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UNITED STATES DISTRICT COURT  
for the  
SOUTHERN DISTRICT OF NEW YORK

\_\_\_\_\_)  
SECURITIES AND EXCHANGE COMMISSION,) )  
 )  
Plaintiff, )  
 )  
v. )  
DANIEL T. TODT, REBECCA L. TODT, et al. )  
 )  
Defendants. )  
\_\_\_\_\_)

98 Civ. 3980 (JGK)  
Magistrate Judge Grubin

~~PROPOSED ORDER~~  
*Judgment*

**FINAL JUDGMENT OF PERMANENT INJUNCTION  
AND OTHER RELIEF AS TO REBECCA L. TODT**

Plaintiff SECURITIES AND EXCHANGE COMMISSION (the  
"COMMISSION"), having duly commenced this action by filing its COMPLAINT (the  
"COMPLAINT"), and having filed its MOTION FOR SUMMARY JUDGMENT AS TO  
DEFENDANTS REBECCA TODT AND DANIEL TODT, and the Court being fully  
advised in the premises;

*and the Court having granted the Commission's  
motion and denied the Cross-motions of  
Rebecca Todt and Daniel Todt in an Opinion  
and Order dated February 24, 2000.*

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I

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that REBECCA L. TODT ("R. TODT"), her agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of the FINAL JUDGMENT by personal service or otherwise, and each of them, be and they hereby are permanently enjoined and restrained from violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5] promulgated thereunder by, directly or indirectly, using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

(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 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,

in connection with the purchase or sale of any security;

and, specifically, from (1) undertaking any activity whatsoever based upon, relating to, or in connection with, CUSIP no. 912827Q47, the Mitsubishi Certificate (attached as Exhibit A), or any of the 14 other similar certificates described by Daniel T. Todt in his testimony at Dep. tr. ~~130~~ 349-350, including but not limited to any attempt to negotiate, authenticate, verify, or trade any such certificate; and (2) from communicating concerning

*JK*

the aforementioned purported financial instruments with any representative or agency of the United States or any foreign government, with any financial institution, or with any individual or entity involved in this proceeding.

## II

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that R. TODT, her agents, employees, servants, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of the FINAL JUDGMENT by personal service or otherwise, and each of them, be and they hereby are permanently enjoined and restrained from violating Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)] by, directly or indirectly, in the offer or sale of any securities, using any means or instruments of transportation or communication in interstate commerce or by using the mails:

- (1) to employ any device, scheme, or artifice to defraud;
- (2) to 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
- (3) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

and, specifically, from (1) undertaking any activity whatsoever based upon, relating to, or in connection with, CUSIP no. 912827Q47, the Mitsubishi Certificate (attached as

Exhibit A), or any of the 14 other similar certificates described by Daniel T. Todt in his testimony at Dep. tr. 130, 349-350, including but not limited to any attempt to negotiate, authenticate, verify, or trade any such certificate; and (2) from communicating concerning the aforementioned purported financial instruments with any representative or agency of the United States or any foreign government, with any financial institution, or with any individual or entity involved in this proceeding.

### III

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. §78u(d)(3)] and Section 20(d) of the Securities Act [15 U.S.C. §77t(d)], R. TODT shall pay a civil penalty in the amount of ~~\$100,000~~ <sup>\$100,000</sup>. Payment shall be made in the following manner: Within 10 days of the entry of the Final Judgment, R. TODT shall pay ~~\$100,000~~ <sup>\$100,000</sup> to the United States Treasury. Such payment shall be: (A) made by United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Comptroller, Securities and Exchange Commission, Operations Center, 5432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted with a cover letter that identifies R. TODT as a defendant in this action, the caption and the civil action number of this action, and the name of this Court, and a copy of the cover letter and money order or check shall also be sent to Paul V. Gerlach, Associate Director, Division of Enforcement, Securities and Exchange Commission, 450 5th Street N.W., Stop 8-1, Washington, D.C. 20549.

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J6/C

IV

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.

V

*There being no other outstanding claims against any parties in this case, the claims against Daniel Todd being disposed of in a separate judgment, and the claims against other parties having*  
~~There being no just cause 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.~~

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*previously been disposed of, the Clerk is directed to enter this Final Judgment forthwith and to close this case. There is no just reason for delay in the entry of this judgment.*

*[Signature]*  
UNITED STATES DISTRICT JUDGE

DATED: 2/24/00