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Feb - 8 1999

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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION**

13 SECURITIES AND EXCHANGE COMMISSION,

14 Plaintiff,

15 vs.

16 WALDRON & CO., INC., a California
Corporation; and CERY B. PERLE,

17 Defendants.
18
19

Case No. SACV 98-824 LHM (ANx)

**[PROPOSED] FINAL JUDGMENT OF
PERMANENT INJUNCTION AND OTHER
RELIEF AGAINST DEFENDANT CERY
B. PERLE**

ENTERED
FEB 11 1999
CLERK, U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SANDRA A. PERLE DEPUTY

20 **FINAL JUDGMENT AGAINST DEFENDANT CERY B. PERLE**

21 WHEREAS:

22 1. On December 17, 1998, Plaintiff Securities and Exchange
23 Commission ("Commission") served its motion for summary judgment
24 against Defendant Cery B. Perle pursuant to Rule 56 of the Federal
25 Rules of Civil Procedure.

26 2. The Court, having considered the Commission's Statement of
27 Uncontroverted Facts and Conclusions of Law, Memorandum of Points
28 and Authorities, the Appendix of Declarations and Exhibits and all

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ENTERED ON FILE 31

1 other evidence, memoranda and arguments presented in favor of and in
2 opposition to the Commission's motion.

3 NOW THEREFORE, it is hereby:

4 I.

5 ORDERED, ADJUDGED AND DECREED that the Commission's motion is
6 GRANTED.

7 II.

8 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
9 Perle and his agents, servants, employees and attorneys, and all
10 persons in active concert or participation with any of them, who
11 receive actual notice of this Final Judgment by personal service or
12 otherwise, and each of them, are permanently restrained and enjoined
13 from, directly or indirectly, in the offer or sale of the securities
14 of any issuer, by the use of any means or instruments of
15 transportation or communication in interstate commerce or by the use
16 of the mails:

17 A. employing any device, scheme or artifice to defraud;

18 B. obtaining money or property by means of any untrue
19 statement of a material fact or omission to state a
20 material fact necessary in order to make the statements
21 made, in the light of the circumstances under which they
22 were made, not misleading; or

23 C. engaging in any transaction, practice, or course of
24 business which operates or would operate as a fraud or
25 deceit upon the purchaser;

26 in violation of Section 17(a) of the Securities Act of 1933 [15
27 U.S.C. § 77q(a)].

28 *

1 III.

2 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
3 Perle and his agents, servants, employees and attorneys, and all
4 persons in active concert or participation with any of them, who
5 receive actual notice of this Final Judgment by personal service or
6 otherwise, and each of them, are permanently restrained and enjoined
7 from, directly or indirectly, in connection with the purchase or
8 sale of any security, by the use of any means or instrumentality of
9 interstate commerce, or of the mails, or of any facility of any
10 national securities exchange:

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

20 in violation of Section 10(b) of the Securities Exchange Act of 1934
21 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17
22 C.F.R. § 240.10b-5].

23 IV.

24 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant
25 Perle and his officers, agents, servants, employees and attorneys,
26 and all persons in active concert or participation with any of them,
27 who receive actual notice of this Final Judgment by personal service
28 or otherwise, and each of them, are permanently restrained and

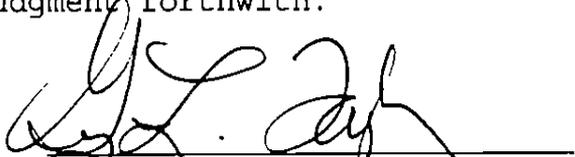
1 Comptroller, Securities and Exchange Commission, Operations Center,
2 6432 General Green Way, Stop 0-3, Alexandria, VA 22312, under cover
3 of a letter which identifies the Defendant, the name and case number
4 of this litigation and the name of the Court. A copy of the cover
5 letter and a photocopy of the check or money order shall be
6 simultaneously transmitted to counsel for the Commission at its Los
7 Angeles, California office.

8 VI.

9 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this
10 Court shall further retain jurisdiction over this action for the
11 purposes of determining, implementing and enforcing the terms of
12 this Final Judgment and all other orders and decrees that may be
13 entered herein, and to grant such other relief as the Court may deem
14 necessary and just.

15 There being no just reason for delay, the Clerk of the Court is
16 hereby directed to enter this Final Judgment forthwith.

17
18 DATED: February 3, 1999


UNITED STATES DISTRICT JUDGE
for LHM

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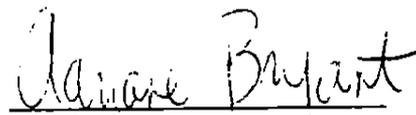
CERTIFICATE OF SERVICE

I, Adriane Bryant, am over the age of 18 years, not a party to the within action, and a citizen of the United States. My business address is 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036. On December 17, 1998, at the direction of a member of the bar of this Court I served the attached [PROPOSED] FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST DEFENDANT CERY B. PERLE by causing to be mailed true and correct copies thereof in sealed government franked envelope in the United States mail at Los Angeles, California addressed to:

"SEE ATTACHED MASTER SERVICE LIST"

I declare under penalty of perjury that the foregoing is true and correct.

DATED: December 17, 1998


Adriane Bryant

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MASTER SERVICE LIST

Securities and Exchange Commission

v.

Waldron & Co., Inc. and Cery B. Perle

United States District Court
Case No. SACV 98-824 (LHM) (ANx)

1. Cery B. Perle
4614 Cortland Drive
Corona del Mar, CA 92624

Telephone: (714) 644-7878
(714) 644-0447

Respondent

2. John Wolf, President
Waldron & Co., Inc.
19000 MacArthur Boulevard, 8th Floor
Irvine, CA 92715

Telephone (949) 261-1113

Respondent

3. Gregory J. Sherwin, Esq.
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11755 Wilshire Blvd., 15th Floor
Los Angeles, CA 90025

Telephone: (310) 473-6338

Former Counsel for All Respondents

PAWALDRONPLEADINGMASTRSVRLST

copies to:

Sandra J. Harris, et al.
Securities and Exchange Commission
5670 Wilshire Blvd., 11th Floor
Los Angeles, CA 90036-3648

Cery Perle
4614 Cortland Dr.
Corona Del Mar, CA 92625

(certified and regular mail)