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HON. JOANNA SEYBERT
★ MAY 29 2003 ★

IN THE UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

VINCENT NAPOLITANO, STOCKPLAYER.COM, INC.,
IRVING J. STITSKY, JORDAN I. SHAMAH, and
ROBERT B. KESSLER,

Defendants; and

I.S.A. CONSULTING, INC., I.J.S. CONSULTING, INC.,
J.S.I. CONSULTING, INC., I & J CONSULTING, INC.,
WALKER CONSULTING, LTD., FINANCIAL FUTURE
CORP., INTERCAPITAL HOLDINGS CORP.,
MEERSBROOK, LTD., WINDLASS CAPITAL
MANAGEMENT, LTD., TARLTON FINANCIAL, LTD.,
JAPURA COMPANY, VJS INTERNATIONAL
HOLDINGS, INC., ANCHOR CAPITAL MANAGEMENT,
LTD., LANCER, S.A., and
YORKSHIRE CAPITAL MANAGEMENT, LTD.,
Relief Defendants.

Civ. No.
99 CV 4807 JS

**FINAL
JUDGMENT
OF
PERMANENT
INJUNCTION
AGAINST
ROBERT B.
KESSLER**

Plaintiff, the Securities and Exchange Commission (the "Commission"), having
filed a Complaint ("Complaint") in this matter, and defendant Robert B. Kessler

("Kessler") having acknowledged the jurisdiction of this Court over him and the subject matter of this action, having waived a trial on the merits of the Complaint, having waived the making of findings of fact and conclusions of law under Rule 52 of the Federal Rules of Civil Procedure, and without admitting or denying the allegations of the Complaint except as to the jurisdiction of the Court, has consented in the Consent annexed hereto and incorporated herein to the entry of this Judgment of Permanent Injunction ("Judgment") against him, as requested in the Complaint, permanently restraining and enjoining him from engaging in acts and practices which constitute and will constitute violations of Section 17(a) of the Securities Act of 1933, as amended (the "Securities Act") [15 U.S.C. § 77q(a)] and violations of Section 10(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") [15 U.S.C. § 78j(b)], and Rule 10b-5 [17 C.F.R. § 240.10b-5] and Rule 101 of Regulation M [17 C.F.R. § 242.101], and the Court being fully advised in the premises and there being no just reason for delay:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that defendant Kessler and his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with him who receive actual notice of this Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, by use of the mails or any means or instrumentality of interstate commerce, in connection with the purchase, offer or sale of securities of any issuer whatsoever, employing any device, scheme or artifice to defraud; engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person; making any untrue statement of material fact or omitting 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; or obtaining money or property by means of any untrue statement of material fact or any omission 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, or other conduct of similar purport and object, in violation of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. § 240.10b-5].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Kessler, or any affiliate of Kessler, in connection with a distribution of securities, be and hereby is permanently enjoined, from 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, bidding for, purchasing, or attempting to induce any person to bid for or purchase a Covered Security (as defined in Regulation M [17 C.F.R. §242.100]) during the applicable restricted period thereunder as provided in Regulation M, (17 C.F.R. §242.100), except as otherwise provided for in Regulation M, in violation of Regulation M.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED, that based upon Kessler's sworn representations in his Statement of Financial Condition submitted to the Commission, the Court is not ordering him to pay a civil penalty pursuant to Section 21(d)(3) of the Securities Exchange Act of 1934 [15 U.S.C. § 78u(d)(3)]. The determination not to impose a civil penalty is contingent upon the accuracy and completeness of his Statement of

Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Kessler's representations to the Commission concerning his assets was inaccurate or incomplete in any material respect, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Kessler to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment, and the Commission may also request additional discovery. Kessler may not, by way of defense to such petition, challenge the validity of this Consent or the Final Judgment, contest the allegations in the Complaint filed by the Commission, or that the payment of a civil penalty should not be ordered.

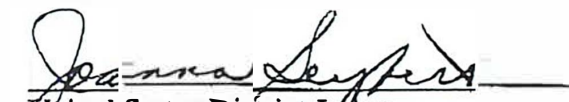
IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Consent of Kessler set forth below, be, and hereby is, incorporated herein.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this matter for all purposes in order to implement and carry out the terms of all orders and decrees that may be entered and to entertain any suitable application or motion.

DATED this 3rd day of ^{June} ~~May~~, 2003 at Central Islip, New York.


United States District Judge
Joanna Seybert

Ⓜ COUNSEL IS DIRECTED TO IMMEDIATELY NOTIFY
ALL PARTIES OF THIS ORDER