

Swain, J

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	00 Civ. <u>7290</u> (LTS)
	:	
ADRIAN A. ALEXANDER formerly	:	
known as "Adrian Antoniu," et al.	:	
	:	
Defendants,	:	
	:	

FINAL JUDGMENT AS TO DEFENDANT PATRICK J. ROONEY

Plaintiff Securities and Exchange Commission ("Commission") commenced this action by filing its Complaint alleging that Defendant Patrick J. Rooney ("Defendant") violated Sections 10(b) and 14(e) of the Securities Exchange Act of 1934 (the "Exchange Act") [15

U.S.C. §§ 78j(b), 78n(e)] and Rules 10b-5 and 14e-3 [17 C.F.R. §§ 240.10b-5, 240.14e-3] promulgated thereunder, and Defendant in his Consent filed simultaneously with the Complaint, waived service of process; entered a general appearance; consented to the venue of this action; admitted the jurisdiction of this Court over him and over the subject matter of this action; waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure; waived the filing of an Answer to the Complaint; waived any right he might have to appeal from the entry of this Final Judgment; and without admitting or denying the allegations of the Complaint, except as to jurisdiction, consented to the entry without further notice of this Final Judgment.

This Court has jurisdiction over Defendant and the subject matter of this action. The Court being fully advised in the premises, and there being no just reason for delay:

I.

IT IS HEREBY ORDERED, that Defendant Patrick J. Rooney, his agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with him who receive actual notice of the Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 (15 U.S.C. § 78j(b)) and Rule 10b-5 thereunder (17 C.F.R. § 240.10b-5) by, 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, in connection with the purchase or sale of any security, (1) employing any device, scheme or artifice to defraud, (2) making any untrue statement of a 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 (3) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS HEREBY FURTHER ORDERED, that Defendant Patrick J. Rooney, his agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with him who receive actual notice of the Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 thereunder [17 C.F.R. ¶ 240.14e-3] by, in connection with any tender offer or request or invitation for tenders, engaging in any fraudulent, deceptive, or manipulative act or practice by:

1. purchasing or selling or causing to be purchased or sold the securities sought or to be sought in such tender offer, securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities while in possession of material information relating to such tender offer that such person or persons know or have reason to know is nonpublic and know or have reason to know was acquired directly or indirectly from the offering person, the issuer of the securities sought or to be sought by such tender offer, or any officer, director, partner, employee or other person acting on behalf of the offering person or such issuer, unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed by press release or otherwise, or

2. communicating material, nonpublic information relating to a tender offer, which information such person or persons know or have reason to know is nonpublic and know or have reason to know was acquired directly or indirectly from the offering person, the issuer of the securities sought or to be sought in the tender offer, or any officer, director, partner, employee or other person acting on behalf of the offering person of such issuer, to any person under circumstances in which it is reasonably foreseeable that such communication is likely to result in the purchase or sale of securities in the manner described in Paragraph I(1), above, of this Final Judgment, except that this paragraph shall not apply to a communication made in good faith,

(a) to the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved in the planning, financing, preparation or execution of such tender offer;

(b) to the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons involved in the planning, financing, preparation or execution of the activities of the issuer with respect to such tender offer; or

(c) to any person pursuant to a requirement of any statute or rule or regulation promulgated thereunder.

III

IT IS HEREBY FURTHER ORDERED that Defendant Patrick J. Rooney shall disgorge a total of \$636,858, \$405,290 of which represents his gains and the gains of others

whose trading he is responsible for as alleged in the Complaint, and \$231,568 of which represents prejudgment interest thereon. Defendant shall deliver into the Registry of the Court within ten (10) business days of the entry of the Final Judgment a certified check, cashiers check, wire transfer, or money order in the amount of \$636,858, representing the sum total of the disgorgement and prejudgment interest amounts described above. Such payment shall thereafter be distributed in accordance with a Court approved plan for distribution of disgorgement funds to be proposed by the Commission. Defendant shall not be entitled to service of the plan proposed by the Commission, and shall not have the right to be heard with respect to the Court's consideration of such plan. Defendant further agrees that in no event shall any of the funds paid into the Registry of the Court revert directly or indirectly to him or his successors, heirs or assigns.

IV.

IT IS HEREBY FURTHER ORDERED, that the Clerk of the Court shall accept for deposit into an interest bearing account in the Court Registry Investment System in cash, check or wire transfer, Defendant's disgorgement payment of \$636,858. The Clerk of the Court shall deduct from the income on the investment a fee equal to ten percent (10 percent) of the income earned, but not exceeding the fee authorized by the Judicial Conference of the United States and set by the Director of the Administrative Office.

V.

IT IS HEREBY FURTHER ORDERED, that Defendant Patrick J. Rooney shall pay a civil penalty pursuant to Section 21(d)(3)(A) of the Exchange Act [15 U.S.C.

§ 78u(d)(3)(A)], in the total amount of \$405,290. Defendant shall deliver within ten (10) business days of the entry of the Final Judgment in this action a certified check, cashiers check, wire transfer, or money order in the amount of \$405,290, representing the penalty amount described above to:

Office of the Controller
Securities and Exchange Commission
6432 General Green Way, Stop O-3
Alexandria, VA 22312

The check shall be made payable to the "Securities and Exchange Commission," bearing on its face the caption, "SEC v. ALEXANDER, (HO-3018)." Defendant also shall deliver a photocopy of the check within ten (10) business days of the entry of the Final Judgment in this action to:

Erich T. Schwartz, Esq., Assistant Director
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549-0706.

VI

IT IS HEREBY FURTHER ORDERED, that the Consent be, and the same hereby is, incorporated herein with the same force and effect as if fully set forth herein.

VII

IT IS HEREBY FURTHER ORDERED, that Defendant Patrick J. Rooney shall fully comply with the undertakings set forth in the Consent.

VIII.

IT IS HEREBY FURTHER ORDERED, that this Court shall retain jurisdiction of

this matter for purposes of enforcing this Final Judgment.

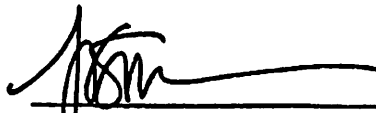
IX.

There being no just reason 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 and without further notice.

IT IS SO ORDERED.

Dated:

November 8th, 2000



UNITED STATES DISTRICT JUDGE