



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Case No. 03-62251-Civ.-Martinez/Klein

SECURITIES AND EXCHANGE COMMISSION,)
)
Plaintiff,)
)
v.)
)
OP SIS TECHNOLOGIES INTERNATIONAL, INC.,)
ET AL.,)
)
Defendants.)
_____)

**FINAL JUDGMENT BY DEFAULT AS TO DEFENDANTS
OP SIS TECHNOLOGIES INTERNATIONAL, INC.; M&T CONSULTING
GROUP, LLC; JOSEPH CATAPANO; AND AARON ANDRZEJEWSKI**

Plaintiff Securities and Exchange Commission (“Commission”) having commenced this action on December 22, 2003 by filing a complaint (“Complaint”) for injunctive and other relief, charging, among others, Opsis Technologies International, Inc. (“Opsis”); M&T Consulting Group, LLC (“M&T”); Joseph Catapano (“Catapano”); and Aaron Andrzejewski a/k/a/ Aaron Andrews (“Andrews”) (collectively the “Defaulting Defendants”), with violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)], Sections 10(b) and 15(a) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. §§ 78j(b) and 78o(a)], and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], and following the issuance and timely service of the summons and Complaint upon the Defaulting Defendants, and following the Defaulting Defendants’ failure to answer or otherwise respond to the Complaint, within the time provided by the Federal Rules of Civil Procedure, the Clerk

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entered default against the Defaulting Defendants on June 28, 2004. Based on the default of the Defaulting Defendants, Plaintiff's Motion for Final Judgment by Default as to the Defaulting Defendants and the supporting Declaration of James Kasmarcik, the Court finds that all of the factual allegations of the Complaint are true with respect to the Defaulting Defendants. There being no just cause for delay, the Court hereby enters judgment against the Defaulting Defendants as follows, pursuant to Rules 54(b) and 55(c) of the Federal Rules of Civil Procedure:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the Defaulting Defendants be, and hereby are, permanently enjoined from, directly or indirectly:

- (A) making use of any means or instrument of transportation or communication in interstate commerce or of the mails to sell any security of any issuer, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect as to such securities; or
- (B) carrying or causing to be carried through the mails or in interstate commerce, by any means or instrument of transportation, for the purpose of sale or for delivery after sale, any security of any issuer, unless and until a registration statement is in effect as to such securities; or
- (C) making use of any means or instrument of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security of any issuer, unless and until a registration statement has been filed with the Commission as to such securities, or while a registration statement as to such securities is the subject of a

refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act,

in violation of Section 5 of the Securities Act [15 U.S.C. §§77e].

II.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the Defaulting Defendants be, and hereby are, permanently enjoined from, directly or indirectly, in the offer or sale of securities, by the use of any means or instrument of transportation or communication in interstate commerce or by the use of the mails:

- (A) employing any device, scheme, or artifice to defraud;
- (B) obtaining money or property by means of any untrue statement of a material fact or omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were 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 the purchaser,

in violation of Section 17(a) of the Securities Act [15 U.S.C. §§ 77q(a)].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Defaulting Defendants be, and hereby are, permanently enjoined from, directly or indirectly, 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 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 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 thereunder [17 C.F.R. § 240.10b-5].

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that M&T be, and hereby is, permanently enjoined from making use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptances, or commercial bills) without registering with the Commission as a broker or dealer pursuant to Section 15(b) of the Exchange Act, in violation of Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)].

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Catapano and Andrews be, and hereby are, permanently enjoined from making use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptances, or commercial bills) without being associated with a registered broker or dealer, in violation of Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)].

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defaulting Defendants be, and hereby are, permanently barred from directly or indirectly, participating in an offering of penny stock, as defined in Rule 3a51-1 under the Exchange Act, including engaging in activities with a broker, dealer or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock pursuant to Section 21(d)(6)(A) of the Exchange Act [15 U.S.C. § 78u(d) (amended at Pub. L. No. 107-204, § 603)].

VII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that the Defaulting Defendants are jointly and severally liable for disgorgement of \$4,733,909, representing the approximate profits gained as a result of the conduct alleged in the Complaint which amount to \$4,598,517, together with prejudgment interest thereon in the amount of \$135,392, pursuant to Section 20(b) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(5) of the Exchange Act [15 U.S.C. § 77u(d)]. Each of the Defaulting Defendants shall also pay the maximum civil penalty per violation pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant Opsis is hereby ordered to pay \$ 550,000 in civil penalties. Defendant M&T is hereby ordered to pay \$ 550,000 in civil penalties. Defendant Catapano is hereby ordered to pay \$ 110,000 in civil penalties. Defendant Andrews is hereby ordered to pay \$ 110,000 in civil penalties. The Commission may enforce the Court's judgment for disgorgement, prejudgment interest and civil penalties by moving for civil contempt (and/or through other collection procedures authorized by law) at any time after ten days following entry of this Final

Judgment. In response to any such civil contempt motion by the Commission, the defendant may assert any legally permissible defense. Payment shall be made as follows:

- (A) The Defaulting Defendants shall satisfy these obligations by cashier's check, certified check or postal money order payable to "Clerk of the Court – Southern District of Florida" at the United States District Court for the Southern District of Florida, 301 North Miami Avenue, Room 150, Miami, Florida 33128-7788, together with a cover letter identifying the defendant; setting forth the title and civil action number of this litigation and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. By making this payment, the Defaulting Defendants relinquish all legal and equitable right, title and interest in such funds, and no part of the funds shall be returned to the Defaulting Defendants.
- (B) Defaulting Defendants shall simultaneously transmit copies of such payment, front and back, as well as any accompanying correspondence, to the Commission, c/o Robert J. Keyes, Branch Chief, U.S. Securities and Exchange Commission, Northeast Regional Office, 233 Broadway, New York, NY 10279. Such transmission shall be made under cover of a letter that identifies the defendant, the title and civil action number of this litigation, the name of this Court, and the Commission case number "NY-7168."
- (C) The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS Account"). These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS Account until further order of the Court. In accordance with 28 U.S.C.

§ 1914 and 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.

- (D) The Commission may by motion propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that the Fund be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Final Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, the Defaulting Defendants shall not, after offset or reduction in any Related Investor Action, based on the Defaulting Defendants' payment of disgorgement in this action, further benefit by offset or reduction in any part of the Defaulting Defendants' payment of civil penalties in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, the Defaulting Defendants shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission, c/o Robert J. Keyes, Branch Chief, U.S. Securities and Exchange Commission, Northeast Regional Office, 233 Broadway, New York, NY 10279 and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount

of the civil penalty imposed in this Final Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against any of the Defaulting Defendants by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, pursuant to Federal Rule of Civil Procedure 65(d), this Final Judgment is binding upon the Defaulting Defendants and each of their officers, agents, servants, employees, and attorneys-in-fact, who receive actual notice of this Final Judgment by personal service or otherwise.

IX.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this matter for all purposes, including, but not limited to, implementing and enforcing the terms and conditions of this Final Judgment.

X.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that there being no just reason for delay, the Clerk of the Court is hereby directed to enter this judgment pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

DONE AND ORDERED in Chambers at Miami, Florida this 1 day of March, 2005.


UNITED STATES DISTRICT JUDGE

Copies provided to:
All Counsel of Record
Magistrate Judge Klein