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THIS CONSTITUTES NOTICE OF ENTRY
AS REQUIRED BY FRCP, RULE 77(d)

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CENTRAL DISTRICT OF CALIFORNIA
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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

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CLERK U.S. DISTRICT COURT
CENTRAL DIST. OF CALIF.
LOS ANGELES

12 SECURITIES AND EXCHANGE COMMISSION,
13 Plaintiff,
14 v.
15 WHITWORTH ENERGY RESOURCES, LTD.;
16 WILLISTON BASIN HOLDING CORP.;
17 AMERIVEST FINANCIAL GROUP, INC.;
18 PETER SACKER; JERRY W. ANDERSON;
19 and ROBERT M. KERNS,
20 Defendants.

Civil Action No.
97-6980 CAS (SHx)

[PROPOSED] FINAL JUDGMENT
OF PERMANENT INJUNCTION
AND OTHER RELIEF AGAINST
DEFENDANTS PETER SACKER,
JERRY W. ANDERSON AND
ROBERT M. KERNS

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20 On May 18, 1998, this Court entered its Order Granting
21 Partial Summary Judgment to Plaintiff Securities and Exchange
22 Commission ("Commission"), making findings of fact and
23 conclusions of law that Defendants Peter Sacker ("Sacker"), Jerry
24 W. Anderson ("Anderson") and Robert W. Kerns ("Kerns") had
25 violated the antifraud provisions of Section 17(a) of the
26 Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)]
27 and Section 10(b) of the Securities Exchange Act of 1934
28 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder

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1 [17 C.F.R. § 240.10b-5]. The remaining issues regarding
2 appropriate relief were tried before the Court on February 8 and
3 9, 1999.

4 The Court, having entered findings of fact and conclusions
5 of law as required by Fed. R. Civ. P. 52(a):

6 I.

7 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants
8 Sacker, Anderson and Kerns, and their agents, servants,
9 employees, attorneys, and those persons in active concert or
10 participation with any of them, who receive actual notice of this
11 Final Judgment, by personal service or otherwise, and each of
12 them, be and hereby are permanently restrained and enjoined from,
13 directly or indirectly, in the offer or sale of any securities,
14 by the use of any means or instruments of transportation or
15 communication in interstate commerce or by the use of the mails:

- 16 A. employing any device, scheme or artifice to defraud;
17 B. obtaining money or property by means of any untrue
18 statement of a material fact or any omission to state a
19 material fact necessary in order to make the statements
20 made, in the light of the circumstances under which
21 they were made, not misleading; or
22 C. engaging in any transaction, practice, or course of
23 business which operates or would operate as a fraud or
24 deceit upon the purchaser;

25 in violation of Section 17(a) of the Securities Act [15 U.S.C.
26 § 77q(a)].

27 II.

28 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants

1 Sacker, Anderson and Kerns, and their agents, servants,
2 employees, attorneys, and those persons in active concert or
3 participation with any of them, who receive actual notice of this
4 Final Judgment, by personal service or otherwise, and each of
5 them, be and hereby are permanently restrained and enjoined from,
6 directly or indirectly, in connection with the purchase or sale
7 of any security, by the use of any means or instrumentality of
8 interstate commerce, or of the mails, or of any facility of any
9 national securities exchange:

- 10 A. employing any device, scheme or artifice to defraud;
11 B. making any untrue statement of a material fact or
12 omitting to state a material fact necessary in order to
13 make the statements made, in the light of the
14 circumstances under which they were made, not
15 misleading; or
16 C. engaging in any act, practice, or course of business
17 which operates or would operate as a fraud or deceit
18 upon any person;

19 in violation of Section 10(b) of the Exchange Act [15 U.S.C.
20 § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

21 III.

22 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants
23 Sacker, Anderson and Kerns shall pay disgorgement in the
24 following amounts, representing their respective ill-gotten
25 gains, together with prejudgment interest thereon calculated from
26 the dates of receipt of such gains, such interest to be
27 calculated pursuant to 28 U.S.C. § 1961: (1) Defendant Sacker
28 shall pay disgorgement in the amount of \$643,113; (2) Defendant

1 Anderson shall pay disgorgement in the amount of \$981,625; and
2 (3) Defendant Kerns shall pay disgorgement in the amount of
3 \$204,580.

4 IV.

5 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the above
6 disgorgement and prejudgment interest for which Defendants
7 Sacker, Anderson and Kerns are liable shall be immediately
8 deposited with the Receiver for Defendants Whitworth Energy
9 Resources, Ltd. ("Whitworth"), Williston Basin Holding Corp.

10 ("Williston"), and Amerivest Financial Group, Inc. ("Amerivest")
11 appointed by this Court, Thomas F. Lennon. With regard to the
12 amounts owed by Sacker, Anderson and Kerns, all rights to, title
13 to and possession of their assets frozen pursuant to the Court's
14 October 16, 1997, Order Of Preliminary Injunction And Orders:

15 (1) Continuing Freeze Of Assets; (2) Prohibiting The Destruction
16 Of Documents; (3) Appointing A Permanent Receiver; And (4) For
17 Accountings ("Preliminary Injunction") shall immediately be
18 transferred to the Receiver, except to the extent that the value
19 of those assets exceeds the amount of disgorgement, prejudgment
20 interest and civil penalties owed by Defendants Sacker, Anderson
21 and Kerns. Such frozen assets ordered to be disgorged by the
22 Defendants include, but are not limited to, the following assets
23 of the Defendants:

24 Anderson

25 Partnership Interests

26 North Tioga One
27 Madison Investment Basin Development
28 Insured Energy, 86-1

*

1 Sacker

2 Real Property

3 8710 Wonderland Park Avenue
4 Los Angeles, CA 90046-1455

5 1212 Clark Street
6 West Hollywood, CA (co-owned with Michael Tosti)

7 Bank Accounts

8 Santa Monica Bank Account No. 691-153096
9 Santa Monica Bank Account No. 691-924254
10 Santa Monica Bank Account No. 691-396659
11 Santa Monica Bank Account No. 691-935477
12 (joint account with Elaine Sacker)
13 Santa Monica Bank Account No. 691-158373
14 (joint account with Michael Tosti)

15 IRA Account

16 Smith Barney Inc. Account No. 669-16829-1-5-160

17 Brokerage Account

18 Charles Schwab & Co. Account No. 7737-5963

19 Vehicles

20 1989 Mercedes Benz
21 (VIN No. WDBBA48D4KAO92651, License plate no. 2LQA278)

22 1991 Harley Davidson Motorcycle
23 (VIN No. 1HD1EML34MY116696, License plate no. 12V5983)

24 Partnership Interests

25 North Tioga One
26 Madison Investment Basin Development
27 Insured Energy, 86-1
28 Insured Energy, 86-4

29 Sacker, Anderson and/or Kerns and/or any bank, financial
30 institution, brokerage firm, or other entity or person holding
31 such frozen funds or assets in which Sacker, Anderson and/or
32 Kerns has an interest shall immediately turn over such funds or
33 assets to the Receiver. Defendants shall execute all documents
34 necessary to completely transfer their interests in such frozen

1 funds or assets to the Receiver, regardless of whether such
2 interests are partial, beneficial, or full legal ownership
3 interests.

4 V.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants
6 Sacker, Anderson and Kerns, pursuant to Sections 20(d) of the
7 Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the
8 Exchange Act [15 U.S.C. § 78u(d)(3)], shall pay third tier civil
9 penalties in the following amounts: (1) Sacker shall pay a third
10 tier civil penalty in the amount of \$551,845; (2) Anderson shall
11 pay a third tier civil penalty in the amount of \$822,781; and (3)
12 Kerns shall pay a third tier civil penalty in the amount of
13 \$167,150. Sacker, Anderson and Kerns shall pay such penalties
14 within five days of the entry of this Final Judgment by cashier's
15 check, certified check or postal money order, made payable to the
16 United States Treasury, which cashier's check, certified check or
17 postal money order shall be transmitted to the Comptroller,
18 Securities and Exchange Commission, 450 Fifth Street, N.W., Stop
19 0-3, Washington, D.C. 20549, under cover of a letter which
20 identifies the defendant, the name and case number of this
21 litigation and the name of the Court. A copy of the cover letter
22 shall be simultaneously transmitted to counsel for the Commission
23 at its Los Angeles office.

24 VI.

25 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, except as
26 otherwise ordered by this Court, Defendants Sacker, Anderson and
27 Kerns and their agents, servants, employees, attorneys, and those
28 persons in active concert or participation with any of them, who

1 receive actual notice of this Final Judgment, by personal service
2 or otherwise, and each of them, be and hereby are restrained and
3 enjoined from, until the ordered disgorgement, prejudgment
4 interest and penalties have been paid, except to turn over assets
5 or monies to the Receiver or to the Commission to satisfy this
6 Final Judgment, directly or indirectly:

7 A. transferring, assigning, selling, hypothecating,
8 changing, wasting, dissipating, converting, concealing,
9 encumbering, otherwise disposing of, in any manner, or
10 exercising any control over any funds, assets, claims,
11 or other property or assets in which Sacker, Anderson
12 and/or Kerns have an ownership or beneficial interest
13 or which Sacker, Anderson and/or Kerns possess, have
14 custody of, or directly or indirectly control; or

15 B. transferring, assigning, selling, hypothecating,
16 encumbering, otherwise disposing of or exercising any
17 control over any securities, or exercising any
18 management or control rights associated with any
19 securities, including, but not limited to, any notes,
20 investment contracts or other securities of Whitworth,
21 Williston, Amerinvest, Sacker, Anderson and Kerns or any
22 subsidiary or affiliate of Whitworth, Williston,
23 Amerinvest, Sacker, Anderson and/or Kerns, which
24 affiliates include but are not limited to, Insured
25 Energy Production, Inc. ("Insured Energy"), Oxford Oil
26 & Gas, Inc. ("Oxford Oil"), and Oxford Group of
27 Companies, Ltd. ("Oxford Group"), and all partnerships
28 for which any of these entities was the managing

1 which are listed in paragraph IV above, as well as Charter
2 Pacific Bank Account 001337734, in the name of the GPMC.

3 VIII.

4 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, except as
5 otherwise ordered by this Court, Defendants Sacker, Anderson and
6 Kerns, and their agents, servants, employees, attorneys, and
7 those persons in active concert or participation with any of
8 them, who receive actual notice of this Final Judgment, by
9 personal service or otherwise, and each of them, be and hereby
10 are restrained and enjoined from, directly or indirectly:
11 destroying, mutilating, concealing, transferring, altering, or
12 otherwise disposing of, in any manner, any documents, which
13 includes all books, records, computer programs, computer files,
14 computer printouts, correspondence, memoranda, brochures, or any
15 other documents of any kind in their possession, custody or
16 control, however created, produced, or stored (manually,
17 mechanically, electronically, or otherwise), pertaining in any
18 manner to Defendants Whitworth, Williston or Amerinvest, or any of
19 the Defendants' subsidiaries and affiliates, including but not
20 limited to, Insured Energy, Oxford Oil, Oxford Group and the GPMC
21 and any partnership for which any of these entities was managing
22 general partner, managing venturer, or acted in a similar
23 capacity.

24 IX.

25 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that paragraphs
26 VIII. through XV. of the Preliminary Injunction, as modified by
27 the December 11, 1997, Order Denying Motion To Modify The Order
28 Of Preliminary Injunction And Orders: (1) Continuing Freeze Of

1 Assets; (2) Prohibiting Destruction Of Documents; (3) Appointing
2 Permanent Receiver; and (4) for Accountings, which govern the
3 conduct of the receivership in this action, shall remain in full
4 force and effect until further order of this Court.

5 X.

6 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court
7 shall retain jurisdiction over this action for the purpose of
8 implementing and carrying out the terms of this Final Judgment
9 and all other orders and decrees which have been or may be issued
10 herein and to entertain any suitable application or motion for
11 additional relief within the jurisdiction of this Court.

12 * * * * *

13 There being no just reason for delay, the Clerk of the Court
14 is hereby directed, pursuant to Fed. R. Civ. P. 54(b) to enter
15 this Judgment forthwith.

16 IT IS SO ORDERED.

17
18 DATED: *April 1, 1999*

Christina A. Snyder
HONORABLE CHRISTINA A. SNYDER
UNITED STATES DISTRICT JUDGE