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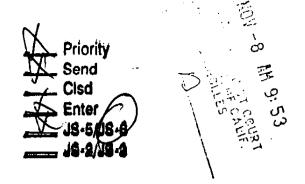
1 Robert B. Kaplan
William R. Baker III
2 Kathleen M. Hamm
Lawrence A. West

Attorneys for Plaintiff SECURITIES AND EXCHANGE COMMISSION 450 Fifth Street, N.W.

Washington, D.C. 20549

Telephone: (202) 942-4637 (Hamm)

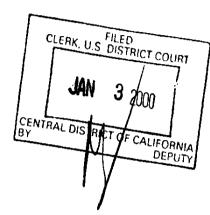
Facsimile: (202) 628-1471



LOCAL COUNSEL

Karen L. Matteson, Cal. Bar # 102103 SECURITIES AND EXCHANGE COMMISSION 5670 Wilshire Boulevard, 11th Floor Los Angeles, California 90036-3648

Telephone: (323) 965-3998 Facsimile: (323) 965-3908



UNITED STATES DISTRICT COURT

FOR THE CENTRAL DISTRICT OF CALIFORNIA

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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

Case No.

99-11539 LGB (CT)

ENTERED

S. JAY GOLDINGER,

vs.

Defendant.

JAN - 7 2000

Defendant S. Jay Goldinger has entered a general appearance herein; admitted the jurisdiction of this Court over him and over the subject matter of this action; waived the filing of an answer to the Complaint; waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure; and consented to the entry of this final judgment

without admitting or denying the allegations of the Complaint,
28 except (1) as to jurisdiction, which he admits, and (2) as to the

findings set forth at Paragraph VIII, which he admits solely for the purpose of any bankruptcy filing by or against him. It further appearing that this Court has jurisdiction over Goldinger and the subject matter hereof, it is hereby ordered, adjudged, and decreed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure as follows:

I.

Goldinger, his agents, servants, employees, attorneys-in-fact, successors, and assigns and all those persons in active concert or participation with them who receive actual notice of this final judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (Securities Act) [15 U.S.C. § 77q(a)] in the offer or sale of any securities by use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, directly or indirectly:

- A. to employ any device, scheme, or artifice to defraud; or
- B. to obtain money or property by means of an untrue statement of a material fact or omission 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 transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

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II.

Goldinger, his agents, servants, employees, attorneys-infact, successors, and assigns and all those persons in active concert or participation with them who receive actual notice of this final judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5 promulgated thereunder [15 U.S.C. § 78j(b) and 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:

- 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 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.

III.

Goldinger, his agents, servants, employees, attorneys-infact, successors, and assigns and all those persons in active concert or participation with them who receive actual notice of this final judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from violating or aiding and abetting or causing violations of

Sections 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 12b-20 and 13a-13 promulgated thereunder [15 U.S.C. §§ 78m(a) and 78m(b)(2)(A) and 17 C.F.R. §§ 240.12b-20 and 240.13a-13], by directly or indirectly:

- A. filing or causing to be filed with the Securities and Exchange 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, which 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, or which omits to disclose any information required to be disclosed; or
- B. failing to make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of any issuer.

IV.

Goldinger, his agents, servants, employees, attorneys-in-fact, successors, and assigns and all those persons in active concert or participation with them who receive actual notice of this final judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from violating Section 13(b)(5) of the Exchange Act and Rule 13b2-1 promulgated thereunder [15 U.S.C. § 78m(b)(5) and 17 C.F.R. § 240.13b2-1] by:

- A. knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record, or account described in Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)]; or
- B. directly or indirectly, 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)].

٧.

Goldinger, his agents, servants, employees, attorneys-infact, successors, and assigns and all those persons in active concert or participation with them who receive actual notice of this final judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from violating or aiding and abetting or causing violations of Section 15(c)(1)(A) of the Exchange Act [15 U.S.C. § 78Q(c)(1)(A)], by making use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of, any security (other than commercial paper, bankers' acceptances, or commercial bills) otherwise than on a national securities exchange of which it is a member by means of any manipulative, deceptive, or other fraudulent device or contrivance, including:

A. any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person; or

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B. the making of any untrue statement of a material fact and any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, which statement or omission is made with knowledge or reasonable grounds to believe that it is untrue or misleading.

VI.

Goldinger shall pay disgorgement, including prejudgment interest thereon, and civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)] in an amount and upon such terms as may be determined by agreement of the parties or by the Court upon motion brought by the Commission pursuant to the Local Rules of this Court. Goldinger shall not, by way of defense to such petition, challenge the validity of his consent or the final judgment, contest the truth of the allegations in the Complaint filed by the Commission, or otherwise raise as a defense that he is not liable for such disgorgement or the payment of civil penalties because he did not violate one or more of the provisions of the Securities Act, the Exchange Act, or the rules thereunder set forth in this final judgment. In connection with the litigation of the appropriate amounts, if any, of disgorgement and civil penalties to be imposed, the Commission may request additional discovery and Goldinger shall provide additional discovery responses, as well as testimony at deposition, hearing, and/or trial as requested by the Commission.

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VII.

In accordance with the terms of his consent, Goldinger agrees and undertakes that at the request of the Commission or its staff on reasonable notice and without service of a subpoena, he will (a) cooperate with the Commission and its staff and truthfully disclose all information with respect to his activities and the activities of others about which the Commission or its staff may inquire; (b) testify in all investigations and administrative and judicial proceedings at which the Commission or its staff requests his testimony; (c) make himself available at all reasonable times as may be required by the Commission or its staff; and (d) produce any documents within his possession, custody or control, domestic or foreign, which are requested by the Commission or its staff. all times, Goldinger agrees to give truthful and accurate information and testimony and not assert any evidentiary or other privilege in connection with the undertakings set forth in this paragraph other than the attorney-client privilege and the Fifth Amendment privilege against self-incrimination. Goldinger understands that his failure to testify truthfully or to comply with the above undertakings may result in contempt proceedings or charges of perjury and obstruction of justice.

VIII.

It is the intent of Goldinger and the Commission that this final judgment be, and it hereby is, given preclusive effect in any bankruptcy case filed by or against Goldinger. To effectuate this intent, Goldinger admits solely for the purpose of such bankruptcy proceedings that this final judgment establishes all the factual

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elements necessary to enable a court to make a finding that it is nondischargeable pursuant to 11 U.S.C. § 523(a)(4). IX. There being no just cause for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this final judgment forthwith. So ordered, this 3d day of January, 2000 at Lis Angels.

Mristina a. Angels. UNITED STATES DISTRICT JUDGE