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 APR 06 2001  
 UNITED STATES DISTRICT COURT  
 FOR THE DISTRICT OF ARIZONA  
 PHOENIX DIVISION  
 CLERK U.S. DISTRICT COURT  
 DISTRICT OF ARIZONA  
 DEPUTY

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 APR 12 2001  
 CLERK U.S. DISTRICT COURT  
 DISTRICT OF ARIZONA  
 BY \_\_\_\_\_ DEPUTY

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 SECURITIES AND EXCHANGE COMMISSION,  
 Plaintiff,  
 v.  
 JERRY M. WALKER and  
 CRAIG R. CLARK,  
 Defendants.  
 \_\_\_\_\_

No. CIV 99-1737 PHX ROS

**FINAL JUDGMENT OF  
 PERMANENT INJUNCTION  
 AND OTHER RELIEF  
 AS TO DEFENDANT  
 CRAIG R. CLARK**

Plaintiff Securities and Exchange Commission ("Commission"),  
 having commenced this action by filing its Complaint, and  
 defendant Craig R. Clark ("Clark"), having in his Consent of  
 Defendant Craig R. Clark ("Consent") admitted the jurisdiction of  
 this Court over him and over the subject matter of this action,  
 having waived the entry of findings of fact and conclusions of law  
 pursuant to Rule 52 of the Federal Rules of Civil Procedure, and  
 without admitting or denying any of the allegations of the  
 Complaint, except as to jurisdiction, which he admits, having  
 consented to the entry of this Final Judgment of Permanent  
 Injunction and Other Relief as to Defendant Craig R. Clark ("Final  
 Judgment"), and it further appearing that this Court has  
 jurisdiction over Defendant Clark and the subject matter hereof,  
 and the Court being fully advised in the premises:

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I.

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that defendant Clark, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Clark who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5] promulgated thereunder by, directly or indirectly, using any means or instrumentality of interstate commerce, or of the mails, or of any facility of a national securities exchange by:

- (a) to employ any device, scheme or artifice to defraud,
- (b) to make any untrue statement of a material fact or omit to state 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 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.

II.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that defendant Clark, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Clark

who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, directly or indirectly, violating Section 13(b) (5) of the Exchange Act [15 U.S.C. § 78m(b) (5)], by knowingly circumventing or knowingly failing to implement any system of internal accounting controls, or knowingly falsifying any book, record, or account of any issuer which has a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781] or any issuer which is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

**III.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that defendant Clark, his officers, agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with Clark who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating, directly or indirectly, Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1], by falsifying or causing to be falsified any book, record, or account subject to Section 13(b) (2) (A) of the Exchange Act [15 U.S.C. § 78m(b) (2) (A)].

**IV.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that defendant Clark, his officers, agents, servants, employees, attorneys-in-

fact and all persons in active concert or participation with Clark who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, directly or indirectly, aiding and abetting violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rule 13a-13 [17 C.F.R. § 240.13a-13] promulgated thereunder, by causing the filing with the Commission of any quarterly report on behalf of any issuer which is 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 statements of material fact, or omits to state any material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, omits to disclose any information required to be disclosed, or fails to comply in any material respect with the requirements of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)], and the Rules and regulations promulgated thereunder.

**V.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that Clark shall be assessed and shall pay: (a) a civil penalty pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)] in the amount of \$15,000.00; and (b) postjudgment interest thereon. Payment of the civil penalty shall be made in four installments of \$ 3,750.00 each over a period of one year commencing from the date of entry

of this Final Judgment. The first payment shall be due ninety days after the entry of this Final Judgment with successive payments due in ninety-day intervals thereafter. At his election, Clark may prepay any of the installment payments ordered herein. Interest on the judgment will accrue at the rate prescribed in 28 U.S.C. § 1961. The full amount of all accrued postjudgment interest shall be paid along with the final installment payment. All payments shall be made by cashier's check, certified check, United States postal money order, or bank money order made payable to the "United States Treasury," and shall be transmitted to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312. All payments to the Comptroller shall be accompanied by a letter that identifies Clark as the defendant in this action, the caption and case number of this action, and the name of this Court. Copies of the check and accompanying cover letter shall be simultaneously transmitted to Christopher Conte, Assistant Director, Division of Enforcement, Securities and Exchange Commission, 450 Fifth Street, N.W., mail Stop 7-7, Washington, DC 20549-0707.

**VI.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that the annexed Consent of Craig R. Clark be, and the same hereby is, incorporated herein by reference with the same force and effect as if fully set forth herein.

VII.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that this Court shall retain jurisdiction over this action for all purposes, including implementation and enforcement of the terms and conditions of this Final Judgment and annexed Consent.

DATED this 11 day of April, 2001.

  
UNITED STATES DISTRICT JUDGE