

1 UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4
5 SECURITIES AND EXCHANGE
6 COMMISSION,

Case No. C 06-6384 CRB

7 Plaintiff,

8 v.

9 ROMULUS S. PEREIRA,
10 ROBERT B. STANTON,
11 L. JOHN KERN,
12 ANDREW D. FELDMAN,
13 WILLIAM F. McFARLAND,
14 LORI H. CORNMESSER,

15 Defendants.

16 **ORDER OF PERMANENT INJUNCTION**
17 **AND OTHER RELIEF AGAINST ANDREW D. FELDMAN**

18 The Court finds that Plaintiff, Securities and Exchange Commission (“Commission”), has
19 filed a First Amended Complaint; and Defendant Andrew D. Feldman has entered a general
20 appearance, consented to the Court’s jurisdiction over him personally and over the subject matter
21 of this action, consented to the entry of this Order of Permanent Injunction and Other Relief
22 against Andrew D. Feldman (referred to as “Order of Permanent Injunction”) without admitting
23 or denying the allegations of the First Amended Complaint (except as to jurisdiction), waived
24 findings of fact and conclusions of law, and waived any right to appeal from this Order of
25 Permanent Injunction.

26 I.

27 IT IS ORDERED, ADJUDGED AND DECREED, that Andrew D. Feldman and his
28 agents, servants, employees, attorneys, and all persons in active concert or participation with him
who receive actual notice of this Order of Permanent Injunction by personal service or otherwise

1 are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of
2 the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5
3 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
4 interstate commerce, or of the mails, or of any facility of any national securities exchange, in
5 connection with the purchase or sale of any security:

- 6 (a) to employ any device, scheme, or artifice to defraud;
- 7 (b) to make any untrue statement of a material fact or to omit to state a material fact
8 necessary in order to make the statements made, in the light of the circumstances
9 under which they were made, not misleading; or
- 10 (c) to engage in any act, practice, or course of business which operates or would
11 operate as a fraud or deceit upon any person.

12 II.

13 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Andrew D. Feldman
14 and his agents, servants, employees, attorneys, and all persons in active concert or participation
15 with him who receive actual notice of this Order of Permanent Injunction by personal service or
16 otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section
17 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] and Rules 13b2-1 and 13b2-2
18 promulgated thereunder [17 C.F.R. §§ 240.13b2-1 and 240.13b2-2] by:

- 19 (a) knowingly circumventing or knowingly failing to implement a system of internal
20 accounting controls, or knowingly falsifying any book, record or account
21 described in Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)]; or
- 22 (b) directly or indirectly falsifying or causing to be falsified any book, record or
23 account subject to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. §
24 78m(b)(2)(A)]; or
- 25 (c) directly or indirectly making or causing to be made a materially false or
26 misleading statement, or omitting to state or causing another person to omit to
27 state any material fact, to an accountant in connection with any audit, review or
28 examination of the financial statements of an issuer or company, or the

1 preparation or filing of any document or report required to be filed with the
2 Commission; or

- 3 (d) directly or indirectly taking any action to coerce, manipulate, mislead, or
4 fraudulently influence any independent public or certified public accountant
5 engaged in the performance of an audit or review of financial statements of an
6 issuer that are required to be filed with the Commission where that person knew
7 or should have known that such action, if successful, could result in rendering the
8 issuer's financial statements materially misleading.

9 III.

10 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Andrew D. Feldman
11 and his agents, servants, employees, attorneys, and all persons in active concert or participation
12 with him who receive actual notice of this Order of Permanent Injunction by personal service or
13 otherwise are permanently restrained and enjoined from aiding and abetting any violation of
14 Sections 13(a) and 13(b)(2)(A) of the Exchange Act [15 U.S.C. §§ 78m(a), 78m(b)(2)(A), and
15 78m(b)(2)(B)(ii)] and Rules 12b-20, 13a-1, and 13a-13 thereunder [17 C.F.R. §§ 240.12b-20,
16 240.13a-1, and 240.13a-13], by knowingly providing substantial assistance to an issuer that:

- 17 (a) fails to file with the Commission such information, documents, or annual,
18 quarterly or periodic reports that the Commission may require or prescribe
19 pursuant to Section 13(a) of the Exchange Act or any of the rules, regulations or
20 forms promulgated thereunder; or
21 (b) files with the Commission any information, document, or report, that contains any
22 untrue statement of a material fact, omits any material information, or otherwise
23 fails to comply with the provisions of Section 13(a) of the Exchange Act or any of
24 the rules, regulations or forms thereunder; or
25 (c) fails to add or include, in addition to the information expressly required to be
26 included in a statement or report, such further material information as may be
27 necessary to make the required statements, in the light of the circumstances under
28 which they were made, not misleading; or

1 (d) fails to make and keep books, records, and accounts, which, in reasonable detail,
2 accurately and fairly reflect the transactions and dispositions of the assets of the
3 issuer.

4 IV.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Andrew D. Feldman
6 is liable for disgorgement of \$289,507 (two hundred and eighty-nine thousand, five hundred and
7 seven dollars), representing profits gained as a result of the conduct alleged in the Complaint,
8 together with prejudgment interest thereon in the amount of \$106,589 (one hundred and six
9 thousand, five hundred and eighty-nine dollars), for a total of \$396,096 (three hundred and
10 ninety-six thousand, ninety-six dollars). Andrew D. Feldman shall satisfy this obligation by
11 paying a total of \$396,096 (three hundred and ninety-six thousand, ninety-six dollars) within ten
12 (10) business days after the date of entry of this Order of Permanent Injunction by certified
13 check, bank cashier's check, United States postal money order or check drawn upon the trust
14 account of Latham & Watkins, LLP payable to the Securities and Exchange Commission. The
15 payment shall be delivered or mailed to the Office of Financial Management, Securities and
16 Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria,
17 Virginia 22312, together with a cover letter identifying Andrew D. Feldman as a defendant in this
18 action, setting forth the title and civil action number of this action and the name of this Court,
19 and specifying that payment is made pursuant to this Order of Permanent Injunction. Andrew D.
20 Feldman shall simultaneously transmit photocopies of such payment and the transmittal letter to
21 the Securities and Exchange Commission's attorney in this action. The Securities and Exchange
22 Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

23 V.

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Andrew D. Feldman
25 shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

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VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent of Andrew D. Feldman is incorporated herein with the same force and effect as if fully set forth herein, and that Andrew D. Feldman shall comply with all of the undertakings and agreements set forth therein.

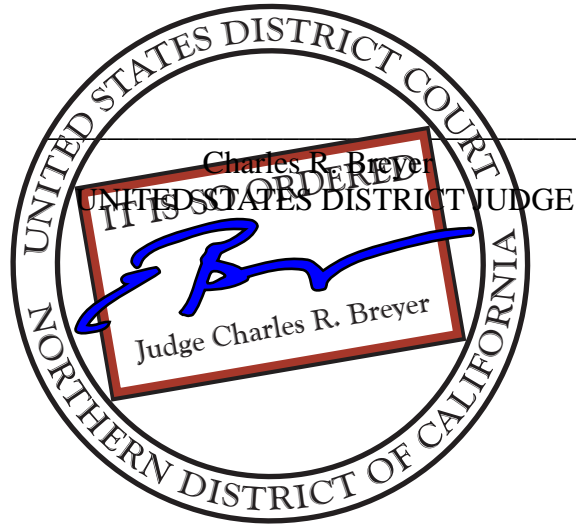
VII.

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 Order for Permanent Injunction and Other Relief.

VIII.

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 a final judgment forth with and without further notice.

Dated: March 24, 2008



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