

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
PALM BEACH DIVISION

CASE NO. 02-80456-CIV-MIDDLEBROOKS/VITUNAC

SECURITIES AND EXCHANGE COMMISSION,)

Plaintiff,)

v.)

STARCASH, INC.,)

INFINITY CONSULTING SERVICES, INC.,)

JEAN B. LECLERCQ,)

KIP MARSIQUE, and)

FREDERICK J. SHAPIRO,)

Defendants,)

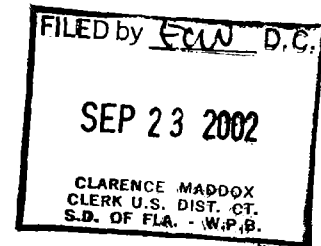
and)

STARCASH CONSULTING, INC.,)

STARCASH INDUSTRIES, INC., and)

STARCASH MEDIA, INC.,)

Relief Defendants.)



**JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF
AS TO DEFENDANT FREDERICK SHAPIRO**

Plaintiff Securities and Exchange Commission ("Commission") commenced this action by filing its Complaint against, among others, Defendant Frederick Shapiro ("Shapiro"). In its Complaint, the Commission sought a temporary restraining order, and preliminary and permanent injunctions to prohibit violations by Shapiro and the other Defendants of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities Act"), Sections 15(a) and 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), and Rule 10b-5 thereunder. The Commission also sought other relief against Shapiro in the form of accountings, disgorgement,

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records preservation, expedited discovery, an order temporarily freezing assets and an order imposing civil penalties.

Shapiro, by the Consent affixed hereto, without admitting or denying any of the allegations in the Commission's Complaint or any other paper filed in this action, except as to the jurisdiction of this Court, and with the Commission having preserved its right to seek further relief in the form of (1) disgorgement plus prejudgment interest thereon, and (2) civil penalties, both as prayed for in the Complaint, has agreed to the entry of this Judgment of Permanent Injunction and Other Relief. This Court having accepted such Consent and this Court having jurisdiction over Shapiro and the subject matter hereof, and the Court being fully advised in the premises but without making any findings of fact or conclusions of law with respect to any allegations in the Complaint:

I.

**VIOLATION OF SECTIONS 5(a)
AND 5(c) OF THE SECURITIES ACT**

IT IS ORDERED, ADJUDGED AND DECREED that Shapiro, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with any of them, directly or indirectly, who receive actual notice of this Judgment of Permanent Injunction, by personal service or otherwise, are permanently restrained and enjoined from, directly or indirectly:

- (a) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell any security, in the form of units, common stock, warrants or any other security, through the use or medium of any

prospectus or otherwise, unless and until a registration statement is in effect with the Commission as to such security;

(b) carrying or causing to be carried through the mails or in interstate commerce, by means or instruments of transportation, any security, in the form of units, common stock, warrants or any other security, for the purpose of sale or delivery after sale, unless and until a registration statement is in effect with the Commission as to such security; or

(c) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy any security, in the form of units, common stock, warrants or any other security, through the use or medium of any prospectus or otherwise, unless and until a registration statement is filed with the Commission as to such security, or while a registration statement filed with the Commission as to such security 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;

in violation of Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c).

II.

FRAUD IN VIOLATION OF SECTION 17(a)(1), 17(a)(2) and 17(a)(3) OF THE SECURITIES ACT

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Shapiro, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with any of them, directly or indirectly, who receive actual notice of this Judgment of Permanent Injunction, by personal service or otherwise, are, permanently restrained and enjoined from, directly

or indirectly, singly or in concert, as aiders and abettors or otherwise, 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:

- (a) knowingly employing any device, scheme or artifice to defraud;
- (b) obtaining money or property by means of any untrue statement of material fact or omission to state any material fact necessary in order to make the statement made, in light of the circumstances under which it was made, not misleading; or
- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon purchasers or prospective purchasers of any such security;

in violation of Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3).

III.

UNREGISTERED BROKER-DEALER IN VIOLATION OF SECTION 15(a)(1) OF THE EXCHANGE ACT

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Shapiro, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with any of them, directly or indirectly, who receive actual notice of this Judgment of Permanent Injunction, by personal service or otherwise, are permanently restrained and enjoined from, directly or indirectly, making use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of securities, while acting as a broker or dealer engaged in the business of effecting transactions in securities for the accounts of others, but not registered as a broker-dealer in accordance with Section 15(b) of the

Exchange Act, 15 U.S.C. § 78o(b), in violation of Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1).

IV.

**FRAUD IN VIOLATION OF SECTION 10(b) OF
THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Shapiro, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with any of them, directly or indirectly, who receive actual notice of this Judgment of Permanent Injunction, by personal service or otherwise, are permanently restrained and enjoined from, knowingly and willfully, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice to defraud;
- (b) making any untrue statements of material fact or omitting 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) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person;

in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

V.

DISGORGEMENT AND PENALTIES

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Shapiro shall be liable to disgorge all ill-gotten profits or proceeds he received as a result of the acts and/or conduct alleged in the Complaint, plus prejudgment interest thereon, less any amount already turned over to the Court-appointed Receiver. The amount of disgorgement, if any, shall be determined by the Court upon the Commission's motion and Shapiro's response thereto.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Shapiro shall be liable to pay civil penalties pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3), in connection with the acts and/or conduct described in the Commission's Complaint. The amount of civil penalties Shapiro shall pay, if any, shall be determined by the Court upon the Commission's motion and Shapiro's response thereto. For the sole purpose of determination of the amount of disgorgement and civil penalties, if any, Shapiro agrees not to contest any allegations of the Complaint.

VI.

ASSET FREEZE, REPATRIATION ORDER AND RECORDS PRESERVATION

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Court's prior Orders relating to an asset freeze, repatriation of assets and records preservation shall remain in full force and effect until further order of this Court.

VII.

RETENTION OF JURISDICTION

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this matter and Shapiro in order to implement and carry out the terms of all Orders

and Decrees that may be entered and/or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court and to order other relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED THIS 23 day of Sept, 2002, at West Palm Beach Florida.



THE HONORABLE DONALD M. MIDDLEBROOKS
UNITED STATES DISTRICT JUDGE

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Relief Defendants Starcash Consulting, Inc.,
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