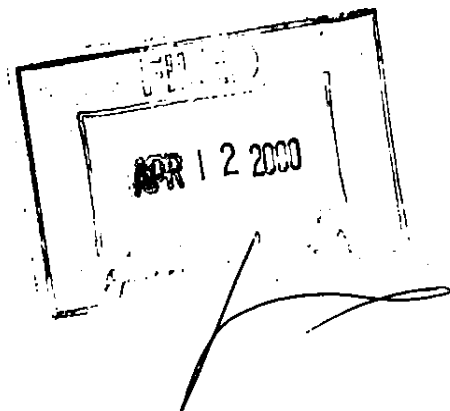
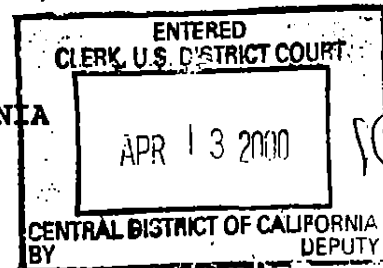


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11 UNITED STATES DISTRICT COURT  
12 FOR THE CENTRAL DISTRICT OF CALIFORNIA  
13 WESTERN DIVISION



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APR 11 PM 3:15  
TESSA FINANCIAL GROUP, INC. AND RICHARD HAMILTON  
PLAINTIFFS  
VS.  
SECURITIES AND EXCHANGE COMMISSION  
DEFENDANT

13 SECURITIES AND EXCHANGE COMMISSION,  
14 Plaintiff,  
15 vs.  
16 TESSA FINANCIAL GROUP, INC. and  
17 RICHARD HAMILTON,  
18 Defendants.

Case No. 99-10015 WJR (CWx)

FINAL JUDGMENT OF PERMANENT  
INJUNCTION AND OTHER RELIEF  
AGAINST DEFENDANTS TESSA  
FINANCIAL GROUP, INC. AND  
RICHARD HAMILTON

19 Plaintiff Securities and Exchange Commission (Commission)  
20 having filed and served upon Defendants Tessa Financial Group, Inc.  
21 (Tessa) and Richard Hamilton (Hamilton) (sometimes collectively,  
22 Defendants) a Summons and Complaint in this action; Defendants  
23 having admitted service upon them of the Summons and Complaint in  
24 this action and the jurisdiction of this Court over them and over  
25 the subject matter of this action; having been fully advised and  
26 informed of their right to a judicial determination of this matter;  
27 having waived the entry of findings of fact and conclusions of law  
28 as provided by Rule 52 of the Federal Rules of Civil Procedure;

THIS CONSTITUTES NOTICE OF ENTRY  
AS REQUIRED BY FRCP, RULE 77(d).

9

✓ Docketed  
✓ Copies / NTC Sent  
✓ JS-5/JS-6  
— JS-2/JS-3  
— CLSD

1 having consented to the entry of this Final Judgment of Permanent  
2 Injunction Against Defendants Tessa Financial Group, Inc. And  
3 Richard Hamilton And Other Relief (Final Judgment), without  
4 admitting or denying the allegations in the Complaint except as  
5 specifically set forth in the Consent of Defendants Tessa Financial  
6 Group, Inc. and Richard Hamilton To Entry Of Final Judgment Of  
7 Permanent Injunction Against And Other Relief (Consent); it  
8 appearing that no notice of hearing upon the entry of this Final  
9 Judgment being necessary; and this Court being fully advised in the  
10 premises, and there being no just reason for delay:

11 I.

12 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants and  
13 their agents, servants, employees and attorneys, and all persons in  
14 active concert or participation with any of them, who receive actual  
15 notice of this Final Judgment by personal service or otherwise, and  
16 each of them, are permanently restrained and enjoined from, directly  
17 or indirectly, in the offer or sale of the securities of any issuer,  
18 by the use of any means or instruments of transportation or  
19 communication in interstate commerce or by the use of the mails:

- 20 A. employing any device, scheme or artifice to defraud;
- 21 B. obtaining money or property by means of any untrue  
22 statement of a material fact or any omission to state a  
23 material fact necessary in order to make the statements  
24 made, in the light of the circumstances under which they  
25 were made, not misleading; or
- 26 C. engaging in any transaction, practice, or course of  
27 business which operates or would operate as a fraud or  
28 deceit upon the purchaser;

1 in violation of Section 17(a) of the Securities Act of 1933 [15  
2 U.S.C. § 77q(a)].

3 II.

4 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants and  
5 their agents, servants, employees and attorneys, and all persons in  
6 active concert or participation with any of them, who receive actual  
7 notice of this Final Judgment by personal service or otherwise, and  
8 each of them, are permanently restrained and enjoined from, directly  
9 or indirectly, in connection with the purchase or sale of any  
10 security, by the use of any means or instrumentality of interstate  
11 commerce, or of the mails, or of any facility of any national  
12 securities exchange:

- 13 A. employing any device, scheme or artifice to defraud; ~  
14 B. making any untrue statement of a material fact or omitting  
15 to state a material fact necessary in order to make the  
16 statements made, in the light of the circumstances under  
17 which they were made, not misleading; or  
18 C. engaging in any act, practice, or course of business which  
19 operates or would operate as a fraud or deceit upon any  
20 person;

21 in violation of Section 10(b) of the Securities Exchange Act of 1934  
22 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17  
23 C.F.R. § 240.10b-5].

24 III.

25 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Tessa shall  
26 pay disgorgement in the amount of \$925,037.53, representing the  
27 amount it gained from the conduct alleged in the Complaint, plus  
28 prejudgment interest thereon in the amount of \$35,446.63, totaling

1 \$960,484.16. Based upon Tessa's sworn representations in its  
2 financial statements, which were completed in or about October 1999  
3 and subsequently submitted to the Commission, payment of  
4 disgorgement and prejudgment interest thereon is waived as to Tessa.  
5 This waiver is contingent upon the accuracy and completeness of its  
6 financial statements and declarations under penalty of perjury. If  
7 at any time following the entry of the Final Judgment the Commission  
8 obtains information indicating Tessa's representations to the  
9 Commission concerning their assets, income, liabilities, or net  
10 worth were fraudulent, misleading, inaccurate or incomplete in any  
11 material respect as of the time such representations were made, the  
12 Commission may, at its sole discretion and without prior notice to  
13 Tessa, petition the Court for an order modifying the Final Judgment  
14 to require other payment of disgorgement, and prejudgment and post-  
15 judgment interest thereon. In connection with any such petition,  
16 the only issue shall be whether the financial information provided  
17 by Tessa was fraudulent, misleading, inaccurate or incomplete in any  
18 material respect as of the time such representations were made. In  
19 its petition, the Commission may move the Court to consider all  
20 available remedies, including, but not limited to, ordering Tessa to  
21 pay funds or assets, directing the surrender of any assets, or  
22 sanctions for contempt of the Final Judgment, and the Commission may  
23 also request additional discovery. Tessa may not, by way of defense  
24 to such petition, challenge the validity of the Consent or this  
25 Final Judgment, contest the allegations in the Complaint filed by  
26 the Commission, the amount of disgorgement and interest, or assert  
27 that disgorgement should not be ordered.

28 \*

IV.

1  
2 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that based upon  
3 Tessa's and Hamilton's sworn financial statements, the Court is not  
4 ordering Tessa and Hamilton to pay a civil penalty under the  
5 Securities Enforcement and Penny Stock Reform Act of 1990, pursuant  
6 to Section 20(d) of the Securities Act and Section 21(d)(3) of the  
7 Exchange Act. The determination not to impose a civil penalty  
8 against Defendants is contingent upon the accuracy and completeness  
9 of Defendants' financial statements. If at any time following the  
10 entry of this Final Judgment the Commission obtains information  
11 indicating that Tessa's and Hamilton's representations in their  
12 sworn financial statements concerning their assets, income,  
13 liabilities, or net worth were fraudulent, misleading, inaccurate or  
14 incomplete in any material respect as of the time such  
15 representations were made, the Commission may, at its sole  
16 discretion and without prior notice to Tessa and Hamilton, petition  
17 this Court for an order requiring Tessa and Hamilton to each pay a  
18 civil penalty. In connection with any such petition, the only issue  
19 shall be whether the financial statements provided by Tessa and  
20 Hamilton were fraudulent, misleading, inaccurate or incomplete in  
21 any material respect as of the time such representations were made,  
22 and the amount of civil penalties to be imposed against Tessa and  
23 Hamilton. In its petition, the Commission may move this Court to  
24 consider all available remedies, including, but not limited to,  
25 ordering Tessa and Hamilton to each pay funds or assets, directing  
26 the forfeiture of any assets, or sanctions for contempt of the Final  
27 Judgment, and the Commission may also request additional discovery.  
28 Tessa and Hamilton may not, by way of defense to such petition,

1 challenge the validity of the Consent or this Final Judgment,  
2 contest the allegations in the Complaint filed by the Commission or  
3 that the payment of civil penalties should not be ordered.

4 V.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
6 provisions of the Consent filed concurrently with this Final  
7 Judgment are incorporated herein with the same force and effect as  
8 if fully set forth herein and that Defendants shall comply with  
9 their Consent.

10 VI.

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court  
12 shall retain jurisdiction over this action to determine the  
13 liability of any remaining defendants in this action, to implement  
14 and to enforce the terms of this Final Judgment and all other orders  
15 and decrees that may be entered herein, and to grant such other  
16 relief as the Court may deem necessary and just.

17 \* \* \* \* \*

18 There being no just reason for delay, the Clerk of the Court is  
19 hereby directed, pursuant to Rule 54(b) of the Federal Rules of  
20 Civil Procedure, to enter this Final Judgment forthwith.

21  
22  
23 DATED:

4-12-00

  
UNITED STATES DISTRICT JUDGE

**CERTIFICATE OF SERVICE**

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I, Magnolia M. Marcelo, am the over the age of 18 years, not a party to this action, and am a citizen of the United States. My business address is 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036. On April 11, 2000, I caused to be served the following document entitled **FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST DEFENDANTS TESSA FINANCIAL GROUP, INC. AND RICHARD HAMILTON** by causing to be mailed true and correct copies thereof in sealed envelope, postage prepaid, to:

Richard Hamilton  
1251 North Robwood Circle  
Anaheim, CA 92807

Tessa Financial Group, Inc.  
c/o Richard Hamilton  
1251 North Robwood Circle  
Anaheim, CA 92807

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 11, 2000

Magnolia M. Marcelo  
Magnolia M. Marcelo