

and Goodman having waived the entry of Findings of Fact and Conclusions of Law as provided by Rule 52 of the Federal Rules of Civil Procedure, and it further appearing that the Court has jurisdiction over the parties and the subject matter hereof, and the Court being fully advised in the premises:

I.

IT IS THEREFORE ADJUDGED that Defendant Goodman, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, be and hereby are, permanently enjoined from, directly or indirectly, in the offer or sale of the securities of any issuer, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, employing any device, scheme or artifice to defraud.

II.

IT IS FURTHER ADJUDGED that Defendant Goodman, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined from, directly or indirectly, in the offer or sale of the securities of any issuer, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails: obtaining money or property by means of any untrue statement of a material fact or omission to state a

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material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or 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 such securities.

III.

IT IS FURTHER ADJUDGED that Defendant Goodman, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, be and hereby are permanently enjoined from, directly or indirectly, in connection with the purchase or sale of the securities of any issuer, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

1. employing any device, scheme or artifice to defraud;
2. engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person; or
3. making any untrue statement of a 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.

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IV.

IT IS FURTHER ADJUDGED that Defendant Goodman, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, be and hereby are permanently enjoined from, while acting as a broker or dealer, by use of the mails or any means or instrumentality of interstate commerce, effecting transactions in, or inducing or attempting to induce the purchase and sale of any security unless and until he is registered as a broker-dealer in accordance with Section 15(b) of the Exchange Act [15 U.S.C. §78o(b)].

V.

IT IS FURTHER ADJUDGED that Defendant Goodman, his officers, agents, servants, employees, attorneys and those persons in active concert or participation with him who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, be and hereby are permanently enjoined from, while acting as a broker or dealer, by use of the mails or any means or instrumentality of interstate commerce, effecting transactions in, or inducing or attempting to induce the purchase or sale of any security, by means of any act, practice or course of business which operates or would operate as a fraud or deceit upon any person, or making any untrue statement of a material fact, or omitting to state a material fact necessary, in order to make the statements made, in light of the circumstances under

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which they were made, not misleading, with knowledge or reasonable grounds to believe that such statements were untrue or misleading.

VI.

IT IS FURTHER ADJUDGEDthat Goodman pay disgorgement in the amount of \$68,140.32, representing his ill-gotten gains from the conduct alleged in the Complaint, plus pre-judgment interest thereon in the amount of \$27,271.71, for a total of \$95,412.03. Based upon the Defendant's sworn representations in his Statement of Financial Condition dated April 24, 1997, and submitted to the Commission, payment of all but \$10,000 of the disgorgement and pre-judgment interest thereon is waived contingent upon the accuracy and completeness of his Statement of Financial Condition. All payments to be made by Goodman according to this paragraph shall be made by depositing a cashier's check, certified check, or postal money order into the Registry of the Court for the United States District Court for the Southern District of Florida, on or before 30 days after the entry of this Final Judgment. Notice of the deposit by copy of such check or money order and any receipt for same, or in such other form acceptable to the Commission, shall be provided to the Commission within the time for such payment. The Clerk of the Registry of the Court shall deposit such funds into an interest bearing account and shall be entitled to assess a charge against interest income earned, at the rate established by the judicial conference of the United States and administered by the Administrative

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Office of the United States Courts. The Commission may apply to the Court to distribute to investors any funds deposited into the Registry of the Court pursuant to this paragraph, if feasible, or to the United States Treasury.

VII.

IT IS FURTHER ADJUDGED THAT based upon the Defendant's sworn representations in his Statement of Financial Condition dated April 24, 1997, and submitted to the Commission, the Court is not ordering him to pay a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. §77(t)(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. §78u(d)(3)]. The determination not to impose a civil penalty and to waive payment of all but \$10,000 of the disgorgement and pre-judgment interest thereon is contingent upon the accuracy and completeness of his Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant's representations to the Commission concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to the Defendant, petition the Court for an order requiring the Defendant to pay the remaining portion of the disgorgement of \$68,140.32 not paid by Goodman, pre-judgment interest and post-judgment interest thereon, and a civil penalty. In connection with any such petition, the only issues shall be whether the financial

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information provided by the Defendant was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. In any such petition, the Commission may move the Court to consider all available remedies, including, but not limited to, ordering the Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of the Court's Final Judgment, and the Commission may also request additional discovery. The Defendant may not, by way of defense to such petition, challenge the validity of the Consent or the Final Judgment, contest the allegations in the Complaint filed by the Commission, the amount of disgorgement and interest, or assert that disgorgement or payment of a civil penalty should not be ordered.

VIII.

IT IS FURTHER ADJUDGED that the attached Consent and Stipulation of Goodman be and hereby is incorporated herein with the same force and effect as if fully set forth herein.

IX.

IT IS FURTHER ADJUDGED that this Court shall retain jurisdiction of this matter for all purposes, including without limitation, the enforcement of this Final Judgment and the Consent and Stipulation attached hereto and incorporated as if set forth fully herein.

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X.

IT IS FURTHER ADJUDGED that there being no just reason for delay, the Clerk of the Court is hereby **DIRECTED** to enter this Final Judgment Of Permanent Injunction And Other Equitable Relief.

To the extent not otherwise disposed of herein, all pending Motions are hereby **DENIED** as moot.

IT IS FURTHER ADJUDGED that immediately upon receipt of this Order, Counsel for the Plaintiff, Daniel R. Gregus, Esquire, shall serve a copy of the same upon the Defendant, Daniel E. Goodman.

ADJUDGED in Chambers at Fort Lauderdale, Broward County, Florida, this 19th day of February, 1998.


WILLIAM J. ZLOCH
United States District Judge

Copy furnished:

Daniel R. Gregus, Esq.
For Plaintiff