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IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

JAN 07 2004
CLERK, U.S. DISTRICT COURT
WESTERN DISTRICT OF TEXAS
BY [Signature] DEPUTY CLERK

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

vs. :

Civil Action No. SA-99-CA-0822 (FB)

INVERWORLD, INC., *et al.*, :

Defendants, :

**ORDER GRANTING MOTION FOR
PARTIAL SUMMARY JUDGMENT AGAINST JOSE P. ZOLLINO**

This matter came before this Court on the motion of Plaintiff Securities and Exchange Commission, seeking a partial summary judgment, providing it with the relief requested in its Complaint against Defendant Jose P. Zollino. This Court having considered the Plaintiff's motion and the pleadings on file hereby grants the motion for partial summary judgment and makes the following findings:

IT IS THEREFORE ORDERED:

I.

A. Defendant Zollino, his agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this final judgment by personal service or otherwise, and each of them, are restrained and enjoined from:

B. 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 security by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

(1) employing any device, scheme or artifice to defraud; or (2) obtaining money or property by

means of any untrue statement of material fact or any omission to state a material fact necessary in order to make the statement(s) made, in the light of the circumstances under which they were made, not misleading; or (3) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon the purchaser.

C. Violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), by directly or indirectly, in the use of any means or instruments of interstate commerce, of the mails or of any facility of any national securities exchange, using or employing in connection with the purchase or sale of any security registered on a national securities exchange or any security not so registered any manipulative or deceptive device or contrivance in contravention or a rule or regulation prescribed by the Securities and Exchange Commission.

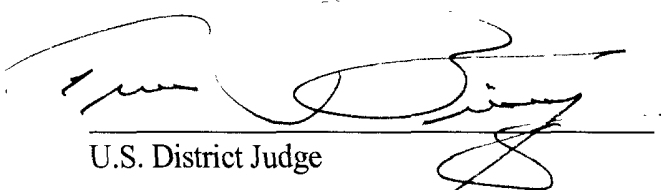
D. Violating Rule 10b-5 of the Securities and Exchange Commission, 17 C.F.R. § 240.10b-5, by directly or indirectly, in the use of any means or instruments of interstate commerce, of the mails or of any facility of any national securities exchange: (1) employing any device, scheme or artifice to defraud; (2) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement(s) made, in the light of the circumstances under which were made, not misleading; or (3) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

E. Violating, or aiding, abetting, counseling, commanding, inducing or procuring violations of Section 206(1) and 206(2) of the Advisers Act [15 U.S.C. § 80b-6(1) and (2)] by, directly or indirectly, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails (1) to employ and device, scheme, or artifice to defraud any client or prospective client; and, (2) to engage in any transactions, practice, or course of business which operates as a fraud or deceit upon any client or prospective client.

II.

This Order may be served upon Defendant Zollino in person or by certified mail, either by the United States Marshal, the Clerk of the Court, or any member of the staff of the Securities and Exchange Commission.

SIGNED this 7th day of JANUARY 2003. 2004


U.S. District Judge