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CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

BY: *L. Matteson*
CLERK

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 8 UNITED STATES DISTRICT COURT
 9 FOR THE SOUTHERN DISTRICT OF CALIFORNIA

11 SECURITIES AND EXCHANGE COMMISSION,
 12 Plaintiff,
 13 vs.
 14 NORTH AMERICAN CORPORATE
 CONSULTANTS, INC., ROBERT LESLIE
 15 MILLSTONE AND JAY FRANKLIN JOHNSON,
 16 Defendants.

Case No. 99 CV 1613 BTM JFS
~~PROPOSED~~ FINAL JUDGMENT OF
 PERMANENT INJUNCTION AND OTHER
 RELIEF AGAINST DEFENDANTS NORTH
 AMERICAN CORPORATE CONSULTANTS,
 INC., ROBERT LESLIE MILLSTONE
 AND JAY FRANKLIN JOHNSON

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 19 Plaintiff Securities and Exchange Commission ("Commission"),
 20 having filed and served upon defendants North American Corporate
 21 Consultants, Inc. ("NACC"), Robert Leslie Millstone ("Millstone")
 22 and Jay Franklin Johnson ("Johnson") a Summons and Complaint in this
 23 action; defendants having admitted service of the Summons and
 24 Complaint in this action and the jurisdiction of this Court over
 25 each of them and over the subject matter of this action; having been
 26 fully advised and informed of their respective rights to a judicial
 27 determination of this action; having waived the entry of findings of
 28 fact and conclusions of law as provided by Rule 52 of the Federal

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ENTERED ON _____

1 Rules of Civil Procedure; having consented to the entry of this
2 Final Judgment Of Permanent Injunction And Other Relief Against
3 Defendants North American Corporate Consultants, Inc., Robert Leslie
4 Millstone And Jay Franklin Johnson ("Final Judgment"), without
5 admitting or denying the allegations in the Complaint except as
6 specifically set forth in their individual Consents to this Final
7 Judgment; and no notice of hearing upon the entry of this Final
8 Judgment being necessary:

9 I.

10 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that defendants
11 NACC, Millstone and Johnson and their respective officers, agents,
12 servants, employees and attorneys, and all persons in active concert
13 or participation with any of them, who receive actual notice of this
14 Final Judgment by personal service or otherwise, and each of them,
15 are permanently restrained and enjoined from, by use of any means or
16 instruments of transportation or communication in interstate
17 commerce or by the use of the mails, publishing, giving publicity
18 to, or circulating any notice, circular, advertisement, newspaper,
19 article, letter, investment service, or communication which, though
20 not purporting to offer a security for sale, describes such security
21 for consideration received or to be received, directly or
22 indirectly, from an issuer, underwriter, or dealer, without fully
23 disclosing the receipt, whether past or prospective, of such
24 consideration and the amount thereof, in violation of Section 17(b)
25 of the Securities Act of 1933 [15 U.S.C. § 77q(b)].

26 II.

27 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants
28 NACC, Millstone and Johnson, pursuant to Section 20(d) of the

1 Securities Act [15 U.S.C. § 77t(d)], shall each pay first tier civil
2 penalties totaling \$20,000. NACC, Millstone and Johnson shall pay
3 such penalties within sixty days of the entry of this Final Judgment
4 by cashier's check, certified check or postal money order, made
5 payable to the United States Treasury, which cashier's check,
6 certified check or postal money order shall be transmitted to the
7 Comptroller, Securities and Exchange Commission, 450 Fifth Street,
8 N.W., Stop 0-3, Washington, D.C. 20549, under cover of a letter
9 which identifies the defendant, the name and case number of this
10 litigation and the name of the Court. A copy of the cover letter
11 shall be simultaneously transmitted to counsel for the Commission at
12 its Los Angeles office.

13 III.

14 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the provisions
15 of the defendants' Consents filed concurrently with this Final
16 Judgment are incorporated by this reference, and that NACC,
17 Millstone and Johnson shall comply with their Consents.

18 IV.

19 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court
20 shall retain jurisdiction over this action for all purposes,
21 including to implement and enforce the terms of this Final Judgment
22 and other orders and decrees which may be entered, and to grant such
23 other relief as this Court may deem necessary and just.

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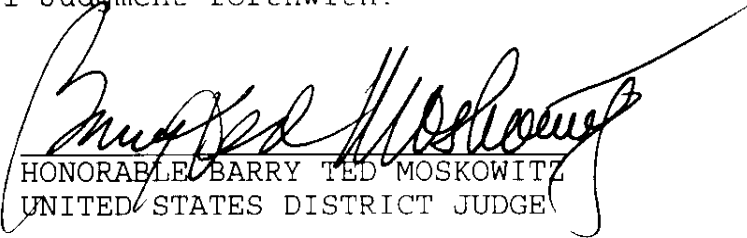
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There being no just reason for delay, the Clerk of the Court is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment forthwith.

DATED: *November 1, 1999*


HONORABLE BARRY TED MOSKOWITZ
UNITED STATES DISTRICT JUDGE