

FILED by SW D.C.  
SEP 15 2005  
CLARENCE MADDOX  
CLERK U.S. DIST. CT.  
S. D. OF FLA. MIAMI

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
CASE NO. 04-14195-CIV-GRAHAM

SECURITIES AND EXCHANGE COMMISSION  
100 F Street, N.E.  
Washington, D.C. 20549-0911

Plaintiff,

v.

EMISSION CONTROLS CORPORATION  
3150 S.W. 42<sup>nd</sup> Avenue  
Palm City, Florida 34990

SYD COOKE  
15300 Palm Drive, #229  
Desert Hot Springs, CA 92240

Defendants.

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**JUDGMENT OF PERMANENT INJUNCTION AND OTHER  
RELIEF AS TO DEFENDANT SYD COOKE**

Plaintiff Securities and Exchange Commission, having filed a Complaint, and Defendant Syd Cooke ("Cooke") 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 Judgment of Permanent Injunction and Other Relief as to Defendant Syd Cooke 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 Judgment; and

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Cooke, Cooke's agents, servants, employees, attorneys, assigns, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service

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or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 ("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)], Cooke is prohibited following the date of entry of this Final Judgment, 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. § 78] 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 FURTHER ORDERED, ADJUDGED, AND DECREED that Cooke shall pay disgorgement of ill-gotten gains, if any, including prejudgment interest thereon, and/or civil penalties, if any, if so ordered by the Court pursuant to Section 21(d)(3) of

the Exchange Act [15 U.S.C. § 78u(d)(3)], in the amount, and upon such terms, as may be determined by the Court at a hearing to be held, upon motion of the Commission.

Cooke understands and agrees that at such hearing he will be precluded from arguing that he did not violate the federal securities laws in the manner described in the Complaint herein. Cooke further understands and agrees that, solely for the purposes of such hearing, the allegations of the Complaint shall be accepted as and deemed true by the Court, and that at the hearing he may not challenge the validity of his Consent or this Judgment. Cooke agrees that the Court may determine whether to impose disgorgement, if any, and/or civil penalties, if any, and the amounts thereof, on the basis of affidavits, declarations, deposition excerpts and exhibits. In connection with the determination of the amount of disgorgement and civil penalties, if any, the Commission may request discovery and Cooke shall provide such discovery, including, but not limited to, his testimony at deposition, hearing, and/or trial upon request by the Commission.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that any Order to pay disgorgement, prejudgment interest, or civil penalties is given preclusive effect in any bankruptcy case filed by or against Cooke. Solely for the purpose of such bankruptcy proceedings, such Order establishes all the factual elements necessary to enable a court to make a finding that it is nondischargeable pursuant to 11 U.S.C. § 523(a)(4).

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 Cooke 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 all purposes, including the implementation and enforcement of this Judgment.

VII.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Judgment forthwith and without further notice.

Dated: September 15, 2005

  
UNITED STATES DISTRICT JUDGE