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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

-v.- :

ARJUN SEKHRI, *et al.* :

Defendants, :

98 Civ. 2320 (RPP)

**FINAL JUDGMENT BY DEFAULT AS TO
DEFENDANT PRATIMA RAJAN**

WHEREAS, on April 1, 1998, the Securities and Exchange Commission ("SEC") commenced the above-captioned action by filing a Complaint, and summonses were issued on that date to originally named defendants, including defendant Pratima Rajan ("Rajan");

WHEREAS, on April 15, 1998, the SEC filed its Amended Complaint and summonses were issued on that date to named defendants, including defendant Rajan;

WHEREAS, on May 19, 1998, the SEC filed its Second Amended Complaint and summonses were issued on that date to named defendants, including defendant Rajan (collectively "Complaints");

WHEREAS, the Clerk of Court has certified that no Answer or other responsive pleading

to the Complaints has ever been filed by or on behalf of defendant Rajan and has noted the default of said defendant Rajan;

WHEREAS, the Court accepts as true all factual allegations in the Complaints as to the defaulting defendant, and finds, inter alia:

1. Defendant Rajan, directly and indirectly, violated Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], and is likely to commit such violations in the future unless enjoined from doing so; and

2. Defendant Rajan violated Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 thereunder [17 C.F.R. § 240.14e-3], and is likely to commit such violations in the future unless enjoined from doing so.

WHEREAS, pursuant to Rule 55(b)(2) of the Federal Rules of Civil Procedure, the SEC has applied for the entry of this Final Judgment By Default As To Defendant Pratima Rajan ("Final Judgment") based on her failure to answer or otherwise respond to the SEC's Complaints, and the Court having considered the *prima facie* case for relief shown by the SEC in this matter supported by the full record and the Declaration In Support Of Securities And Exchange Commission's Motion For Entry Of Default Judgment Against Defendant Pratima Rajan filed with the SEC's application for entry of this Final Judgment, and the Clerk's Certificate Noting The Default Of Defendant Pratima Rajan, which evidence has not been rebutted by defendant Rajan;

NOW THEREFORE, BASED ON THE FOREGOING:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the SEC's application for entry of this Final Judgment is GRANTED.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Rajan and her agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using 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 security:

1. to employ any device, scheme, or artifice to defraud;
2. to make any untrue statement of a material fact or to omit 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
3. to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Rajan, her agents, servants, employees, attorneys, and all persons in active concert or participation with

them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3] promulgated thereunder, in connection with any tender offer or request or invitation for tenders, from engaging in any fraudulent, deceptive, or manipulative act or practice, by:

1. purchasing or selling or causing to be purchased or sold the securities sought or to be sought in such tender offer, securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities while in possession of material information relating to such tender offer that they know or have reason to know is nonpublic and know or have reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee or other person acting on behalf of the offering person of such issuer, unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed by press release or otherwise; or
2. communicating material, nonpublic information relating to a tender offer, which they know or have reason to know is nonpublic and know or have reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee, advisor, or other person acting on behalf of the offering person of such issuer, to any person under circumstances in which it is reasonably

foreseeable that such communication is likely to result in the purchase or sale of securities in the manner described in subparagraph (a) above, except that this paragraph shall not apply to a communication made in good faith

- i. to the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved in the planning, financing, preparation or execution of such tender offer;
- ii. to the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons involved in the planning, financing, preparation or execution of the activities of the issuer with respect to such tender offer; or
- iii. to any person pursuant to a requirement of any statute or rule or regulation promulgated thereunder.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that defendant Rajan is liable for disgorgement of \$85,625.40, representing profits gained as a result of the conduct alleged in the Complaints, together with prejudgment interest thereon in the amount of \$46,455.23, for a total of \$132,080.63. Defendant Rajan shall satisfy this obligation by paying \$132,080.63 within ten business days to the Clerk of this Court, together with a cover letter identifying Pratima Rajan as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant Rajan shall simultaneously transmit photocopies of such payment and letter to the SEC's counsel in this action. By making this payment, defendant

Rajan relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to defendant Rajan. The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS"). These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS until further order of the Court. In accordance with 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. The SEC may propose a plan to distribute the Fund subject to the Court's approval.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that defendant Rajan shall pay a civil penalty in the amount of \$256,876.20 pursuant to Section 21A(a)(2) of the Exchange Act. Defendant Rajan shall make this payment within ten (10) business days after entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Pratima Rajan as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment.

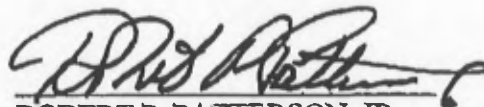
VI.

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

VII.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: December 9, 2003



ROBERT P. PATTERSON, JR.
UNITED STATES DISTRICT JUDGE

THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON _____