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**FILED**

JAN 24 2008

COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE

8 UNITED STATES DISTRICT COURT  
9 NORTHERN DISTRICT OF CALIFORNIA  
10 SAN JOSE DIVISION

11  
12  
13 SECURITIES AND EXCHANGE COMMISSION,  
14 Plaintiff,  
15 v.  
16 SAIYED ATIQ RAZA,  
17 Defendant.

Case No. C08 - 00375 - JF

~~[PROPOSED]~~ FINAL JUDGMENT

18  
19 The Securities and Exchange Commission having filed a Complaint and Defendant Saiyed  
20 Atiq Raza ("Defendant") having entered a general appearance; consented to the Court's jurisdiction  
21 over Defendant and the subject matter of this action; consented to entry of this Final Judgment  
22 without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived  
23 findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

24 I.

25 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's  
26 agents, servants, employees, attorneys, and all persons in active concert or participation with them  
27 who receive actual notice of this Final Judgment by personal service or otherwise are permanently

1 restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange  
2 Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5]  
3 promulgated thereunder, by using any means or instrumentality of interstate commerce, or of the  
4 mails, or of any facility of any national securities exchange, in connection with the purchase or sale of  
5 any security:

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

12 II.

13 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section  
14 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2), Defendant is prohibited, for five (5) years  
15 following the date of entry of this Final Judgment, from acting as an officer or director of any issuer  
16 that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78I]  
17 or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

18 III.

19 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is  
20 liable for disgorgement of \$1,450,900, representing profits gained as a result of the conduct alleged in  
21 the Complaint, together with prejudgment interest thereon in the amount of \$76,042, and a civil  
22 penalty in the amount of \$1,450,900 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-  
23 1]. Defendant shall satisfy this obligation by paying \$2,977,842, within ten business days to the Clerk  
24 of this Court, together with a cover letter identifying Saiyed Atiq Raza as a defendant in this action;  
25 setting forth the title and civil action number of this action and the name of this Court; and specifying  
26 that payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit  
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1 photocopies of such payment and letter to the attention of Marc J. Fagel, Associate District  
2 Administrator, at the Commission's San Francisco District Office, 44 Montgomery Street, Suite  
3 2600, San Francisco, California 94104. By making this payment, Defendant relinquishes all legal and  
4 equitable right, title, and interest in such funds, and no part of the funds shall be returned to  
5 Defendant. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28  
6 USC § 1961.

7       The Clerk shall deposit the funds into an interest bearing account with the Court Registry  
8 Investment System ("CRIS") or any other type of interest bearing account that is utilized by the Court.  
9 These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be  
10 held in the interest bearing account until further order of the Court. In accordance with 28 U.S.C. §  
11 1914 and the guidelines set by the Director of the Administrative Office of the United States Courts,  
12 the Clerk is directed, without further order of this Court, to deduct from the income earned on the  
13 money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not  
14 exceed that authorized by the Judicial Conference of the United States.

15       The Commission may by motion propose a plan to distribute the Fund subject to the Court's  
16 approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund  
17 provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair  
18 Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Judgment  
19 shall be treated as penalties paid to the government for all purposes, including all tax purposes. To  
20 preserve the deterrent effect of the civil penalty, Defendant shall not, after offset or reduction of any  
21 award of compensatory damages in any Related Investor Action based on Defendant's payment of  
22 disgorgement in this action, argue that he is entitled to, nor shall he further benefit by, offset or  
23 reduction of such compensatory damages award by the amount of any part of Defendant's payment of  
24 a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants  
25 such a Penalty Offset, Defendant shall, within 30 days after entry of a final order granting the Penalty  
26 Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the  
27 United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be  
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1 deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty  
2 imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a  
3 private damages action brought against Defendant by or on behalf of one or more investors based on  
4 substantially the same facts as alleged in the Complaint in this action.

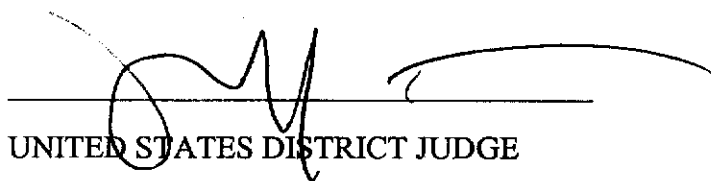
5 IV.

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

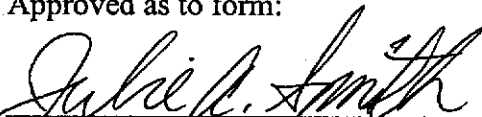
9 V.

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

12  
13  
14 Dated: 1-24, 2008

15   
16 UNITED STATES DISTRICT JUDGE

17 Approved as to form:

18 

19 Julie A. Smith  
20 Foley & Lardner LLP  
21 3000 K Street, N.W., Suite 500  
22 Washington, DC 20007  
(202) 295-4083

23 Attorney for Defendant  
24 Saiyed Atiq Raza