

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

FILED by WV D.C.
JUL 10 2000
CLARENCE MADDOX
CLERK U.S. DIST. CT.
S.D. OF FLA. - MIAMI

SECURITIES AND EXCHANGE COMMISSION,

) CASE NO.

Plaintiff,

00-2387

v.

MICHAEL A. PUHR,

CIV KING
MAGISTRATE JUDGE
O'SULLIVAN

Defendant.

FINAL JUDGMENT OF PERMANENT INJUNCTIVE AND OTHER RELIEF

On July 6, 2000, Plaintiff, Securities and Exchange Commission ("Commission"), filed an action against Defendant Michael A. Puhr ("Puhr"). Securities and Exchange Commission v. Michael A. Puhr, No. _____. Puhr, by his 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 the jurisdiction of this Court, has agreed to the entry of this Final Judgment of Permanent Injunction and Other Relief ("Permanent Injunction"). This Court having accepted such Consent and this Court having jurisdiction over Puhr and the subject matter hereof, and the Court being fully advised of the premises,

I.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 17(A)(1) OF THE SECURITIES ACT OF 1933**

IT IS HEREBY ORDERED that Puhr, his agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, are hereby permanently restrained and enjoined from directly or indirectly, by

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use of any means or instruments of transportation or communication in interstate commerce, or by the use of the mails, in the offer or sale of securities, knowingly, willfully or recklessly employing devices, schemes or artifices to defraud, in violation of Section 17(a)(1) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q(a)(1).

II.

**PERMANENT INJUNCTIVE RELIEF --
SECTIONS 17(A)(2) & (3) OF THE SECURITIES ACT**

IT IS HEREBY FURTHER ORDERED that Puhr, his agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, in the offer or sale of securities, (i) obtaining money or property by means of untrue statements of material facts or omissions to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading; or (ii) engaging in acts, practices and courses of business which have operated and will operate as a fraud or deceit upon purchasers and prospective purchasers of such securities, in violation of Sections 17(a)(2) & (3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(2) & (3).

III.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 10(B) OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 10B-5**

IT IS HEREBY FURTHER ORDERED that Puhr, his agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, who

receive notice of this Final Judgment, are hereby permanently restrained and enjoined from directly or indirectly, by use of 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 securities, knowingly, willfully or recklessly: (i) employing devices, schemes or artifices to defraud; (ii) making untrue statements of material facts and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (iii) engaging in acts, practices and courses of business which have operated, are now operating or will operate as a fraud upon the purchasers of such securities, in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

IV.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 13(A) OF THE EXCHANGE ACT AND RULES 12B-20 AND 13A-11**

IT IS HEREBY FURTHER ORDERED that Puhr, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, are hereby permanently restrained and enjoined from violating Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20 and 13a-11 thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-11] by, directly or indirectly, filing or causing any issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or Section 15(d) of the Exchange Act [15 U.S.C. § 78o] to file any information, reports or documents as are required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and the Commission's Rules thereunder, including, but not

limited to, current reports on Form 8-K [17 C.F.R. § 249.308] as prescribed by Commission Rule 13a-11 [17 C.F.R. § 240.13a-11] that contain any untrue statement of material fact, that omit to state any material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading, or which omits to disclose any information required to be disclosed;

V.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 13(B)(2)(A) OF THE EXCHANGE ACT**

IT IS HEREBY FURTHER ORDERED that Puhr, his agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, are hereby permanently restrained and enjoined from violating Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] and Rule 13b2-1 thereunder [17 C.F.R. §§ 240.13b2-1] by, directly or indirectly, causing any issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78I] or Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] to fail to make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer;

VI.

**PERMANENT INJUNCTIVE RELIEF --
RULE 13B2-1 UNDER THE EXCHANGE ACT**

IT IS HEREBY FURTHER ORDERED that Puhr, his agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, who

receive notice of this Final Judgment, are hereby permanently restrained and enjoined from violating Rule 13b2-1 under the Exchange Act [17 C.F.R. §§ 240.13b2-1] by, directly or indirectly, falsifying or causing to be falsified any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)];

VII.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 13(B)(5) OF THE EXCHANGE ACT**

IT IS HEREBY FURTHER ORDERED that Puhr, his agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, who receive notice of this Final Judgment, are hereby permanently restrained and enjoined from violating Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] by, directly or indirectly, knowingly circumventing or failing to implement a system of internal accounting controls or knowingly falsifying any book, record or account described in Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)];

VIII.

PENALTIES

IT IS HEREBY FURTHER ORDERED that, based on Puhr's sworn Statements of Financial Condition dated November 30, 1999, and submitted to the Commission the Court is not ordering Puhr to pay a civil penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d) . The determination not to impose a civil penalty is contingent upon the accuracy and completeness of Puhr's sworn Statements of Financial Condition dated November 30, 1999, and submitted to the Commission. If at any time following the entry of this Permanent Injunction the

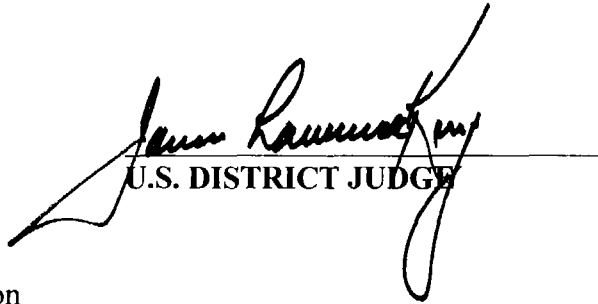
Commission obtains information indicating that Puhr's financial representations were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion, petition this Court for an order requiring Puhr to pay a civil penalty. In connection with any such petition, the only issues shall be whether the financial information provided by Puhr was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Puhr to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Permanent Injunction, and the Commission may also request additional discovery. Puhr may not, by way of defense to such petition, challenge the validity of its Consent or the Permanent Injunction, contest the allegations in the Complaint filed by the Commission, or assert that the payment of a civil penalty should not be ordered.

IX.

RETENTION OF JURISDICTION

IT IS HEREBY FURTHER ORDERED that this Court shall retain jurisdiction over this matter and Puhr 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.

DONE AND ORDERED at 1:00 o'clock, P m. this 10 day of July, 2000,
in Miami, Florida.


U.S. DISTRICT JUDGE

Copies to:
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