

UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION,
450 Fifth Street, N.W.
Washington, D.C. 20549,

Plaintiff,

v.

GEOFFREY ETHERINGTON II,
MARIE A. ETHERINGTON,
HAROLD W. ETHERINGTON,
NORA H. ETHERINGTON,
A&D COMPONENTS INC.,
CHARLES E. ETHERINGTON,
CHRISTOPHER D. ANDERSON,
ALISON J. ANDERSON, and
NELLIE M. CARDI,

Defendants.

Civil Action No.

02-1001

FILED

APR 24 2002

NANCY MAYER WHITTINGTON, CLERK
U S DISTRICT COURT

~~PROPOSED~~ **FINAL JUDGMENT OF PERMANENT INJUNCTION
AND OTHER RELIEF AS TO NELLIE M. CARDI**

Plaintiff Securities and Exchange Commission has commenced this action by filing its Complaint.

Defendant NELLIE M. CARDI (CARDI) in the attached Consent and Undertakings of Nellie M. Cardi (Consent), incorporated herein by reference, has entered a general appearance; admitted the jurisdiction of the Court over her and over the subject matter of this action; waived the filing of an answer and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure; and, without admitting or denying the allegations of

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the Complaint (except as to jurisdiction, which she admits), consented to the entry of this Final Judgment.

It further appearing that the Court has jurisdiction over CARDI and the subject matter of this action:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that CARDI, her agents, servants, employees, attorneys, and those persons in active concert and participation with them who receive actual notice of the Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from, directly or indirectly, through the use of any means or instrumentality of interstate commerce or of the mails, or of the facilities of a national securities exchange:

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

in connection with the purchase or sale of any security, in violation of Section 10(b) the Securities Exchange Act of 1934 (Exchange Act) and Exchange Act Rule 10b-5 [17 C.F.R. §240.10b-5].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that CARDI shall pay disgorgement of \$59,606, representing alleged profits from transactions in the securities of Aquarion Company, plus prejudgment interest of \$13,774, for a total of \$73,380, less any amount of this disgorgement and interest that may actually be paid by the following defendants, who are jointly and severally liable for this disgorgement and interest as follows:

(1) Defendant Geoffrey Etherington II: disgorgement of \$59,606, plus prejudgment interest of \$13,774;

(2) Defendant Marie A. Etherington: disgorgement of \$59,606, plus prejudgment interest of \$13,774.

CARDI shall pay \$73,380 to the Registry of the Court within ten days of entry of the Final Judgment (less any amount of this disgorgement and interest that may actually be paid by the co-defendants as specified above in this paragraph). Such payment shall be made by cashier's check, certified check, or United States postal money order drawn to the order of "Clerk, United States District Court, District of Columbia." A copy of the money order or check shall be sent to William R. Baker III, Associate Director, Division of Enforcement, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549-0801. The Clerk of this Court, or the financial Deputy Clerk, is hereby directed to deposit the check or money order into an account for this case with the Court Registry Investment System (the C.R.I.S. Account). Funds in the C.R.I.S. Account shall be held until further order of this Court. Upon payment of the funds

into the C.R.I.S. Account, CARDI relinquishes all rights, as well as the rights of her heirs, successors, or assigns, to these monies and any interest thereon.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that NELLIE M. CARDI shall pay a civil penalty of \$59,606 pursuant to Section 21A of the Exchange Act [15 U.S.C. Section 78u-1]. CARDI shall pay that amount to the United States Treasury within ten days of entry of the Final Judgment. Such payment shall be (a) made by United States postal money order, certified check, bank cashier's check or bank money order; (b) made payable to the Securities and Exchange Commission; (c) hand-delivered or mailed to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (d) submitted with a cover letter that identifies Nellie M. Cardi as a defendant in this action, the caption and the civil action number of this action, and the name of this Court. A copy of the cover letter and money order or check shall also be sent to William R. Baker III, Associate Director, Division of Enforcement, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the annexed Consent and Undertakings of Defendant Nellie M. Cardi be, and hereby is, incorporated herein with the same force and effect as if fully set forth herein.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including the implementation and enforcement of this Final Judgment.

Dated: April 23, 2002


United States District Judge