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FILED  
CLERK, U.S. DISTRICT COURT  
AUG 10 2007  
CENTRAL DISTRICT OF CALIFORNIA  
BY *[Signature]* DEPUTY

5 Securities and Exchange Commission  
Randall R. Lee, Regional Director  
6 Michele Layne, Associate Regional Director  
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7 Los Angeles, California 90036  
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CLERK OF DISTRICT COURT  
CENTRAL DISTRICT OF CALIF.  
LOS ANGELES

UNITED STATES DISTRICT COURT  
FOR THE CENTRAL DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

PHOENIXSURF.COM, NEW  
MILLENIUM ENTREPRENEURS, LLC,  
JONATHAN W. MIKULA, AND  
GABRIEL J. FRANKEWICH,

Defendants.

Case No. CV07-04765

[PROPOSED] FINAL PERMANENT  
INJUNCTION AGAINST  
DEFENDANT GABRIEL J.  
FRANKEWICH

DOCKETED ON CM  
AUG 14 2007  
BY *[Signature]* 053

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1 The Securities and Exchange Commission having filed a Complaint and  
2 Defendant Gabriel J. Frankewich ("Frankewich") having entered a general  
3 appearance; consented to the Court's jurisdiction over Frankewich and the subject  
4 matter of this action; consented to entry of this Final Judgment without admitting  
5 or denying the allegations of the Complaint (except as to jurisdiction); waived  
6 findings of fact and conclusions of law; and waived any right to appeal from this  
7 Final Judgment:

8 I.

9 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
10 that Frankewich and Frankewich's agents, servants, employees, attorneys, and all  
11 persons in active concert or participation with them who receive actual notice of  
12 this Final Judgment by personal service or otherwise are permanently restrained  
13 and enjoined from violating Section 5 of the Securities Act, 15 U.S.C. § 77e, by,  
14 directly or indirectly, in the absence of any applicable exemption:

- 15 (a) Unless a registration statement is in effect as to a security, making use  
16 of any means or instruments of transportation or communication in  
17 interstate commerce or of the mails to sell such security through the  
18 use or medium of any prospectus or otherwise;
- 19 (b) Unless a registration statement is in effect as to a security, carrying or  
20 causing to be carried through the mails or in interstate commerce, by  
21 any means or instruments of transportation, any such security for the  
22 purpose of sale or for delivery after sale; or
- 23 (c) Making use of any means or instruments of transportation or  
24 communication in interstate commerce or of the mails to offer to sell  
25 or offer to buy through the use or medium of any prospectus or  
26 otherwise any security, unless a registration statement has been filed  
27 with the Commission as to such security, or while the registration  
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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.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Frankewich and Frankewich'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, 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 ORDERED, ADJUDGED, AND DECREED that Frankewich and Frankewich'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

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1 instrumentality of interstate commerce, or of the mails, or of any facility of any  
2 national securities exchange, in connection with the purchase or sale of any  
3 security:

- 4 (a) to employ any device, scheme, or artifice to defraud;
- 5 (b) to make any untrue statement of a material fact or to omit to state a  
6 material fact necessary in order to make the statements made, in the light of  
7 the circumstances under which they were made, not misleading; or
- 8 (c) to engage in any act, practice, or course of business which operates or  
9 would operate as a fraud or deceit upon any person.

10 **IV.**

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
12 that Frankewich is liable for disgorgement of \$91,784.44, representing profits  
13 gained as a result of the conduct alleged in the Complaint, together with  
14 prejudgment interest thereon in the amount of \$4,561.35, for a total of \$96,345.79.  
15 Based on Frankewich's sworn representations in his Statement of Financial  
16 Condition dated January 21, 2007, and other documents and information submitted  
17 to the Commission, however, the Court is not ordering Frankewich to pay a civil  
18 penalty and payment of all of the disgorgement and pre-judgment interest thereon  
19 is waived. The determination not to impose a civil penalty and to waive payment  
20 of all of the disgorgement and pre-judgment interest is contingent upon the  
21 accuracy and completeness of Frankewich's Statement of Financial Condition. If  
22 at any time following the entry of this Final Judgment the Commission obtains  
23 information indicating that Frankewich's representations to the Commission  
24 concerning his assets, income, liabilities, or net worth were fraudulent, misleading,  
25 inaccurate, or incomplete in any material respect as of the time such  
26 representations were made, the Commission may, at its sole discretion and without  
27 prior notice to Frankewich, petition the Court for an order requiring Frankewich to  
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1 pay the unpaid portion of the disgorgement, pre-judgment and post-judgment  
 2 interest thereon, and the maximum civil penalty allowable under the law. In  
 3 connection with any such petition, the only issue shall be whether the financial  
 4 information provided by Frankewich was fraudulent, misleading, inaccurate, or  
 5 incomplete in any material respect as of the time such representations were made.  
 6 In its petition, the Commission may move this Court to consider all available  
 7 remedies, including, but not limited to, ordering Frankewich to pay funds or assets,  
 8 directing the forfeiture of any assets, or sanctions for contempt of this Final  
 9 Judgment. The Commission may also request additional discovery. Frankewich  
 10 may not, by way of defense to such petition: (1) challenge the validity of the  
 11 Consent or this Final Judgment; (2) contest the allegations in the Complaint filed  
 12 by the Commission; (3) assert that payment of disgorgement, pre-judgment and  
 13 post-judgment interest or a civil penalty should not be ordered; (4) contest the  
 14 amount of disgorgement and pre-judgment and post-judgment interest; (5) contest  
 15 the imposition of the maximum civil penalty allowable under the law; or (6) assert  
 16 any defense to liability or remedy, including, but not limited to, any statute of  
 17 limitations defense.

V.

18  
 19 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
 20 Consent is incorporated herein with the same force and effect as if fully set forth  
 21 herein, and that Frankewich shall comply with all of the undertakings and  
 22 agreements set forth therein.

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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.

IT IS SO ORDERED.

DATED: 8/10, 2007

Spencer Letts  
UNITED STATES DISTRICT JUDGE

APPROVED AS TO FORM AND CONTENT:

DATED: April 10, 2007

William Fletcher  
William Fletcher  
Attorney for Defendant Gabriel J. Frankewich  
Ga State Bar #264187