

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

06-20975

FILED by *[Signature]* D.C.
APR 20 2006
CLARENCE MADDOX
CLERK U.S. DIST. CT.
S.D. OF FLA. MIAMI

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

CIV - UNCARTO - BENAGES

WORLDWIDE ENTERTAINMENT, INC. and
THE ENTERTAINMENT GROUP FUND, INC. et. al.

Defendants.

MAGISTRATE JUDGE
O. SULLIVAN

**JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF
AS TO DEFENDANTS WORLDWIDE ENTERTAINMENT, INC.
AND THE ENTERTAINMENT GROUP FUND, INC.**

The Securities and Exchange Commission having filed a Complaint, and Defendants Worldwide Entertainment, Inc. and The Entertainment Group Fund, Inc. (collectively "Defendants"), by and through their Court-appointed Receiver, Michael I. Goldberg, Esq., having entered a general appearance, consented to the Court's jurisdiction over Defendants and the subject matter of this action, consented to entry of this Judgment of Permanent Injunction and Other Relief ("Judgment") without admitting or denying the allegations of the Complaint (except as to jurisdiction), waived findings of fact and conclusions of law, and waived any right to appeal from this Judgment:

I.

VIOLATION OF SECTION 17(a)(1) OF THE SECURITIES ACT

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants and Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently

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restrained and enjoined from violating Section 17(a)(1) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)(1)] 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 use of the mails, directly or indirectly, to employ any device, scheme, or artifice to defraud.

II.

VIOLATION OF SECTION 10(b) OF THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' agents, servants, employees, attorneys, and all persons in active concert or participating with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (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:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) 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
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

III.**VIOLATION OF SECTIONS 17(a)(2)
AND 17(a)(3) OF THE SECURITIES ACT**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants and Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Sections 17(a)(2) and 17(a)(3) of the Securities Act [15 U.S.C. §§ 77q(a)(2) and 77q(a)(3)] 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 use of the mails, directly or indirectly:

- (a) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (b) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

IV.**VIOLATION OF SECTION 5 OF THE SECURITIES ACT**

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means

- or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
- (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

V.

ASSET FREEZE

IT IS FURTHER ORDERED that, pending further Order of this Court, Defendants, their officers, directors, agents, servants, employees, attorneys, depositories, banks, and those persons in active concert or participation with any one or more of them, and each of them who receive notice of this order by personal service, mail, facsimile transmission or otherwise, except Michael I. Goldberg acting in his capacity as Receiver by virtue of his appointment in Case No. 06-20089-CIV-Huck/Simonton, be and hereby are restrained from, directly or indirectly, transferring, setting off, receiving, changing, selling, pledging, assigning, liquidating or otherwise disposing of, or withdrawing any assets or property owned by, controlled by, or in the possession of Defendants,

including, but not limited to; cash, free credit balances, fully paid for securities, and/or property pledged or hypothecated as collateral for loans, other than as ordered by Court.

VI.

REPATRIATION ORDER

IT IS FURTHER ORDERED that Defendants, their directors, officers, agents, servants, employees, attorneys, depositories, banks, and those persons in active concert or participation with any one or more of them, and each of them, shall:

(a) take such steps as are necessary to repatriate to the territory of the United States all funds and assets of investors described in the Commission's Complaint in this action which are held by them or are under their direct or indirect control, jointly or singly, and deposit such funds into the registry of the United States District Court, Southern District of Florida; and

(b) provide the Commission and the Court a written description of the funds and assets so repatriated.

VII.

ACCOUNTING

IT IS FURTHER ORDERED that Defendants shall provide to the Commission and the Court, a sworn accounting within one hundred and twenty (120) days of the date of this Judgment. In compliance with this provision of the Judgment, Defendants shall provide an accounting of:

(a) all funds, whether in the form of compensation, commissions, income (including payments for assets, shares or property of any kind), and property or other benefits (including the provision of or payment for services) received from any source since January 1998;

(b) all assets, funds or other properties held for its direct or beneficial interest, or over

which it maintains control, wherever situated, stating the location, value and disposition of each such asset, fund, and other property; and,

(c) each account with any financial or brokerage institution maintained in its name, or for its direct or indirect beneficial interest, or over which it maintains control, wherever situated, and the names and last known addresses of all bailees, debtors, and other persons and entities which have held or are holding its assets, funds or other properties.

VIII.

RECORDS PRESERVATION

IT IS FURTHER ORDERED that, pending resolution of this case on the merits, Defendants, their officers, directors, agents, servants, employees, attorneys, depositories, banks, and those persons in active concert or participation with any one or more of them, and each of them, be and hereby are restrained and enjoined from, directly or indirectly, destroying, mutilating, concealing, altering, disposing of, or otherwise rendering illegible in any manner, any of the books, records, documents, correspondence, brochures, manuals, papers, ledgers, accounts, statements, obligations, files and other property of or pertaining to the Defendants or any of them wherever located, until further Order of this Court.

IX.

DISGORGEMENT AND CIVIL PENALTY

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants shall pay disgorgement of ill-gotten gains, prejudgment interest thereon, and a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C.

§ 78u(d)(3)]. If the parties cannot agree on the appropriate amounts of disgorgement, prejudgment interest and/or civil penalty, the Court shall determine those amounts, or any of them, upon motion of the Commission. Prejudgment interest shall be calculated from April 17, 2006, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). In connection with the Commission's motion for disgorgement and/or civil penalties, and at any hearing held on such a motion: (a) Defendants will be precluded from arguing that they did not violate the federal securities laws as alleged in the Complaint; (b) Defendants may not challenge the validity of the Consent or this Judgment; (c) solely for the purposes of such motion, the allegations of the Complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection with the Commission's motion for disgorgement and/or civil penalties, the parties may take discovery, including discovery from appropriate non-parties. Nothing in this Judgment shall prevent Defendants from presenting evidence of factors mitigating against the imposition of a civil penalty, or its amount.

X.

INCORPORATION OF CONSENT

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

XI.

RETENTION OF JURISDICTION


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

XII.

RULE 54(b) CERTIFICATION

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 Judgment forthwith and without further notice.

Dated this 20th day of April, 2006.


UNITED STATES DISTRICT COURT JUDGE

PAUL C. HUCK

Copies to: All parties and counsel of record