

FILED 12
EE

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
(Tampa Division)

02 JUL 12 AM 9:46

SECURITIES AND EXCHANGE COMMISSION,)

CASE NO. 8:02-CV-120-T-30TGWA
MIDDLE DISTRICT OF FLORIDA

Plaintiff,)

v.)

TEL-ONE, INC., GEORGE CARAPELLA, ALAN)

S. LIPSTEIN, W. KRIS BROWN, MEDIA)

BROADCAST SOLUTIONS, INC. and GEORGE)

LAFUCCI,)

Defendants,)

CARAPPELL CAPITAL CORP., ATLAS GLOBAL)

VENTURES CORP., HANK VANDERKAM,)

LARRY EASTLAND, and LEONORA)

CARAPELLA,)

Relief Defendants.)

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER
RELIEF AS TO DEFENDANT ALAN LIPSTEIN AND JUDGMENT OF
DISGORGEMENT AS TO RELIEF DEFENDANT
ATLAS GLOBAL VENTURES CORP.**

Plaintiff Securities and Exchange Commission ("SEC" or "Commission") commenced this action by filing its Complaint against, among others, Defendant Alan Lipstein ("Lipstein"). In its Complaint, the Commission sought a temporary restraining order, and preliminary and permanent injunctions to prohibit violations by Lipstein of Section 17(a) of the Securities Act of 1933 ("Securities Act"), Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), and Rule 10b-5, thereunder. The Commission also sought other relief against Lipstein in the form of accountings, disgorgement, civil penalties, records preservation, expedited discovery, and an order temporarily freezing assets. Atlas Global Ventures Corp. ("Atlas") a company wholly owned and controlled by Lipstein, was named, among others, as a Relief Defendant.

108

On January 22, 2002, this Court entered a temporary restraining order, which temporarily restrained and enjoined Lipstein from further violations of the above-mentioned provisions of the federal securities laws; temporarily froze his assets; granted the Commission an accounting, expedited discovery, and prohibited the concealing or destruction of Lipstein's books, records and other documents. In that same order, the Court froze the assets of Atlas. On February 15, 2002, Lipstein consented to the entry of a preliminary injunction and other relief pending the outcome of this case on its merits.

Lipstein, by the Consent affixed hereto, without admitting or denying any of the allegations in the Commission's Complaint or any other paper filed herein, except as to the jurisdiction of this Court, has agreed to the entry of this Final Judgment of Permanent Injunction and Other Relief to resolve the matters raised in the Commission's Complaint. Atlas, by the Consent affixed hereto, has also agreed to the entry of this Final Judgment of Disgorgement. This Court having accepted such Consents and this Court having jurisdiction over Lipstein and Atlas, and the subject matter hereof, and the Court being fully advised in the premises,

I.

VIOLATIONS OF SECTION 17(a) OF THE SECURITIES ACT

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Lipstein, his officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with him, and each of them, directly or indirectly, who receive actual notice of this Judgment of Permanent Injunction, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in the offer or sale of any security, by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails:

- (a) knowingly employing any device, scheme or artifice to defraud;

- (b) obtaining money or property by means of any untrue statement of material fact or omission to state any material fact necessary in order to make the statement made, in light of the circumstances under which it was made, not misleading; or
- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon purchasers or prospective purchasers of any such security,

in violation of Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3).

II.

VIOLATIONS OF SECTION 10(b) OF THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Lipstein, his officers, agents, servants, employees, attorneys in fact, and all persons in active concert or participation with him, and each of them, directly or indirectly, who receive actual notice of this Judgment of Permanent Injunction, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, knowingly and willfully, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in connection with the purchase or sale of any security, 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) employing any device, scheme or artifice to defraud;
- (b) making any untrue statements of 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 violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

III.

DISGORGEMENT

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Lipstein shall disgorge approximately \$909,670.00, held by Atlas, representing his gains from the conduct alleged in the Complaint, plus pre-judgment interest thereon in the amount of \$5,330.00. Lipstein shall pay the disgorgement, and pre-judgment interest thereon, into the Court's registry or to any claims administrator appointed in this matter within thirty days of the date of this Order.

IV.

PENALTIES

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Lipstein shall be required to pay civil penalties in the amount of \$50,000.00 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 connection with the activities described in the Commission's Complaint. The payment of the civil penalty ordered by this Final Judgment shall be: (1) made by United States postal money order, certified check, bank cashier's check, or bank money order; (2) made payable to the Securities and Exchange Commission; (3) transmitted to the Comptroller, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549 within thirty days of the date of this Order; and (4) submitted under cover letter that specifies the defendant in this proceeding, and the Commission's case number (FL-02831), a copy of which cover letter and money order or check shall be sent to Kerry A. Zinn, Senior Trial Counsel, Securities and Exchange Commission, Southeast Regional Office, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131.

V.

LIFTING OF ASSET FREEZE

IT IS HEREBY FURTHER ORDERED that Atlas' and Lipstein's assets are unfrozen subject to the payment of \$909,670.00 in disgorgement, plus pre-judgment interest thereon in the amount of \$ 5,330.00, and a civil penalty of \$50,000.00.

VI.

INCORPORATION OF CONSENT


IT IS HEREBY FURTHER ORDERED that Lipstein and Atlas shall comply with the provisions of the Consent attached hereto, and that such Consent is incorporated herein by reference as if fully set forth herein.

VII.

RETENTION OF JURISDICTION

IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that this Court will retain jurisdiction over this matter and Lipstein and Atlas in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED at 8:44 o'clock A.m. this 12 day of July, 2002 at Tampa, Florida.


JAMES S. MOODY, JR.
UNITED STATES DISTRICT JUDGE

Copies to:
Kerry A. Zinn, Esq.

Jack Fernandez, Jr., Esq.
Glenn Goldberg, Esq.
Burton Wiand, Esq.
John F. Lauro, Esq.
William J. Schifino, Jr., Esq.
Mark D. Stubbs, Esq.
Hank Vanderkam

Date Printed: 07/12/2002

Notice sent to:

- ✓ Kerry A. Zinn, Esq.
Securities and Exchange Commission
1401 Brickell Ave., Suite 200
Miami, FL 33131
- ✓ Harold E. Schimkat, Esq.
Securities and Exchange Commission
1401 Brickell Ave., Suite 200
Miami, FL 33131
- ✓ Ivan P. Harris, Esq.
Securities & Exchange Commission
Miami Branch Office
1401 Brickell Ave., Suite 200
Miami, FL 33131
- ✓ Jack E. Fernandez Jr., Esq.
Zuckerman Spaeder, L.L.P.
101 E. Kennedy Blvd., Suite 1200
Tampa, FL 33602
- ✓ Glenn E. Goldberg, Esq.
Goldberg Law Group, P.A.
100 S. Ashley Dr., Suite 2200, Penthouse
Tampa, FL 33602
- ✓ Burton Webb Wiand, Esq.
Fowler White Boggs Banker, P.A.
501 E. Kennedy Blvd.
P.O. Box 1438
Tampa, FL 33601-1438
- ✓ William J. Schifino Jr., Esq.
Williams, Schifino, Mangione & Steady, P.A.
One Tampa City Ctr., Suite 2600
P.O. Box 380
Tampa, FL 33602
- ✓ Kenneth George Turkel, Esq.
Williams, Schifino, Mangione & Steady, P.A.
One Tampa City Ctr., Suite 2600
P.O. Box 380
Tampa, FL 33602
- ✓ John F. Lauro, Esq.
John F. Lauro, P.A.
101 E. Kennedy Blvd.
Suite 3950
Tampa, FL 33602
- ✓ Hank Vanderkam
440 Louisiana, #475

Houston, TX 77002

✓
— John Michael Brennan, Esq.
Gray, Harris & Robinson, P.A.
301 E. Pine St., Suite 1400
P.O. Box 3068
Orlando, FL 32802-3068

✓
— Nicolette M. Corso, Esq.
Gray, Harris & Robinson, P.A.
301 E. Pine St., Suite 1400
P.O. Box 3068
Orlando, FL 32802-3068

A handwritten signature in black ink, appearing to be 'JC', with a horizontal line underneath it.