assets and Other Equitable Relief as to Defendants, Russo Associates Limited Partnership, and Eliot Partners dated June 6, 2006, as modified on July 20, 2006 and October 24, 2006, and the Preliminary Injunction Order, Order Freezing Assets and Other Equitable Relief as to Veritasiti dated June 28, 2006, are hereby extinguished.

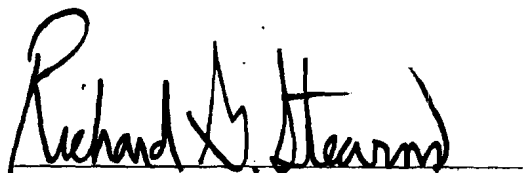
VII.

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.

VIII.

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: 12-08, 2009


UNITED STATES DISTRICT JUDGE