

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

MIRIAM SANTOS, PETER J. BURNS and  
MICHAEL F. HOLLENDONER,

Defendants.

Honorable James B. Zagel

C.A. No. 02-8236

**FINAL JUDGMENT AS TO DEFENDANT MIRIAM SANTOS**

The Securities and Exchange Commission having filed a Complaint and Defendant Miriam Santos ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or

indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using 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:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit 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) to engage 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, ADJUDGED, AND DECREED that Defendant shall pay disgorgement of \$7,500.00 together with prejudgment interest thereon in the amount of \$3,871.34, for a total of \$11,371.34. Defendant shall satisfy this obligation by paying \$11,371.34 within ten business days to the Clerk of this Court, together with a cover letter identifying Miriam Santos as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant may satisfy this obligation by obtaining the requisite funds from any of her assets and, if

such assets are insufficient to satisfy this obligation, Defendant agrees that she will obtain the requisite funds from any 401(k) or individual retirement account (IRA) owned by her, regardless of any tax penalty (or other penalty) that may be assessed on Defendant as a consequence of obtaining such amounts from her 401(k) or IRA account. Defendant shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendant. The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS"). These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS until further order of the Court. In accordance with the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The Commission may propose a plan to distribute the Fund subject to the Court's approval.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that:

- (a) Defendant shall pay a civil penalty in the amount of \$30,000 (the "Penalty Amount") pursuant to 15 U.S.C. § 78u(d)(3)(B)(ii).

(b) Defendant shall pay the Penalty Amount in twelve installments of \$2,500.00, plus post-judgment interest pursuant to 28 U.S.C. § 1961, every three months beginning within three months of the entry of this Final Judgment, as follows:

<b>Date</b>	<b>Amount of Principal</b>	<b>Post-Judgment Interest</b>	<b>Amount Due</b>
September 7, 2005	\$30,000.00	\$226.90	\$2,726.90
December 7, 2005	\$27,500.00	\$145.11	\$2,645.11
March 7, 2006	\$25,000.00	\$134.85	\$2,634.85
June 7, 2006	\$22,500.00	\$121.36	\$2,621.36
September 7, 2006	\$20,000.00	\$107.88	\$2,607.88
December 7, 2006	\$17,500.00	\$92.34	\$2,592.34
March 7, 2007	\$15,000.00	\$80.91	\$2,580.91
June 7, 2007	\$12,500.00	\$67.42	\$2,567.42
September 7, 2007	\$10,000.00	\$53.94	\$2,553.94
December 7, 2007	\$7,500.00	\$39.58	\$2,539.58
March 7, 2008	\$5,000.00	\$26.97	\$2,526.97
June 7, 2008	\$2,500.00	\$13.48	\$2,513.48

(c) Defendant shall make all payments set forth in subsection (b) of this paragraph III by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Miriam Santos as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment.

(d) If Defendant fails to make any payment according to the schedule set forth in subsection (b) of this paragraph III, all outstanding payments under this Final Judgment, including post-judgment interest, shall become due and payable immediately.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that the determination to impose a civil penalty of \$30,000, and to permit the payment of this civil penalty pursuant to the payment plan set forth in section (b) of paragraph III, above, is contingent upon the accuracy and completeness of Defendant's Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant's representations to the Commission concerning her assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion, petition the Court for an order requiring Defendant to pay immediately the maximum civil penalty allowable under 15 U.S.C. § 78u(d)(3) for the conduct alleged in the complaint, less any amounts of the Penalty Amount that had been previously paid by Defendant under the payment plan set forth in paragraph III above. In connection with any such petition, the only issue shall be whether the financial information provided by Defendant was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time

such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery.

Defendant may not, by way of defense to such petition: (1) challenge the validity of this Consent or the Final Judgment; (2) contest the allegations in the complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

V.

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

VI.

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

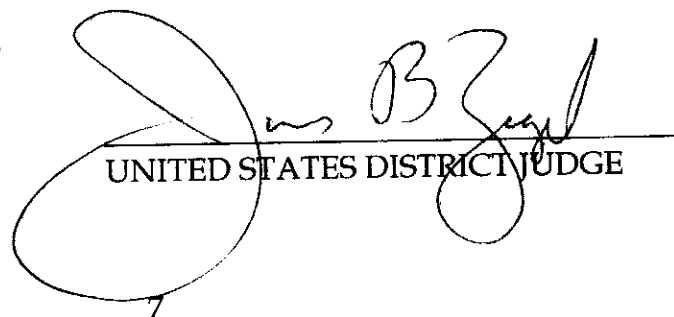
VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Commission shall provide Defendant written notice in the event it takes any action in this Court to enforce the terms of this Final Judgment, and will provide Defendant five (5) days following receipt of such notice to comply with the terms of this Final Judgment. To the extent that the Commission's intended action relates to misstatements contained in Defendant's sworn financial statement or violations of the terms of her Consent, the Commission shall provide Defendant with five (5) business days following receipt of notice of such misstatements or violations in which to provide a written response, explanation or to take corrective measures. The fact that Defendant may provide such written response, explanation or attempt corrective measures does not limit in any way the Commission's right to seek relief in Court, pursuant to Section IV of this Final Judgment or otherwise, for any such misstatements or violations.

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: 7 June, 2005

  
UNITED STATES DISTRICT JUDGE