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CLERK, U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA OFFICE
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U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA
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**THIS CONSTITUTES NOTICE OF ENTRY
AS REQUIRED BY FRCP, RULE 77(c).**
UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

TRADAMAX GROUP, INC.,
PATTINSON HAYTON, and
CONRAD DIAZ,

Defendants,

CARLISLE HOLDINGS, LTD. and
NETVEST (ONTARIO) LTD.,

Relief Defendants.

Docket No: SACV-'01-589 GLT
(MLGx)

**SECOND AMENDED FINAL JUDGMENT
OF PERMANENT INJUNCTION BY
DEFAULT AS TO PATTINSON
HAYTON, AND ORDER OF
DISGORGEMENT AS TO RELIEF
DEFENDANTS CARLISLE HOLDINGS,
LTD. and NETVEST (ONTARIO)
LTD.**

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This matter came to be heard upon plaintiff Securities and
Exchange Commission's Ex Parte Application For Sanction Of
Default Pursuant To Fed. R. Civ. P. 37(d) against defendant
Pattinson Hayton and relief defendants Carlisle Holdings, Ltd.

1 SECOND AMENDED FINAL JUDGMENT OF
PERMANENT INJUNCTION BY DEFAULT AS TO
PATTINSON HAYTON, AND ORDER OF
DISGORGEMENT AS TO RELIEF DEFENDANTS
CARLISLE HOLDINGS, LTD. and NETVEST
(ONTARIO) LTD.

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1 and Netvest (Ontario), Ltd. seeking to: (1) restrain and enjoin
2 defendant Pattinson Hayton from violating the federal securities
3 laws; (2) order Hayton to pay disgorgement of \$328,516. together
4 with prejudgment interest; (3) order Hayton to pay a third tier
5 civil money penalty; (4) order relief defendant Carlisle
6 Holdings, Ltd. to disgorge \$95,509 together with prejudgment
7 interest; and (5) order relief defendant Netvest (Ontario) Ltd.
8 to disgorge \$62,600 together with prejudgment interest.

9 The Court, having considered the Commission's Ex Parte
10 Application For Sanction Of Default Pursuant To Fed. R. Civ. P.
11 37(d), and all other evidence and argument presented regarding
12 the Ex Parte Application, finds that defendant Hayton, and relief
13 defendants Carlisle Holdings, Ltd. and Netvest (Ontario) Ltd.,
14 are in default.

15 This Second Amended Final Judgment Of Permanent Injunction
16 By Default As To Pattinson Hayton, And Order Of Disgorgement As
17 To Relief Defendants Carlisle Holdings, Ltd. And Netvest
18 (Ontario) Ltd. supercedes the Amended Final Judgment Of Permanent
19 Injunction By Default As To Pattinson Hayton signed by the Court
20 on November 27, 2002.

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I.

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The Commission's Ex Parte Application For Sanction Of
Default Pursuant To Fed. R. Civ. P. 37(d) against defendant

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1 Pattinson Hayton and relief defendants Carlisle Holdings, Ltd.
2 and Netvest (Ontario), Ltd. is HEREBY GRANTED.

3 II.

4 IT IS HEREBY ORDERED that defendant Hayton, his agents,
5 servants, employees, attorneys, and those persons in active
6 concert or participation with him, who receive actual notice of
7 this Order, by personal service or otherwise, and each of them,
8 be and hereby are restrained and enjoined from, directly or
9 indirectly, in the offer or sale of any securities, by the use of
10 any means or instruments of transportation or communication in
11 interstate commerce or by the use of the mails:

12 A. employing any device, scheme or artifice to defraud;

13 B. obtaining money or property by means of any untrue
14 statement of a material fact or any omission to state a material
15 fact necessary in order to make the statements made, in the light
16 of the circumstances under which they were made, not misleading;
17 or

18 C. engaging in any transaction, practice, or course of
19 business which operates or would operate as a fraud or deceit
20 upon the purchaser; in violation of Section 17(a) of the
21 Securities Act [15 U.S.C. § 77q(a)].

22 III.

23 IT IS FURTHER ORDERED that defendant Hayton, his agents,
24 servants, employees, attorneys, and those persons in active
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1 concert or participation with him, who receive actual notice of
2 this Order, by personal service or otherwise, and each of them,
3 be and hereby are restrained and enjoined from, directly or
4 indirectly, in connection with the purchase or sale of any
5 securities, by the use of any means or instrumentality of
6 interstate commerce, or of the mails, or of any facility of any
7 national securities exchange:

8 A. employing any device, scheme or artifice to defraud;

9 B. making any untrue statement of a material fact or
10 omitting to state a material fact necessary in order to make the
11 statements made, in the light of the circumstances under which
12 they were made, not misleading; or

13 C. engaging in any act, practice, or course of business
14 which operates or would operate as a fraud or deceit upon any
15 person; in violation of Section 10(b) of the Exchange Act [15
16 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-
17 5].

18 IV.

19 IT IS FURTHER ORDERED that defendant Hayton, his agents,
20 servants, employees, attorneys-in-fact and all persons in active
21 concert or participation with him who receive actual notice of
22 this Order by personal service or otherwise, and each of them, be
23 and they hereby are restrained and enjoined from aiding and
24 abetting or causing violations of Section 13(a) of the Exchange
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1 Act and Rules 12b-20, 12b-25, 13a-1, 13a-11 and 13a-13
2 promulgated thereunder by failing to file with the Commission, in
3 accordance with rules and regulations the Commission has
4 prescribed, information and documents required by the Commission
5 to keep current information and documents required in or with an
6 application or registration statement filed pursuant to Section
7 12 of the Exchange Act or annual reports or quarterly reports as
8 the Commission has prescribed.

9 V.

10 IT IS FURTHER ORDERED that defendant Hayton, his agents,
11 servants, employees, attorneys-in-fact and all persons in active
12 concert or participation with him who receive actual notice of
13 this Order by personal service or otherwise, and each of them, be
14 and they hereby are restrained and enjoined from aiding and
15 abetting or causing violations of Section 13(b)(2)(A) of the
16 Exchange Act by failing to develop and maintain accounting
17 records that accurately and fairly reflect its transactions and
18 the dispositions of its assets.

19 VI.

20 IT IS FURTHER ORDERED that defendant Hayton, his agents,
21 servants, employees, attorneys-in-fact and all persons in active
22 concert or participation with him who receive actual notice of
23 this Order by personal service or otherwise, and each of them, be
24 and they hereby are restrained and enjoined from violating Section
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1 13(d) of the Exchange Act and Rule 13d-1 thereunder by, if
2 directly or indirectly the beneficial owner of more than 5 per
3 centum of any class of any equity security which is registered
4 pursuant to section 12 of this title, after directly or
5 indirectly acquiring the beneficial ownership of such class,
6 failing to send to the issuer of the security at its principal
7 executive office, by registered or certified mail, failing to
8 send to each exchange where the security is traded, or failing to
9 file with the Commission, a statement containing such information
10 as the Commission has, by rules and regulations, prescribed as
11 necessary or appropriate in the public interest or for the
12 protection of investors within ten days of such acquisition.

13 VII.

14 IT IS FURTHER ORDERED that defendant Hayton, his agents,
15 servants, employees, attorneys-in-fact and all persons in active
16 concert or participation with him who receive actual notice of
17 this Order by personal service or otherwise, and each of them, be
18 and they hereby are restrained and enjoined from violating Section
19 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 promulgated
20 thereunder by, if directly or indirectly the beneficial owner of
21 more than 10 per centum of any class of any equity security
22 (other than an exempted security) which is registered pursuant to
23 section 12 of this title, or a director or an officer of the
24 issuer of such security, failing to file, at the time of the
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1 registration of such security on a national securities exchange
2 or by the effective date of a registration statement filed
3 pursuant to section 12(g) of this title, or within ten days after
4 he becomes such beneficial owner, director, or officer, a
5 statement with the Commission (and, if such security is
6 registered on a national securities exchange, also with the
7 exchange) of the amount of all equity securities of such issuer
8 of which he is the beneficial owner, and within ten days after
9 the close of each calendar month thereafter, if there has been a
10 change in such ownership during such month, shall file with the
11 Commission (and if such security is registered on a national
12 securities exchange, shall also file with the exchange), a
13 statement indicating his ownership at the close of the calendar
14 month and such changes in his ownership as have occurred during
15 such calendar month.

16 VIII.

17 IT IS FURTHER ORDERED that defendant Hayton, his agents,
18 servants, employees, attorneys-in-fact and all persons in active
19 concert or participation with him who receive actual notice of
20 this Order by personal service or otherwise, and each of them, be
21 and they hereby are restrained and enjoined from violating
22 Sections 5(a) and 5(c) of the Securities Act by, unless a
23 registration statement is in effect as to a security, directly or
24 indirectly making use of any means or instruments of
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1 transportation or communication in interstate commerce or of the
2 mails to sell such security through the use or medium of any
3 prospectus or otherwise, carrying or causing to be carried
4 through the mails or in the interstate commerce, by any means of
5 instruments of transportation, any such security for the purpose
6 of sale or for delivery after sale or making use of any means or
7 instruments of transportation or communication in interstate
8 commerce or of the mails to offer to sell or offer to buy through
9 the use or medium of any prospectus or otherwise any security.

10 IX.

11 IT IS FURTHER ORDERED that defendant Hayton shall pay within
12 thirty (30) days of the date of this Final Judgment, disgorgement
13 on the basis of joint and several liability with relief
14 defendants Carlisle Holdings, Ltd. and Netvest (Ontario) Ltd.
15 totaling three hundred and twenty-eight thousand, five hundred
16 and sixteen dollars (\$328,516), plus prejudgment interest
17 totaling forty-five thousand, one hundred and ninety-two dollars
18 (\$45,192) to the court registry for the United States District
19 Court for the Central District of California to be held in an
20 account and made available for distribution to shareholders
21 pursuant to a plan of distribution proposed by the Commission.

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X.

IT IS FURTHER ORDERED that defendant Hayton shall pay within thirty (30) days of the date of this Final Judgment, a civil money penalty pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)] totaling \$328,516 to the United States Treasury.

XI.

IT IS FURTHER ORDERED that relief defendant Carlisle Holdings, Ltd. shall pay within thirty (30) days of the date of this Final Judgment, disgorgement totaling ninety-five thousand, five hundred and nine dollars (\$95,509), plus prejudgment interest totaling nine thousand, nine hundred and fifty-seven dollars (\$9,957.) to the court registry for the United States District Court for the Central District of California to be held in an account and made available for distribution to shareholders pursuant to a plan of distribution proposed by the Commission. Relief defendant Netvest (Ontario) Ltd., shall pay within thirty (30) days of the date of this Final Judgment, disgorgement totaling sixty-two thousand, six hundred dollars (\$62,600), plus prejudgment interest totaling five thousand, six hundred and twenty-two dollars (\$5,622) to the court registry for the United States District Court for the Central District of California to be held in an account and made available for distribution to

1 shareholders pursuant to a plan of distribution proposed by the
2 Commission.

3 XII.

4 IT IS FURTHER ORDERED that that defendant Hayton is hereby
5 prohibited from acting as an officer or director of any issuer
6 that has a class of securities registered pursuant to Section 12
7 of the Exchange Act [15 U.S.C. § 78l] or that is required to
8 file reports pursuant to Section 15(d) of such Act [15 U.S.C. §
9 78o(d)].

10 XIII.


11 IT IS FURTHER ORDERED that service of this Final Judgment of
12 Permanent Injunction may be made by facsimile, mail, e-mail,
13 overnight delivery or personally by any employee of the Securities
14 and Exchange Commission who is not counsel of record in this
15 matter, or in any other manner authorized by Rule 5 of the
16 Federal Rules of Civil Procedure.

XIV.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this action for the purpose of implementing and carrying out the terms of all orders and decrees which may be entered herein and to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

IT IS SO ORDERED.

DATED: December 13, 2002


GARY L. TAYLOR
UNITED STATES DISTRICT JUDGE

Presented by:

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