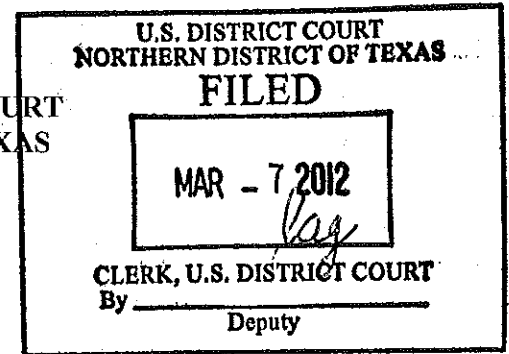


UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

REZA SALEH,

and

Defendant,

AMIR SALEH,

Relief Defendant.

Civ. No. 3:09-CV-01778-M

FINAL JUDGMENT

The Securities and Exchange Commission ("Commission") having filed a Complaint; Defendant Reza Saleh and Relief Defendant Amir Saleh having entered a general appearance and consented to the Court's jurisdiction over them and to the subject matter of this action; Defendant having previously consented to entry of an Agreed Permanent Injunction without admitting or denying the allegations of the Complaint (except as to jurisdiction); Defendant and Relief Defendant having waived findings of fact and conclusions of law and waived any right to appeal from the Agreed Permanent Injunction; the Commission having informed the Court that Defendant has satisfied his disgorgement obligation in full; the Commission having informed the Court that Defendant has been sentenced to a period of incarceration in parallel criminal proceedings; the Commission having withdrawn its request for imposition of a civil money penalty against Defendant; and the Defendant and Relief Defendant having consented to entry of this Final Judgment:

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 Agreed Permanent Injunction 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 Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Agreed Permanent Injunction by personal service or otherwise are permanently restrained and enjoined from violating Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3]

FINAL JUDGMENT

promulgated thereunder, in connection with any tender offer or request or invitation for tenders, from engaging in any fraudulent, deceptive, or manipulative act or practice, by:

- (a) purchasing or selling or causing to be purchased or sold the securities sought or to be sought in such tender offer, securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities while in possession of material information relating to such tender offer that Defendant knows or has reason to know is nonpublic and knows or has reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee or other person acting on behalf of the offering person of such issuer, unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed by press release or otherwise; or
- (b) communicating material, nonpublic information relating to a tender offer, which Defendant knows or has reason to know is nonpublic and knows or has reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee, advisor, or other person acting on behalf of the offering person of such issuer, to any person under circumstances in which it is reasonably foreseeable that such

communication is likely to result in the purchase or sale of securities in the manner described in subparagraph (a) above, except that this paragraph shall not apply to a communication made in good faith:

- (i) to the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved in the planning, financing, preparation or execution of such tender offer;
- (ii) to the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons involved in the planning, financing, preparation or execution of the activities of the issuer with respect to such tender offer; or
- (iii) to any person pursuant to a requirement of any statute or rule or regulation promulgated thereunder.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$8,635,653.32, representing profits gained as a result of the conduct alleged in the Complaint and that Defendant has satisfied his disgorgement obligation in full.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Relief Defendant is liable for disgorgement of \$2,274,927.72, representing that portion of the

\$8,635,653.32 in illicit profits made by Defendant that was held in an account in the names of both Defendant and Relief Defendant and that the Relief Defendant's disgorgement obligation has been satisfied in full through Defendant's payment of full disgorgement.

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that, in consideration of the sentence of incarceration imposed against Defendant in parallel criminal proceedings and the Commission's withdrawal of its request for imposition of a civil penalty, and for other good cause shown, Defendant shall not be required to pay a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] or Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

VI.

There being no just reason for delay, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: _____

3/7, 12


UNITED STATES DISTRICT JUDGE

Agreed to Form:

s/ Jonathan P. Scott

Jonathan P. Scott

U.S. Securities and Exchange Commission

Counsel for Plaintiff

s/ Patrick Craine

Patrick Craine

Bracewell & Giuliani LLP

Dallas, Texas

Counsel for Defendant and Relief Defendant

FINAL JUDGMENT