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E-Filed 11/12/09

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE)
COMMISSION,)
)
Plaintiff,)
)
v.)
)
VERIFONE HOLDINGS, INC. and PAUL)
PERIOLAT,)
)
Defendants.)

CASE NO.: CV 09 4046 RS

**STIPULATION RE FINAL
JUDGMENT AGAINST
DEFENDANT VERIFONE
HOLDINGS, INC.**

CASE No. CV 09 4046 RS

**STIPULATION RE FINAL JUDGMENT
AGAINST VERIFONE HOLDINGS, INC.**

1 Plaintiff Securities and Exchange Commission ("Commission") and Defendant VeriFone
2 Holdings, Inc. ("Defendant") through their respective attorneys of record, hereby stipulate and
3 ask that the Court enter as its order the [Proposed] Final Judgment against Defendant, a copy of
4 which is attached as Exhibit 1 and may also be found as Docket No. 4 in this matter.
5

6 Dated: November 10, 2009

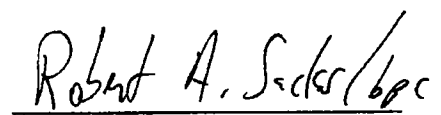
Respectfully submitted,

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9 CATHERINE D. WHITING
10 Attorney for Plaintiff
11 SECURITIES AND EXCHANGE COMMISSION
12

13 Dated: November 10, 2009

Respectfully submitted,

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16 ROBERT A SACKS
17 Attorney for Defendant
18 VERIFONE HOLDINGS, INC.
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EXHIBIT 1

1 MARC J. FAGEL (Cal. Bar No. 154425)
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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE)	CASE NO.: CV 09 4046 RS
COMMISSION,)	
)	
Plaintiff,)	
)	
v.)	
)	PROPOSED FINAL JUDGMENT
VERIFONE HOLDINGS, INC. and PAUL)	AGAINST DEFENDANT
PERIOLAT,)	VERIFONE HOLDINGS, INC.
)	
Defendants.)	

Plaintiff Securities and Exchange Commission ("Commission") has filed a Complaint for Permanent Injunction and Other Relief ("Complaint") in this action and Defendant VeriFone Holdings, Inc. ("VeriFone") has entered a general appearance and has submitted the Consent of VeriFone Holdings, Inc. to entry of Final Judgment of Permanent Injunction and Other Relief ("Consent"). In the Consent, VeriFone waived service of the Summons and the Complaint, admitted the jurisdiction of this Court over it and over the subject matter of this action, admitted that it was fully advised and informed of the right to a judicial determination of this matter,

CASE NO. CV 09 4046 RS ~~PROPOSED~~ FINAL JUDGMENT OF VERIFONE HOLDINGS, INC.

1 waived findings of fact and conclusions of law as provided by Rule 52 of the Federal Rules of
2 Civil Procedure, consented to the entry of this Final Judgment, without admitting or denying any
3 of the allegations in the Complaint except as set forth in the Consent, and waived notice of
4 hearing upon the entry of this Final Judgment. The Court, being fully advised, orders as follows:

5 I.

6 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that VeriFone and its
7 agents, servants, employees and attorneys-in-fact, and all persons in active concert or
8 participation with any of them, who receive actual notice of this Final Judgment, by personal
9 service or otherwise, and each of them, are permanently enjoined and restrained from violating
10 Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-11 and 13a-13
11 promulgated thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-11 and 240.13a-13] by failing to file
12 periodic reports in conformity with the Commission's integrated reporting and disclosure
13 regulations, Regulations S-K and S-X, or by failing to include such further material information,
14 if any, as may be necessary to make the required statements, in the light of the circumstances
15 under which they are made, not misleading.

16 II.

17 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that VeriFone and its
18 agents, servants, employees and attorneys-in-fact, and all persons in active concert or
19 participation with any of them, who receive actual notice of this Final Judgment, by personal
20 service or otherwise, and each of them, are permanently enjoined and restrained from violating
21 Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by failing to make or keep
22 books, records or accounts, which, in reasonable detail, accurately and fairly reflect the
23 transactions and dispositions of the assets of the issuer.

24 III.

25 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that VeriFone and its
26 agents, servants, employees and attorneys-in-fact, and all persons in active concert or
27 participation with any of them, who receive actual notice of this Final Judgment, by personal
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VI.

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 Final Judgment forthwith and without further notice.

Dated November 12, 2009



~~UNITED STATES DISTRICT JUDGE~~

RICHARD SEEBORG
United States Magistrate Judge