

5/16/00 Hellerstein

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

**MILLENNIUM SOFTWARE SOLUTIONS, INC.
and MARK SHKOLIR**

Defendants.

97 Civ. 9019 (AKH)

H _____

**FINAL JUDGMENT BY DEFAULT OF PERMANENT INJUNCTION
AND OTHER RELIEF AS TO DEFENDANT MARK SHKOLIR**

Plaintiff Securities and Exchange Commission ("Commission"), having commenced this action by filing a Complaint for injunctive and other relief on December 8, 1997 ("Complaint") charging Defendants Mark Shkolir ("Shkolir") and Millennium Software Solutions, Inc. ("Millennium") with violations of Sections 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q(a), and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5, and following the issuance and timely service of a Summons and a Complaint upon Shkolir on December 9, 1997, and following Shkolir's failure to answer or otherwise respond to the Complaint within the time provided by the Federal Rules of Civil Procedure, and the Commission having filed and served upon Shkolir a Notice of Motion; Declaration of James E. Burt IV; Memorandum of Law in Support of Application for Entry of Judgment by Default Against Defendant Mark Shkolir; and a copy of the proposed Final Judgment by Default of

Permanent Injunction and Other Relief Against Defendant Mark Shkolir; and the Court having found that, pursuant to Federal Rule of Civil Procedure 55(b)(2), Shkolir has failed properly to defend the Commission's action; and the Court having found that this Court has jurisdiction over Shkolir and over the subject matter of this action and the jurisdiction to grant the relief requested by the Commission; and the Court having found, on the basis of the well-pleaded allegations in the Complaint which Shkolir has failed to answer or otherwise defend, and on the basis of affidavits submitted by Plaintiff and the absence of objections or counteraffidavits by Defendant Shkolir, that (1) Shkolir violated Sections 17(a) of the Securities Act, 15 U.S.C. § 77q(a), and Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5, and (2) there is a reasonable likelihood that Shkolir will violate those provisions in the future; and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant Shkolir be and hereby is permanently enjoined and restrained from, directly or indirectly, singly or in concert, in the offer or sale of any security, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- (1) employing any device, scheme, or artifice to defraud;
- (2) obtaining money or property by means of any untrue statement of a material fact or any omission 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; or

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

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Shkolir be and hereby is permanently enjoined and restrained from, directly or indirectly, singly or in concert, in connection with the purchase or sale of any security, by the use of any means or instrumentalities 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) 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; or
- (3) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person, in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Shkolir shall pay \$35,000.00 as a civil penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. §

78u(d)(3). Such payment shall be made to the United States Treasury within thirty (30) days from date of the entry of this Final Judgment, by United States postal money order, certified check, bank cashier's check, or bank money order made payable to the order of the "United States Securities and Exchange Commission." The payment shall be transmitted to the Comptroller, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, under cover of letter identifying the name and civil action number of this litigation and the name of Shkolir. A copy of the cover letter and payment shall be simultaneously transmitted to: Associate Regional Director (Enforcement), U.S. Securities and Exchange Commission, Northeast Regional Office, 7 World Trade Center, 13th Floor, New York, New York 10048, Attn. James E. Burt IV, Esq.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Rule 65(d) of the Federal Rules of Civil Procedure, this Final Judgment is binding upon Defendant Shkolir, his agents, servants, employees, attorneys, and upon all persons in active concert or participation with Defendant Shkolir who receive actual notice of this Final Judgment by personal service or otherwise.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including, but not limited to, implementing and enforcing the terms and conditions of this Final Judgment.

VI.

The Court expressly determines that there is no just reason for delay in the entry of this Final Judgment. The Clerk of the Court is hereby directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure to enter this Final Judgment forthwith.

✓ Dated: May 11, 2000
New York, New York


United States District Judge

It is ORDERED that counsel to whom this Order is sent is responsible for faxing a copy to all counsel and retaining verification of such in the case file. Do not fax such verification to Chambers.

