

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

FILED by _____ D.C.
OCT 23 1997
CARLOS B. DE LA
CLERK U.S. DIST. CT.
S.D. OF FLA. FT. LAUD.

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,
v.
MITCHELL A. HAMMER and
JOSEPH LETZELTER, JR.,
Defendants.

CIVIL ACTION NO:
97-6892-CIV-ZLOCH
FINAL JUDGMENT OF
PERMANENT INJUNCTION
AND OTHER RELIEF AS TO
JOSEPH LETZELTER, JR.

Plaintiff Securities and Exchange Commission ("SEC") commenced this action by filing its complaint against Defendants Mitchell A. Hammer and Joseph Letzelter, Jr. ("Letzelter"). Defendant Letzelter, by the Consent annexed hereto, without admitting or denying any of the allegations of the SEC's Complaint, except as to the jurisdiction of this Court over him and over the subject matter of this action, has agreed to the entry of this Final Judgment of Permanent Injunction and Other Relief ("Final Judgment"). This Court, having jurisdiction over Defendant Letzelter and over the subject matter hereof, and the Court having accepted such Consent and being fully advised in the premises,

I.

FRAUD IN VIOLATION OF SECTION 17(a)
OF THE SECURITIES ACT OF 1933

IT IS HEREBY ADJUDGED that Defendant Letzelter, his officers, agents, servants, employees, attorneys in fact, 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, be and they hereby are, 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 of 1933 [15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3)].

II.

**FRAUD IN VIOLATION OF SECTION 10(b) OF
THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 10b-5 THEREUNDER**

IT IS FURTHER **ADJUDGED** that Defendant Letzelter, his officers, agents, servants, employees, attorneys in fact, 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, be and

they hereby are, permanently restrained and enjoined from, knowingly and willfully, 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 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.

III.

**RECORDKEEPING VIOLATIONS OF SECTION
13(b)(5) OF THE EXCHANGE ACT AND RULE 13b2-1**

IT IS FURTHER **ADJUDGED** that Defendant Letzelter, his officers, agents, servants, employees, attorneys in fact, 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, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, singly or in concert, as aiders and abettors or otherwise;

- (a) to falsify any book or record of any issuer which has a class of securities registered under Section 12 of the Exchange Act; or
- (b) knowingly to circumvent or knowingly fail to implement a system of internal accounting controls or knowingly falsify any book, record, or account described in Section 13(b) (2) of the Exchange Act,

in violation of Section 13(b) (5) of the Exchange Act [15 U.S.C. §§ 78m(b) (5)], and Rule 13b2-1 [17 C.F.R. § 240.13b2-1], thereunder.

IV.

IT IS FURTHER ADJUDGED that, pursuant to Section 21(d) (2) of the Exchange Act [15 U.S.C. §78u(d) (2)], Defendant Letzelter is hereby permanently barred from acting as an officer or director of any issuer required to file reports pursuant to Section 12 of the Exchange Act.

IT IS HEREBY FURTHER ADJUDGED that this Court shall retain jurisdiction over this matter and Defendant Letzelter for all purposes and will order other and further relief that this Court deems appropriate under the circumstances.

To the extent not otherwise disposed of herein, all pending motions are hereby DENIED as moot.

ADJUDGED in Chambers at Fort Lauderdale, Broward County, Florida, this 23rd day of October, 1997.



WILLIAM J. ZLOCH
United States District Judge

Copies furnished:

Christian R. Bartholomew, esq.
Russell C. Weigel III, Esq.
Attorneys for Plaintiff
Securities and Exchange Commission

Scott Srebnick, Esq.
Attorney for Defendant
Mitchell A. Hammer

Richard H. Bergman, Esq.
Mark A. Jacobs, Esq.
Attorneys for Defendant
Joseph Letzelter, Jr.