

FILED
DISTRICT OF WYOMING
CHEYENNE

UNITED STATES DISTRICT COURT
for the
DISTRICT OF WYOMING

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CLERK
U.S. DISTRICT COURT

United States Securities
and Exchange Commission,

Plaintiff,

v.

Case No. 98-CV-213-B

ZAPPA INTERNATIONAL CORPORATION,
et al.

Defendants.

FINAL JUDGMENT
OF PERMANENT INJUNCTION AND OTHER EQUITABLE RELIEF
AGAINST SCOTT L. SIMPSON, ZAPPA INTERNATIONAL CORPORATION
AND WESTMINSTER TRADING TRUST

The Plaintiff Securities and Exchange Commission commenced this action by filing its Complaint on September 1, 1998 and an Amended Complaint on November 18, 1998. The Defendants Scott L. Simpson, Zappa International Corporation (Zappa), and Westminster Trading Trust (Westminster) have submitted their Consents to settlement of this case, which are incorporated by reference. In their separate Consents, Defendants Simpson, Zappa, and Westminster acknowledge service of the Amended Complaint on each of them, admit the jurisdiction of this Court over each of them and the subject matter of this action, waive a trial and presentation of evidence or adjudication of issues of fact or law, waive the entry of findings of fact and conclusions of law pursuant to Rules 52(a) and 65(d) of the Federal Rules of Civil Procedure, and waive any right each might have to appeal from the entry of this Final Judgment. Without

ENTERED
ON THE DOCKET

12-29-99

(Date)

Betty A. Griess, Clerk

by Jan G. Wilson
Deputy Clerk

154

admitting or denying any of the allegations of the Amended Complaint, except as to jurisdiction, Defendants Simpson, Zappa, and Westminster consent to the entry of this Final Judgment of Permanent Injunction and Other Relief.

It appearing that this Court has jurisdiction over Defendants Simpson, Zappa and Westminster, and the subject matter of this case, and the Court being fully advised in the premises and there being no just cause for delay:

I.

IT IS ORDERED, ADJUDGED AND DECREED that the Defendants Scott L. Simpson, Zappa International Corporation, Westminster Trading Trust and the officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from, directly or indirectly violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] by using any means or instruments of transportation or communication in interstate commerce, or using the mails, in the offer or sale of any securities, to:

- a. employ any device, scheme, or artifice to defraud;
- b. obtain 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
- c. engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon any purchaser.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Defendants Scott L. Simpson, Zappa International Corporation, Westminster Trading Trust and the officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from, directly or indirectly violating Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) [15 U.S.C. § 78j(b)], and Rule 10b-5 promulgated thereunder [17 C.F.R. §240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, to:

- a. employ any device, scheme, or artifice to defraud;
- b. make any untrue statement of a material fact or to omit 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
- c. engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person, in connection with the purchase or sale of any security.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Scott L. Simpson, Zappa International Corporation, and Westminster Trading Trust jointly and severally

pay disgorgement in the amount of \$5,802,657.00, representing proceeds that they received for the conduct alleged in the Amended Complaint, and prejudgment interest of \$630,267.27.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Scott L. Simpson, Zappa International Corporation, and Westminster Trading Trust intend that this Final Judgment be given preclusive effect in any bankruptcy case filed by or against these defendants. To effectuate this intent, the defendants admit, solely for the purpose of such bankruptcy proceedings, that the allegations in the Amended Complaint and this Final Judgment establish all the factual elements necessary to enable a court to make a finding that it is nondischargeable pursuant to 11 U.S.C. § 523(a)(2)(A).

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the attached Consents of Defendants Simpson, Zappa and Westminster are incorporated by reference with the same force and effect as if fully set forth herein.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Simpson, Zappa and Westminster will repatriate and pay into the registry of the Court all funds held in the name of Scott L. Simpson, Zappa International Corporation, Westminster Trading Trust or any other entity in which any of them has a beneficial interest.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Simpson, Zappa and Westminster will release all bank records for accounts held in the names of Simpson, Zappa International Corporation, Westminster Trading Trust or any entity in which any of them has a beneficial interest.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Simpson, and Zappa assign to the registry of the Court, the judgment which Zappa International Corporation obtained against Executive Properties Group and Stephen D. Oles in the civil action Zappa International Corporation v. Executive Properties Group, et al., Case No. 78988, Superior Court, San Diego, California, North County Branch.

IX.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Simpson, Zappa and Westminster upon entry of this Final Judgment, shall sign an acknowledgment of receipt of this Final Judgment within fourteen days of the order's entry and promptly return the acknowledgment to Plaintiff's counsel of record for filing with this Court.

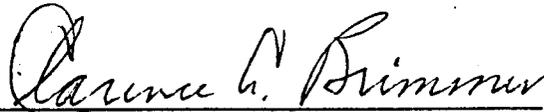
X.

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

XI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that there being no just reason for delay, 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 and without further notice.

ORDERED in Cheyenne, Wyoming on December 28, 1999.



Clarence A. Brimmer
Clarence A. Brimmer
UNITED STATES DISTRICT JUDGE