

**CLOSED
CIVIL
CASE**

Case No.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

06-60033

FILED by GD D.C.

JAN 11 2006

CLARENCE MADDOX
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S.D. OF FLA. - MIAMI

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SECURITIES AND EXCHANGE COMMISSION,) CIV-GRAHAM
Plaintiff,) MAGISTRATE JUDGE
) O'SULLIVAN
)
)
ANTHONY F. GIORDANO,)
)
Defendant.)
)
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**FINAL JUDGMENT AS TO DEFENDANT
ANTHONY F. GIORDANO**

The Securities and Exchange Commission having filed a Complaint and Defendant Anthony F. Giordano ("Giordano") having entered a general appearance; consented to the Court's jurisdiction over him 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 Giordano and Giordano'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

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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 FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 21(d) (2) of the Exchange Act [15 U.S.C. § 78u(d) (2)], Giordano is prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)], Giordano is prohibited 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 Giordano is liable for disgorgement and prejudgment interest of \$3,250,000, representing profits gained as a result of the conduct alleged in the Complaint; provided, however, that in view of Giordano's obligation to pay restitution of \$3,250,000 to the United States in connection with U. S. v. Anthony F. Giordano, et al., Case No. 05-80061-CR (S.D. Fla. Original Indictment Filed April 14, 2005), such disgorgement and prejudgment interest is deemed satisfied upon entry of an order requiring Giordano to pay restitution of at least \$3,250,000 in the above-referenced criminal proceeding.

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 Giordano 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.

Dated: January 10, 2006



UNITED STATES DISTRICT JUDGE