

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

Case No. 02-81116-CIV-MIDDLEBROOKS/VITUNAC

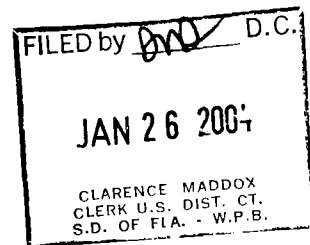
SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

NUTRITION SUPERSTORES.COM, INC.,  
ADVANCED WOUND CARE, INC.,  
FRANCHISE DIRECT, INC.,  
ANTHONY F. MUSSO, Jr.,  
JEFFERY GILL,  
WAYNE SANTINI, and  
ANDREW W. DONEY,

Defendants.



**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER  
RELIEF AGAINST DEFENDANT ANTHONY F. MUSSO**

Plaintiff Securities and Exchange Commission ("SEC" or "Commission") commenced this action by filing its Complaint against, among others, Defendant Anthony F. Musso ("Defendant") in connection with stock offerings made by Nutrition Superstores.com, Inc. and Advanced Wound Care, Inc ("AWC"). In its Complaint, the Commission sought, among other relief, a permanent injunction to prohibit violations by the Defendant of Sections 5(a), 5(c), 17(a)(1), 17(a)(2) and 17 (a)(3) of the Securities Act of 1933 ("Securities Act"), Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 ("Exchange Act"), and Rule 10b-5, thereunder; an order providing for disgorgement and pre-judgment interest thereon; the imposition of a civil money penalty against Defendant pursuant to Section 20(d) of the Securities Act and Section 21(d) of the Exchange Act; and an officer and director bar pursuant to Section 21(d)(2) of the Exchange Act.

Defendant, by the Consent affixed hereto, without admitting or denying any of the allegations in the Commission's Complaint or any other paper filed herein, except as to

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the jurisdiction of this Court, has agreed to the entry of this Final Judgment of Permanent Injunction and Other Relief (“Final Judgment”). This Court having accepted such Consent and this Court having jurisdiction over the Defendant and the subject matter hereof, and the Court being fully advised in the premises.

**I.**

**VIOLATION OF SECTIONS 5(a)  
AND 5(c) OF THE SECURITIES ACT**

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that Defendant, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with him, and each of them, directly or indirectly, who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly:

- (a) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell any security, in the form of units, common stock, warrants or any other security, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect with the Commission as to such security;
- (b) carrying or causing to be carried through the mails or in interstate commerce, by means or instruments of transportation, any security, in the form of units, common stock, warrants or any other security, for the purpose of sale or delivery after sale, unless and until a registration statement is in effect with the Commission as to such security; or
- (c) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy any

security, in the form of units, common stock, warrants or any other security, through the use or medium of any prospectus or otherwise, unless and until a registration statement is filed with the Commission as to such security, or while a registration statement filed with the Commission as to such security is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act, 15 U.S.C. § 77h,

in violation of Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c).

## II.

### **FRAUD IN VIOLATION OF SECTION 17(a) OF THE SECURITIES ACT**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with him, and each of them, directly or indirectly, who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in the offer or sale of any security, by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails:

- (a) knowingly employing any device, scheme or artifice to defraud;
- (b) obtaining money or property by means of any untrue statement of material fact or omission to state any material fact necessary in order to make the statement made, in light of the circumstances under which it was made, not misleading; or
- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon purchasers or prospective purchasers of any such security,

in violation of Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3).

**III.**  
**FRAUD IN VIOLATION OF SECTION 10(b) OF**  
**THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with him, and each of them, directly or indirectly, who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from, knowingly, willfully, or recklessly, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice to defraud;
- (b) making any untrue statements of 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
- (c) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

**IV.**

**SECTION 20(a) -- CONTROL PERSON -- SECTION 10(b) OF THE EXCHANGE  
ACT AND RULE 10b-5 THEREUNDER**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant, his agents, servants, employees, attorneys, and those persons in active concert or participation with him, who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby restrained and enjoined from directly or indirectly, controlling any person who violates Sections 5(a), 5(c) and 17(a) of the Securities Act, 15 U.S.C. §§ 77e(a), 77e(c) and 77q(a) and Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder, unless Defendant acts in good faith and does not directly or indirectly induce the act or acts constituting the violation, Section 20(a) of the Exchange Act, 15 U.S.C. § 78t-1.

**V.**

**OFFICER AND DIRECTOR BAR**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that, pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), Defendant is hereby permanently barred from acting as an officer or director of any issuer that has a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

VI.

**DISGORGEMENT & CIVIL PENALTY**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant shall pay disgorgement in the amount of \$98,927.30, representing the proceeds he received as a result of the conduct alleged in the Complaint. Defendant shall pay \$75,000, plus post-judgment interest thereon, at the statutory rate, in accordance with the below-stated payment plan. Based upon Defendant's sworn representations in his Statement of Financial Condition dated August 5, 2003 ("Defendant's Statement of Financial Condition"), and other documents submitted to the Commission, payment of the remaining \$23,927.30 of disgorgement is waived, contingent upon the accuracy and completeness of Defendant's Statement of Financial Condition.

Based on Defendant's sworn representations in Defendant's Statement of Financial Condition, and other documents submitted to the Commission, the Court is not ordering him to pay a civil penalty, is not ordering him to pay all of the disgorgement and is not ordering him to pay pre-judgment interest thereon. This determination to not impose a penalty, to not impose payment of all of the disgorgement and to not impose pre-judgment interest thereon is contingent upon the accuracy and completeness of Defendant's Statement of Financial Condition, and other documents submitted to the Commission. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant's representations to the Commission concerning his 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 and without prior notice to Defendant, petition the Court for an order requiring Defendant to pay

the full amount of the disgorgement, pre-judgment interest thereon and the maximum civil penalty allowable under the law. 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 the Consent or the Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment interest 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.

## VII.

### PAYMENT INSTRUCTIONS

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant shall pay the \$75,000 of disgorgement ordered herein, plus post-judgment interest thereon, which shall start accruing 90 days after the entry of this Final Judgment, by transmitting the following payments on the date(s) specified herein: 90 days after entry of this Final Judgment, Defendant shall pay \$10,000; thereafter, every thirty days, until Defendant fully satisfies his order to pay disgorgement, plus post-judgment interest

thereon, Defendant shall make payments of \$3,611.11 ("Payment Plan"). If at any time after the filing of this Complaint, Defendant receives proceeds, directly or indirectly, from selling any or all of his interest in AWC's stock ("Proceeds"), then one-half of the Proceeds shall become due and payable, within ten days of Defendant receiving the Proceeds, to the extent, Defendant still owes payments under the Payment Plan.

All payments made by Defendant shall be made by U.S. postal money order, certified check, bank cashier's check or bank money order payable to the U.S. Securities and Exchange Commission, and transmitted to the Comptroller, U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, under cover of a letter that identifies Defendant, the caption and case number of this action and the name of this Court. Copies of such check and accompanying cover letter shall be simultaneously transmitted to Christopher E. Martin, Senior Trial Counsel, U.S. Securities and Exchange Commission, Southeast Regional Office, 801 Brickell Avenue, Suite 1800, Miami, Florida 33131.

#### VIII.

##### **INCORPORATION OF CONSENT**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant shall comply with the provisions of the Consent attached hereto, and that such Consent is incorporated herein by reference as if fully set forth herein.

#### IX.

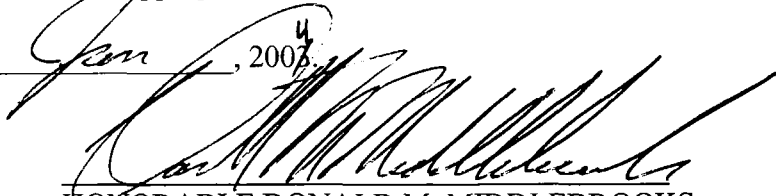
##### **RETENTION OF JURISDICTION**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that this Court shall retain jurisdiction over this matter and Defendant in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any



suitable application or motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

Dated this 26 day of Jan, 2004.



HONORABLE DONALD M. MIDDLEBROOKS  
UNITED STATES DISTRICT JUDGE

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