

1 MICHAEL A. PIAZZA, Pro Hac Vice  
2 JOHN B. BULGOZDY, Cal. Bar No. 219897  
3 ANDREW J. DUNBAR, Cal. Bar No. 203265  
4 ELIZABETH P. SMITH, Cal. Bar No. 210732  
5 CAROL POLLOCK, Cal. Bar No. 77009  
6 ROBERT CONRRAD, Cal. Bar No. 199498

7 Attorneys for Plaintiff  
8 Securities and Exchange Commission  
9 Randall R. Lee, Regional Director  
10 Sandra J. Harris, Associate Regional Director  
11 5670 Wilshire Boulevard, 11th Floor  
12 Los Angeles, California 90036-3648  
13 Telephone: (323) 965-3998  
14 Facsimile: (323) 965-3908

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FILED  
CLERK US DISTRICT COURT  
AUG 26 2004  
CENTRAL DISTRICT OF CALIFORNIA  
DEPUTY  
BY [Signature]  
SCANNED  
[Signature]

11 UNITED STATES DISTRICT COURT  
12 FOR THE CENTRAL DISTRICT OF CALIFORNIA  
13 WESTERN DIVISION

13 SECURITIES AND EXCHANGE  
14 COMMISSION,

15 Plaintiff,

16 v.

17 PETER C. BOYLAN,

18 Defendant.

Case No. CV04-6569 FMC

**REVISÉD FINAL  
JUDGMENT OF PERMANENT  
INJUNCTION AND OTHER  
RELIEF AS TO DEFENDANT  
PETER C. BOYLAN**

DOCKETED ON CM  
AUG 27 2004  
BY [Signature] 005

19  
20 Plaintiff Securities and Exchange Commission ("Commission"), having  
21 filed and served upon defendant Peter C. Boylan ("Boylan") a Summons and  
22 Complaint ("Complaint") in this action; Boylan having admitted service upon him  
23 of the Summons and Complaint in this action and the jurisdiction of the Court over  
24 him and over the subject matter of this action; having entered a general  
25 appearance; having waived the entry of findings of fact and conclusions of law as  
26 provided by Rule 52 of the Federal Rules of Civil Procedure; having consented to  
27 the entry of this Final Judgment Of Permanent Injunction And Other Relief  
28 Against As To Defendant Peter C. Boylan ("Final Judgment") without admitting

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CENTRAL DISTRICT OF CALIF.  
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1 or denying the allegations in the Complaint, except as to jurisdiction; and having  
2 waived any right to appeal from this Final Judgment:

3 I.

4 IT IS ORDERED, ADJUDGED, AND DECREED that defendant Boylan  
5 and his agents, servants, employees, attorneys, and all persons in active concert or  
6 participation with them who receive actual notice of this Final Judgment by  
7 personal service or otherwise are permanently restrained and enjoined from  
8 violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of  
9 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated  
10 thereunder, 17 C.F.R. § 240.10b-5, by using any means or instrumentality of  
11 interstate commerce, or of the mails, or of any facility of any national securities  
12 exchange, in connection with the purchase or sale of any security:

- 13 (a) to employ any device, scheme, or artifice to defraud;
- 14 (b) to make any untrue statement of a material fact or to omit to state a  
15 material fact necessary in order to make the statements made, in the  
16 light of the circumstances under which they were made, not  
17 misleading; or
- 18 (c) to engage in any act, practice, or course of business which operates or  
19 would operate as a fraud or deceit upon any person.

20 II.

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
22 defendant Boylan and his agents, servants, employees, attorneys, and all persons  
23 in active concert or participation with them who receive actual notice of this Final  
24 Judgment by personal service or otherwise are permanently restrained and  
25 enjoined from knowingly circumventing or knowingly failing to implement a  
26 system of internal accounting controls or falsifying any book, record or account  
27 required to be kept by an issuer, in violation of Section 13(b)(5) of the Exchange  
28 Act, 15 U.S.C. § 78m(b)(5), and Rule 13b2-1 thereunder, 17 C.F.R. § 240.13b2-1.

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1 III.

2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
3 defendant Boylan and his agents, servants, employees, attorneys, and all persons  
4 in active concert or participation with them who receive actual notice of this Final  
5 Judgment by personal service or otherwise are permanently restrained and  
6 enjoined from aiding and abetting an issuer's filing of annual reports with the  
7 Commission on Forms 10-K and quarterly reports with the Commission on Forms  
8 10-Q that fail to contain material information necessary to make the required  
9 statements in the Forms 10-K or 10-Q, in light of the circumstances under which  
10 they are made, not misleading, in violation of Section 13(a) of the Exchange Act,  
11 15 U.S.C. § 78m(a), and Rules 12b-20 and 13a-1 thereunder, 17 C.F.R. §§  
12 240.12b-20 and 240.13a-1.

13 IV.

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
15 defendant Boylan and his agents, servants, employees, attorneys, and all persons  
16 in active concert or participation with them who receive actual notice of this Final  
17 Judgment by personal service or otherwise are permanently restrained and  
18 enjoined from aiding and abetting any violation of Section 13(b)(2)(A) of the  
19 Exchange Act, 15 U.S.C. § 78m(b)(2)(A), by knowingly providing substantial  
20 assistance to an issuer that failed to make and keep books, records and accounts,  
21 which, in reasonable detail, accurately and fairly reflect the transactions and  
22 disposition of the assets of the issuer.

23 V.

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
25 defendant Boylan is liable for disgorgement of \$300,000.00, representing profits  
26 gained as a result of the conduct alleged in the Complaint, and a civil penalty in  
27 the amount of \$300,000.00 pursuant to Section 21(d)(3) of the Exchange Act, 15  
28 U.S.C. § 78u(d)(3). Boylan shall satisfy this obligation by paying \$600,000.00

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1 within ten business days to the Clerk of this Court, together with a cover letter  
2 identifying Peter C. Boylan as a defendant in this action; setting forth the title and  
3 civil action number of this action and the name of this Court; and specifying that  
4 payment is made pursuant to this Final Judgment. Boylan shall simultaneously  
5 transmit photocopies of such payment and letter to the Commission's counsel in  
6 this action. By making this payment, Boylan relinquishes all legal and equitable  
7 right, title, and interest in such funds, and no part of the funds shall be returned to  
8 Boylan.

9 The Clerk shall deposit the funds into an interest bearing account. These  
10 funds, together with any interest and income earned thereon (collectively, the  
11 "Fund"), shall be held until further order of the Court. In accordance with the  
12 guidelines set by the Director of the Administrative Office of the United States  
13 Courts, the Clerk is directed, without further order of this Court, to deduct from  
14 the income earned on the money in the Fund a fee equal to ten percent of the  
15 income earned on the Fund. Such fee shall not exceed that authorized by the  
16 Judicial Conference of the United States.

17 The Commission may by motion propose a plan to distribute the Fund  
18 subject to the Court's approval. Such a plan may provide that Fund shall be  
19 distributed pursuant to the Fair Fund provisions of Section 308(a) of the  
20 Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund  
21 distribution is made, amounts ordered to be paid as civil penalties pursuant to this  
22 Judgment shall be treated as penalties paid to the government for all purposes,  
23 including all tax purposes. To preserve the deterrent effect of the civil penalty,  
24 Boylan shall not, in any Related Investor Action, benefit from any offset or  
25 reduction of any investor's claim by the amount of any Fair Fund distribution to  
26 such investor in this action that is proportionately attributable to the civil penalty  
27 paid by Boylan ("Penalty Offset"). If the court in any Related Investor Action  
28 grants such an offset or reduction, Defendant shall, within 30 days after entry of a

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1 final order granting the offset or reduction, notify the Commission's counsel in  
2 this action and pay the amount of the Penalty Offset to the United States Treasury  
3 or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed  
4 an additional civil penalty and shall not be deemed to change the amount of the  
5 civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related  
6 Investor Action" means a private damages action brought against Boylan by or on  
7 behalf of one or more investors based on substantially the same facts as alleged in  
8 the Complaint in this action.

9 VI.

10  
11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
12 Consent is incorporated herein with the same force and effect as if fully set forth  
13 herein, and that Defendant shall comply with all of the undertakings and  
14 agreements set forth therein.

15 VII.

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17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this  
18 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms  
19 of this Final Judgment.

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VIII.

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

DATED: Aug. 26, 2004

Lorence M. Cooper  
UNITED STATES DISTRICT JUDGE

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