

UNITED STATES DISTRICT COURT  
for the  
DISTRICT OF COLUMBIA

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UNITED STATES SECURITIES AND EXCHANGE )  
COMMISSION ) CIVIL ACTION NO.  
 ) 99- ( )  
 )  
Plaintiff, ) 99 2563  
v. )  
 )  
STEPHEN J. KESH, )  
 )  
Defendant. )  
 )  
 )  
NANCY MAYER WHITTINGTON, CLERK  
U.S. DISTRICT COURT

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FINAL JUDGMENT AS TO STEPHEN J. KESH

Plaintiff, the United States Securities and Exchange Commission (“Commission”), having filed its Complaint, and defendant Stephen J. Kesh, in the Consent of Stephen J. Kesh (“Consent”), filed simultaneously with this Final Judgment as to Stephen J. Kesh (“Final Judgment”) and incorporated herein by reference, having entered a general appearance, having admitted this Court’s jurisdiction over him and over the subject matter of this action, having waived the service of the Summons and Complaint of Plaintiff and 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, to which he admits, having consented to the entry of this Final Judgment, and it further appearing that this Court has

jurisdiction over Stephen J. Kesh and the subject matter hereof, and this Court being fully advised in the premises:

I.

IT IS ORDERED, ADJUDGED AND DECREED that Stephen J. Kesh, his agents, servants, employees and attorneys, and those persons in active concert or in participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined and restrained from 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], directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange by:

- a. employing any device, scheme, or artifice to defraud; or
- b. 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
- c. engaging 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 Stephen J. Kesh, his agents, servants, employees and attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined and restrained from aiding and abetting violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)], and Rules 12b-20, 13a-1 and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-13] promulgated thereunder, by, directly or indirectly, filing or causing to be filed with the Commission any report 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 or 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.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stephen J. Kesh, his agents, servants, employees and attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined and restrained from violating Rule 13b2-1 of the Exchange Act [17 C.F.R. §240.13b2-1] by,

directly or indirectly, falsifying or causing to be falsified, any book, record or account subject to Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)].

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stephen J. Kesh, his agents, servants, employees and attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined and restrained from violating Section 13 (b) (5) of the Exchange Act [15 U.S.C. § 78m(b) (5)] by circumventing or failing to implement a system of internal accounting controls or falsifying books, records or accounts.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stephen J. Kesh, his agents, servants, employees and attorneys, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently enjoined and restrained from violating Exchange Act Rule 13b2-2 [17 C.F.R § 240.13b2-2] by making or causing to be made any materially false or misleading statement to an accountant in connection with an audit of an issuer's financial statements or the preparation of any filing with the Commission.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Stephen J. Kesh shall pay a civil penalty of \$25,000, pursuant to Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the monies paid pursuant to Section VI., above, of this Final Judgment shall be paid within one hundred eighty days of entry of this Final Judgment. Payment shall be (a) made by United States money order, certified check, bank cashier's check or bank money order, (b) made payable to the "Securities and Exchange Commission," (c) hand-delivered or mailed by certified mail (return receipt requested) to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (d) submitted under cover letter that identifies Stephen J. Kesh as a defendant in this action, the civil action number assigned to the Complaint, the District Court in which the Complaint, Consent and Final Judgment were filed, and the Commission's internal case number (HO-3202). The Comptroller of the Securities and Exchange Commission shall forward such funds to the proper account at the United States Treasury. Copies of the letter referred to in VII.(d) shall be sent to the Secretary of the Commission, 450 Fifth Street, N.W., Mail Stop 6-9, Washington, DC 20549 and simultaneously to Richard C. Sauer, Assistant Director,

Division of Enforcement, Securities and Exchange Commission, 450 Fifth Street, N.W.,  
Washington, DC 20549-0803.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the  
Consent of Stephen J. Kesh be, and the same hereby is, incorporated herein by  
reference with the same force and effect as if fully set forth herein.

IX.

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

  
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United States District Judge

DATED: September 30, 1999