



1 personam jurisdiction of the Court over him and the Court's jurisdiction over the subject matter  
2 of this action, and the service of the summons and Complaint upon him, waives the entry of  
3 findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil  
4 Procedure, and consents to the entry, without further notice, of this Final Judgment of Permanent  
5 Injunctive and Other Relief by Consent Against Michael Hooper ("Final Judgment"); and there  
6 being no just reason for delaying the entry of this Final Judgment:

7  
8 **I.**

9 **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that Hooper is  
10 permanently restrained and enjoined, directly or indirectly, singly or in concert, in the offer or  
11 sale of any securities, by the use of any means or instruments of transportation or communication  
12 in interstate commerce or by the use of the mails, from:

- 13 (a) employing any device, scheme, or artifice to defraud;
- 14 (b) obtaining money or property by means of any untrue statement of a material fact  
15 or any omission necessary to state a material fact necessary in order to make the  
16 statements made, in light of the circumstances under which they were made, not  
17 misleading; or
- 18 (c) engaging in any transaction, practice, or course of business which operates or  
19 would operate as a fraud or deceit upon the purchaser,

20  
21 in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

22 **II.**

23 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that Hooper is  
24 permanently restrained and enjoined, directly or indirectly, singly or in concert, in connection  
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1 with the purchase or sale of any security, by the use of any means or instrumentality or interstate  
2 commerce or of the mails, or of any facility of any national securities exchange, from:

- 3 (a) employing any device, scheme, or artifice to defraud;
- 4 (b) making any untrue statement of a material fact or omitting to state a material fact  
5 necessary in order to make the statements made, in light of the circumstances  
6 under which they were made, not misleading; or
- 7 (c) engaging in any act, practice, or course of business which operates or would  
8 operate as a fraud or deceit upon any person,  
9

10 in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R.  
11 § 240.10b-5.

12 **III.**

13 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that pursuant to Rule  
14 65(d) of the Federal Rules of Civil Procedure this Final Judgment is binding upon Hooper, his  
15 agents, servants, employees, and attorneys, and upon those persons in active concert or  
16 participation with him who receive actual notice of this Final Judgment by personal service or  
17 otherwise.  
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IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for all purposes, including implementing and enforcing the terms and conditions of this Final Judgment.

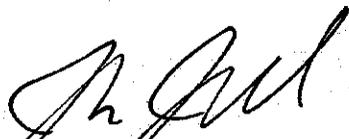
V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the annexed Consent of Hooper is incorporated in this Final Judgment with the same force and effect as it fully set forth herein.

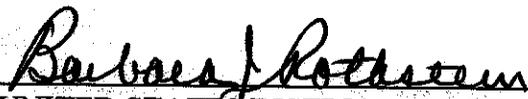
VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED there being no just reason for delay, the Clerk of the Court is hereby directed to enter this Final Judgment pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

PRESENTED BY:

  
\_\_\_\_\_  
JOHN J. GRAUBARD

Dated this 30<sup>th</sup> day of August, 1999.

  
\_\_\_\_\_  
UNITED STATES DISTRICT JUDGE

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