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NORTHERN DISTRICT OF CALIFORNIA

1 HELANE L. MORRISON (Calif. Bar No. 127752)  
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E-filing

10 UNITED STATES DISTRICT COURT  
11 NORTHERN DISTRICT OF CALIFORNIA  
12 SAN JOSE DIVISION

FILED

FEB 13 2002

RICHARD W. WIEKING  
CLERK, U.S. DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE

Handwritten initials and signature: *W. W. W.*

C 01-21071

13 SECURITIES AND EXCHANGE COMMISSION,  
14 Plaintiff,  
15 vs.  
16 QWAI HOONG LOW,  
17 Defendant.

Civil Action No.

~~PROPOSED~~ FINAL JUDGMENT OF  
PERMANENT INJUNCTION AND LEGAL  
AND OTHER EQUITABLE RELIEF  
AGAINST QWAI HOONG LOW

PVT

18 Plaintiff Securities and Exchange Commission ("Commission") has filed its Complaint  
19 for Permanent Injunction and Legal and Other Equitable Relief ("Complaint") in this action.  
20 Defendant Qwai Hoong Low ("Low"), who was represented by his counsel, has submitted a  
21 Consent to the Entry of Permanent Injunction and Legal and Other Equitable Relief ("Consent"),  
22 which was filed simultaneously with this Final Judgment of Permanent Injunction and Legal and  
23 Other Equitable Relief ("Final Judgment") and incorporated herein by reference. In the Consent,  
24 Low waived service of the Summons and Complaint, admitted the jurisdiction of this Court over  
25 him and over the subject matter of this action, admitted that he was fully advised and informed of  
26 the right to a judicial determination of this matter, waived findings of fact and conclusions of law

1  
2 as provided by Rule 52 of the Federal Rules of Civil Procedure, consented to the entry of this  
3 Final Judgment, without admitting or denying any of the allegations in the Complaint except as  
4 set forth in the Consent, and waived notice of hearing upon the entry of this Final Judgment.

5 Good cause appearing, the court orders as follows:

6 I.

7 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Low, his agents,  
8 servants, employees, attorneys, and all persons acting in concert or participation with him, who  
9 receive actual notice of this Final Judgment, by personal service or otherwise, and each of them,  
10 are permanently enjoined and restrained from, directly or indirectly, violating Section 10(b) of  
11 the Securities and Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5  
12 thereunder [17 C.F.R. § 240.10b-5] by:

13 A. employing any device, scheme, or artifice to defraud;

14 B. making any untrue statement of material fact or omitting to state a material fact  
15 necessary in order to make the statements made, in the light of the circumstances under which  
16 they were made, not misleading; or

17 C. engaging in any transaction, practice, or course of business which operates or  
18 would operate as a fraud or deceit upon any person, in connection with the purchase or sale of the  
19 securities of any issuer, by the use of any means or instrumentality of interstate commerce, or of  
20 the mails, or of any facility of any national securities exchange.

21 II.

22 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Low disgorge profits  
23 from his securities purchase that is the subject of this action in the amount of \$18,439.06, plus  
24 prejudgment interest in the amount of \$777.87. Payment of the disgorged amount and interest  
25 shall be made by cashier's check, certified check or postal money order payable to the United  
26 States Treasury within ninety (90) days of the entry of the Final Judgment. Such payment shall  
27

1  
2 be sent by certified mail to: Comptroller, Securities Exchange Commission, Operations Center,  
3 6432 General Green Way, Alexandria, VA 22312-0003, under cover of a letter which identifies  
4 the defendant, the caption and civil action number of this matter, this Court, and the  
5 Commission's internal case number (SF-2366-A). Copies of each of the cover letters shall be  
6 simultaneously transmitted to the attention of Helene Morrison, District Administrator, at the  
7 Commission's San Francisco District Office, 44 Montgomery Street, Suite 1100, San Francisco,  
8 CA 94104.

9 III.

10 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Low pay a civil  
11 penalty pursuant to Section 21A(a)(1)(A) of the Exchange Act [15 U.S.C. § 78u-1(a)(1)(A)] in  
12 the amount of \$18,439.06. Payment of the penalty shall be made by cashier's check, certified  
13 check or postal money order payable to the United States Treasury within ninety (90) days of the  
14 entry of the Final Judgment. Low shall pay postjudgment interest, as calculated pursuant to 28  
15 U.S.C. § 1961, on any amount of the \$18,439.06 penalty that remains outstanding ninety (90)  
16 days after the entry of this Final Judgment. All payments shall be made by cashier's check,  
17 certified check or postal money order, payable to the United States Treasury. Such payments  
18 shall be sent by certified mail to: Comptroller, Securities Exchange Commission, Operations  
19 Center, 6432 General Green Way, Alexandria, VA 22312-0003, under cover of a letter which  
20 identifies the defendant, the caption and civil action number of this matter, this Court, and the  
21 Commission's internal case number (SF-2366-A). Copies of each of the cover letters shall be  
22 simultaneously transmitted to the attention of the District Administrator at the Commission's San  
23 Francisco District Office, 44 Montgomery Street, Suite 1100, San Francisco, CA 94104.

24 IV.

25 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the attached Consent  
26 of Low, filed concurrently with this Final Judgment, is incorporated herein with the same force  
27

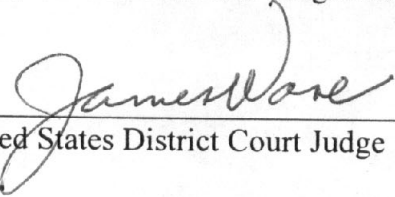
1  
2 and effect as if fully set forth herein and that Low shall fully comply with all of the undertakings  
3 and agreements incorporated in both documents.

4 V.

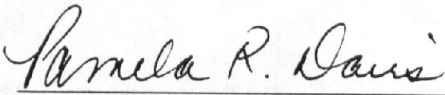
5 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain  
6 jurisdiction over this action for the purpose of implementing and carrying out the terms of all  
7 orders and decrees which may be entered herein and to entertain any suitable application or  
8 motion for additional relief within the jurisdiction of this Court.

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

11 Dated: ~~October 29~~, 2001 <sup>February 4, 2002</sup>

12   
13 United States District Court Judge

14  
15 APPROVED AS TO FORM:

16  
17   
18 Pamela Davis, Esq.  
19 Gray Cary Ware & Freidenrich LLP  
20 1755 Embarcadero Rd.  
21 Palo Alto, California 94303  
22 Attorney for Qwai Hoong Low