

jurisdiction over Jeffrey Stricoff and the subject matter hereof, and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED that Jeffrey Stricoff, his agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise are hereby permanently enjoined and restrained from violating Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. § 78j(b) and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5 by directly or indirectly, by use of the means or instrumentality of interstate commerce, the mails, or any facility of any national securities exchange:

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

in connection with the purchase or sale of any security.

II.

IT IS HEREBY ORDERED that Jeffrey Stricoff, his agents, servants, employees, attorneys-in-fact, and those persons in

■ rtive concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise are hereby permanently enjoined and restrained from violating Section 14(e) of the Exchange Act, 15 U.S.C. §78n(e), and Rule 14e-3 thereunder, 17 C.F.R. § 240.14e-3, if any person has taken a substantial step or steps to commence or has commenced a tender offer by:

(1) purchasing or selling or causing to be purchased or sold the securities sought or to be sought in such tender offer or securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities, while in possession of material information relating to such tender offer which they know or have reason to know is nonpublic and which they know or have reason to know was acquired directly or indirectly from:

- (a) a person who has taken a substantial step or steps to commence a tender offer ("the offering person"),
- (b) the issuer of the securities sought or to be sought by such tender offer or
- (c) any officer, director, partner, employee or other person acting on behalf of the offering person or such issuer.

unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed; or they purchase any such security while acting in the capacity of a broker or agent on behalf of the offering person; or they sell any such security to the offering person; or

(2) communicating material, nonpublic information relating to a tender offer, which information they now or have reason to know was acquired directly or indirectly from:

- (a) the offering person,
- (b) the issuer of the securities sought or to be sought in the tender offer, or
- (c) any person acting on behalf of the offering person or such issuer,

to any other person under circumstances in which it is reasonably foreseeable that such communication is likely to result in the purchase or sale of securities in the manner described in Paragraph II(1) above, or the Final Judgment, provided however, that this paragraph shall not apply to a communication made in good faith to:

- (a) the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved in the

planning, financing preparation or execution of such tender offer;

(b) the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons involved in the planning financing, preparation or execution of the activities of the issuer with respect to such tender offer; or

(c) any person pursuant to a requirement of any statute or rule or regulation promulgated thereunder.

III.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that Jeffrey Stricoff disgorge \$83,350, plus prejudgment interest in the amount of \$39,241.74, representing his unjust enrichment from the transactions alleged in the Complaint.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Jeffrey Stricoff shall pay the disgorgement plus prejudgment interest ordered above, which total \$122,591.74, in the following manner:

- (1) Payment of \$122,591.74 shall be made prior to the close of ninety days from the date of entry of this Final Judgment.

HL
(2) Payment shall be made into the registry of this Court by certified check or money order payable to the order of "Clerk, United States District Court, Southern District of New York". Upon receipt, the Clerk shall deposit such check or money order into an interest bearing account with the Court Registry Investment System ("CRIS").

(3) At the time he remits payment, Jeffrey Stricoff shall send a photocopy of the check or money order to the following:

Securities & Exchange Commission
Attn: L. Hilton Foster
450 Fifth Street, NW
Mail Stop 7-7
Washington, DC 20549-0707

(4) The photocopy shall be accompanied by a letter setting forth Jeffrey Stricoff's identity as the defendant on whose behalf the payment is made; the name of this Court and the docket number of this action; and the SEC's internal file number for this matter (HO-2990). A copy of the letter and a photocopy of the check shall be sent simultaneously to lead counsel of record for the SEC.

(5) The monies thus paid shall be held by the CRIS until further order of the Court. In no event shall any of the monies revert to Jeffrey Stricoff, his successors or assigns.

- (6) Interest earned on the monies in the CRIS account shall be credited to that account and treated in the same manner as principal.
- (7) In accordance with the guidelines set by the Director of the Administrative Office of the United States Courts, the clerk of the Court is directed, without further order of this Court, to deduct from the income earned on the money in the account a fee equal to 10 percent of the income earned thereon. Such fee shall not exceed that authorized by the Judicial Conference of the United States.
- (8) The Commission may submit a plan of distribution for the Court's consideration.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Jeffrey Stricoff pay a civil penalty in the amount of \$12,408.26 pursuant to Section 21A(a) of the Exchange Act, 15 U.S.C. 78u-1(a). Based on Jeffrey Stricoff's sworn representations in his Statement of Financial Condition dated September 25, 1998, as updated by affidavit of June 3, 1999, and submitted to the Commission, and the agreement of the Commission, no further penalty is being sought.

VI.

If at any time following the entry of this Final Judgment the Commission obtains information indicating that Jeffrey Stricoff's representations to the Commission concerning his assets, income,

abilities, or net worth were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, or as of the time this judgment is entered, the Commission may, at its sole discretion, and without prior notice to Jeffrey Stricoff, petition this Court for an order requiring Jeffrey Stricoff to pay a larger monetary penalty. In connection with any such petition, the only issues shall be whether the financial information provided by Jeffrey Stricoff was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, or as of the time that this judgment is entered and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Jeffrey Stricoff to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment, and the Commission may also request additional discovery. Jeffrey Stricoff may not, by way of defense to such petition, challenge the validity of his Consent or the Final Judgment, contest the allegations in the Complaint filed by the Commission, contest the amount of disgorgement and interest, or assert that disgorgement or the payment of a civil penalty should not be ordered.

VII.

IT IS FURTHER ORDERED ADJUDGED AND DECREED that Jeffrey Stricoff shall pay the civil penalty order above in the following manner:

(1) Payment of the \$12,408.26 shall be made prior to the close of ninety days from the date of entry of this Final Judgment.

(2) Payment shall be made by certified check or money order payable to the order of "Comptroller, Securities and Exchange Commission" (for deposit into the U.S. Treasury). Said check or money order shall be accompanied by a letter identifying Jeffrey Stricoff as the defendant on whose behalf the penalty is being paid, the name of this Court, the docket number of this action, and the SEC's internal file number for this matter, HO-2990.

(3) Said check or money order and letter shall be delivered to the Comptroller, Securities and Exchange Commission, for deposit into the United States Treasury, at the following address:

Comptroller
Securities & Exchange Commission
Operations Center
6432 General Green Way
Mail Stop 0-3
Alexandria, VA 22312

(4) At the time he remits payment, Jeffrey Stricoff shall send a photocopy of the check or money order to the following:

Securities & Exchange Commission
Attn: L. Hilton Foster
450 5th Street, NW
Washington, DC 20549-0707

A copy of the letter and an photocopy of the check or money order shall be sent simultaneously to lead counsel of record for the SEC.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Jeffrey Stricoff's accompanying Consent be, and it hereby is, incorporated herein with the same force and effect as if fully set forth herein.

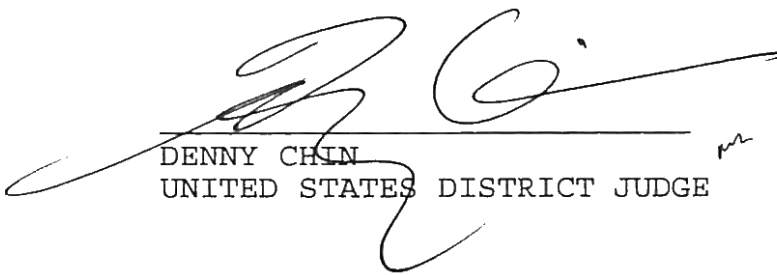
IX.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction for the purpose of enforcing this Final Judgment.

X.

There being no cause for delay, the Clerk of the Court hereby is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment forthwith.

Dated: 8/27, 1999
New York, NY


DENNY CHIN
UNITED STATES DISTRICT JUDGE

**THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON 8/30/99**