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CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION AT SANTA ANA
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CENTRAL DISTRICT OF CALIF.
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UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

PETRO RESOURCES CORP., CLINTON
SAMUEL MCCLINTOCK, AUSTRAL OIL &
EXPLORATION, INC., MYRON J. PALERMO,
ITS CONSULTING, INC., INTEGRITY
FINANCIAL GROUP, TRITECH INVESTMENT
GROUP, LTD., ALAN B. BAIOCCHI, DAVID
E. MORRIS, and JAMES SILVER,

Defendants.

Case No. SA CV 00-17 AHS (EEx)

FINAL JUDGMENT OF PERMANENT
INJUNCTION AND OTHER RELIEF AS
TO CLINTON S. MCCLINTOCK

The Plaintiff Securities and Exchange Commission ("Commission") has filed its Complaint seeking permanent injunctions and other relief in this action. The Defendant Clinton S. McClintock ("McClintock") has submitted his Consent, which is incorporated by reference. In his Consent, Defendant McClintock enters a general appearance in this case, admits the jurisdiction of this Court over him and the subject matter of

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2 this action, acknowledges service of the Amended Complaint on
3 him, waives the filing of an Answer, waives a trial,
4 presentation of evidence, and adjudication of issues of fact or
5 law, waives the entry of findings of fact and conclusions of law
6 pursuant to Rule 52 of the Federal Rules of Civil Procedure, and
7 waives any right he might have to appeal from the entry of this
8 Final Judgment. Without admitting or denying any of the
9 allegations of the Complaint, except as to jurisdiction,
10 Defendant McClintock consents to the entry of this Final
11 Judgment of Permanent Injunction.

12 It appearing that this Court has jurisdiction over
13 Defendant McClintock and the subject matter of this case, and
14 the Court being fully advised in the premises and there being no
15 just cause for delay:
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17 I.

18 IT IS ORDERED, ADJUDGED AND DECREED that Defendant
19 McClintock, his officers, agents, servants, and employees, and
20 those persons in active concert or participation with them who
21 receive actual notice of this Final Judgment by personal
22 service or otherwise, and each of them, be and they hereby are
23 permanently restrained and enjoined from violating Sections
24 5(a) and (c) of the Securities Act of 1933 ("Securities Act")
25 [15 U.S.C. § 77e(a) and (c)] by, directly or indirectly, in the
26 absence of any applicable exemption:
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2 (a) making use of any means or instruments of
3 transportation or communication in interstate commerce or
4 of the mails to sell the securities of any issuer, through
5 the use or medium of any prospectus or otherwise, unless
6 and until a registration statement is in effect as to such
7 securities;

8 (b) carrying or causing to be carried through the
9 mails or in interstate commerce, by any means or
10 instruments of transportation, for the purpose of sale or
11 for delivery after sale, the securities of any issuer,
12 unless and until a registration statement is in effect as
13 to such securities; or

14 (c) making use of any means or instruments of
15 transportation or communication in interstate commerce or
16 of the mails to offer to sell or offer to buy through the
17 use or medium of any prospectus or otherwise the
18 securities of any issuer, unless and until a registration
19 statement has been filed with the Securities and Exchange
20 Commission as to such securities, or while a registration
21 statement as to such securities is the subject of a
22 refusal order or stop order or (prior to the effective
23 date of the registration statement) any public proceeding
24 or examination under Section 8 of the Securities Act [15
25 U.S.C. § 77h].
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II.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant McClintock and his officers, agents, servants, employees, and those persons in active concert or participation with them, who receive actual notice of this order by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from, directly or indirectly violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] by using any means or instruments of transportation or communication in interstate commerce, or using the mails, in the offer or sale of any securities, to:

- a. employ any device, scheme, or artifice to defraud;
- b. obtain money or property by means of any untrue statement of a material fact or any omission 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. engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon any purchaser.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant McClintock and his officers, agents, servants, employees, and those persons in active concert or participation with them who

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2 receive actual notice of this order by personal service or
3 otherwise, and each of them, be and hereby are restrained and
4 enjoined from, directly or indirectly, violating Section 10(b)
5 of the Securities Exchange Act of 1934 ("Exchange Act") [15
6 U.S.C. § 78j(b)], and Rule 10b-5 promulgated thereunder [17
7 C.F.R. § 240.10b-5], by using any means or instrumentality of
8 interstate commerce, or of the mails, or of any facility of any
9 national securities exchange, to:

- 10 a. employ any device, scheme, or artifice to defraud;
11 b. make any untrue statement of a material fact or to
12 omit to state a material fact necessary in order to
13 make the statements made, in light of the
14 circumstances under which they were made, not
15 misleading; or
16 c. engage in any act, practice, or course of business
17 which operates or would operate as a fraud or deceit
18 upon any person,
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20 in connection with the purchase or sale of any security.

21 IV.

22 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, based
23 upon McClintock's sworn representations concerning his financial
24 condition, the Court is not ordering him to pay disgorgement or
25 a civil penalty pursuant to Section 21(d)(3) of the Exchange Act
26 [15 U.S.C. §78u(d)(3)] and Section 20(d) of the Securities Act
27 [15 U.S.C. §77t(d)]. If at any time following the entry of this
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2 Final Judgment the Commission obtains information indicating
3 that McClintock's representations to the Commission concerning
4 his assets, income, liabilities, or net worth were fraudulent,
5 misleading, inaccurate or incomplete in any material respect as
6 of the time such representations were made, the Commission may,
7 at its sole discretion and without prior notice to McClintock,
8 petition this Court for an order requiring McClintock to pay
9 disgorgement and a civil penalty. In connection with any such
10 petition, the only issues shall be whether the financial
11 information provided by McClintock was fraudulent, misleading,
12 inaccurate or incomplete in any material respect as of the time
13 such representations were made, and the amount of disgorgement
14 and civil penalty to be ordered. In its petition, the
15 Commission may move this Court to consider all available
16 remedies, including, but not limited to, ordering McClintock to
17 pay funds or assets, directing the forfeiture of any assets, or
18 sanctions for contempt of this Final Judgment, and the
19 Commission may also request additional discovery. McClintock
20 may not, by way of defense to such petition, challenge the
21 validity of his Consent or the Final Judgment, contest the
22 allegations in the Complaint filed by the Commission, or assert
23 that payment of disgorgement or a civil penalty should not be
24 ordered.
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V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant McClintock shall comply with his undertaking that, at the Commission's request, on reasonable notice and without service of a subpoena, he will cooperate with the Commission and its staff and truthfully disclose all information with respect to his activities and the activities of others about which the Commission or its staff may inquire; testify in all investigations, administrative and judicial proceedings at which the Commission or its staff makes requests for his testimony; make himself available as may be required by the Commission or its staff; produce any documents within his possession, custody or control, domestic or foreign, which are requested by the Commission or its staff; be accompanied at any time he so desires by counsel of his choice; give truthful and accurate information and testimony and not assert any evidentiary or other privilege, other than the attorney-client and work product privileges; and in the event of his failure to testify truthfully or to comply with the above requirements, be subject to contempt proceedings, charges of perjury and/or charges of obstruction of justice.

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VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the attached Consent of Defendant McClintock be incorporated by reference with the same force and effect as if fully set forth herein.

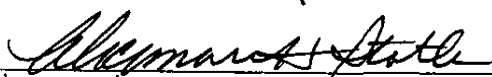
VII.

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

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that there being no just reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure to enter this Final Judgment forthwith and without further notice.

DATED this 31st day of October, 2002.



Alicemarie H. Stotler
United States District Judge