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JUDGE PAUL G. CASSELL  
IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF UTAH, CENTRAL DIVISION

U.S. DISTRICT COURT

BY: \_\_\_\_\_  
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SECURITIES AND EXCHANGE  
COMMISSION

Plaintiff,

Case No. 2:98 CV 0562 PGC

vs.

AUTOCORP EQUITIES, INC., MICHAEL  
CARNICLE, ROBERT CORD BEATTY,  
HILLEL SHER, AMOTZ FRENKEL AND  
NILI FRENKEL,

(proposed) ORDER

Defendants,

Judge Paul G. Cassell

and

Magistrate Judge Nuffer

NILI FRENKEL,

Relief Defendant.

The Securities and Exchange Commission ("Commission") having filed a Complaint and Defendant Robert Cord Beatty ("Defendant") having entered a general appearance; the Court having jurisdiction over Defendant and the subject matter of this action; the Court having granted in part the Commission's Motion for Summary Judgment against Defendant by an Order dated August 4, 2004:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or

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otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "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, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to 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) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

**II.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] 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 use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a

material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or

(c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

**III.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by knowingly providing substantial assistance to an issuer required to file with the Commission any annual, quarterly, or other periodic report required to be filed with the Commission pursuant to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. §§78m(b)(2)(A)] and Rule 13b2-2 [17 C.F.R. § 240.13b2-2] promulgated thereunder by directly or indirectly, or by aiding and abetting:

(a) filing or causing to be filed with the Commission any annual or quarterly report on behalf of any issuer, required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. §78m(a)] and the rules and regulations promulgated thereunder, which contains any untrue statement of material fact, which omits to state any material fact necessary in order to make the statements made, in the light of the

circumstances under which they were made, not misleading, or which omits to disclose any information required to be disclosed; or

- (b) failing to:
  - (i) make and keep accurate books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer; or
  - (ii) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that: transactions are executed in accordance with management's general or specific authorization; transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets; access to assets is permitted only in accordance with management's general or specific authorization; and the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.
- (c) falsifying or causing to be falsified any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act.

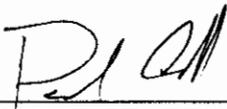
#### IV.

**IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Order.

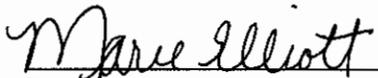
V.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: August 22, 2004.

  
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UNITED STATES DISTRICT JUDGE

Presented by:

  
\_\_\_\_\_

Brent Baker

Thomas M. Melton

Karen L. Martinez

Attorneys for Plaintiff, Securities and Exchange Commission