1 \*E-Filed 11/12/09\* MARC J. FAGEL (Cal. Bar No. 154425) ROBERT L. MITCHELL (Cal. Bar No. 161394) 2 mitchellr@sec.gov CATHERINE D. WHITING (Cal. Bar No. 190436) 3 whitingc@sec.gov 4 Attorneys for Plaintiff SECURITIES AND EXCHANGE COMMISSION 44 Montgomery Street, 26th Floor San Francisco, California 94104 Telephone: 415-705-2500 5 6 Facsimile: 415-705-2501 7 8 9 10 UNITED STATES DISTRICT COURT 11 NORTHERN DISTRICT OF CALIFORNIA 12 SAN JOSE DIVISION 13 14 SECURITIES AND EXCHANGE CASE NO.: CV 09 4046 RS COMMISSION, 15 Plaintiff, 16 v. 17 **STIPULATION RE FINAL** VERIFONE HOLDINGS, INC. and PAUL JUDGMENT AGAINST 18 PERIOLAT, **DEFENDANT VERIFONE** HOLDINGS, INC. 19 Defendants. 20 21 22 23 24 25 26 27 28 **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		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	10	
6	Dated: November $\mathcal{P}$ , 2009	Respectfully submitted,
7 8		all the
9		CATHERINE D. WHITING
10		Attorney for Plaintiff SECURITIES AND EXCHANGE COMMISSION
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13	Dated: November 10, 2009	Respectfully submitted,
14		OIIACI $l$
15		Robert A. Sacker (bpc
16		ROBERT A SACKS Attorney for Defendant
17		VERIFONE HOLDINGS, INC.
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	CASE NO. CV 09 4046 RS	-2- STIPULATION RE FINAL JUDGMENT AGAINST VERIFONE HOLDINGS, INC.

## EXHIBIT 1

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2	MARC J. FAGEL (Cal. Bar No. 154425) MICHAEL S. DICKE (BAR NO. 158187)				
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6	Attorneys for Plaintiff SECURITIES AND EXCHANGE COMMISSION				
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11	UNITED STATES DISTRICT COURT				
12	NORTHERN DISTRICT OF CALIFORNIA				
13	SAN JOSE DIVISION				
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15	SECURITIES AND EXCHANGE	CASE NO.: CV 09 4046 RS			
16	COMMISSION,				
17	Plaintiff,				
18	v. )	<del>[PROPOSED</del> ] FINAL JUDGMENT			
19	VERIFONE HOLDINGS, INC. and PAUL ) PERIOLAT, )	AGAINST DEFENDANT VERIFONE HOLDINGS, INC.			
20	Defendants.				
21	·				
22	Plaintiff Securities and Exchange Commission ("Commission") has filed a Complaint for				
23	Permanent Injunction and Other Relief ("Complaint"	) in this action and Defendant VeriFone			
24	Holdings, Inc. ("VeriFone") has entered a general appearance and has submitted the Consent of				
25	VeriFone Holdings, Inc. to entry of Final Judgment of Permanent Injunction and Other Relief				
26	("Consent"). In the Consent, VeriFone waived service	ee of the Summons and the Complaint,			
27	admitted the jurisdiction of this Court over it and ove	r the subject matter of this action, admitted			
28	that it was fully advised and informed of the right to a CASE NO. CV 09 4046 RS	a judicial determination of this matter, [ <del>PROPOSED]</del> 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 7 8 9 10 11	IT IS HEREBY ORDERED, ADJUDGED AND DECREED that VeriFone and its agents, servants, employees and attorneys-in-fact, and all persons in active concert or participation with any of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, are permanently enjoined and restrained from violating Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-11 and 13a-13		
12 13 14 15	promulgated thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-11 and 240.13a-13] by failing to file periodic reports in conformity with the Commission's integrated reporting and disclosure regulations, Regulations S-K and S-X, or by failing to include such further material information, 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.		
10	II.		
17	IT IS FURTHER ORDERED, ADJUDGED AND DECREED that VeriFone and its		
19	agents, servants, employees and attorneys-in-fact, and all persons in active concert or		
20	participation with any of them, who receive actual notice of this Final Judgment, by personal		
21	service or otherwise, and each of them, are permanently enjoined and restrained from violating		
22	Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by failing to make or keep		
23	books, records or accounts, which, in reasonable detail, accurately and fairly reflect the		
24	transactions and dispositions of the assets of the issuer.		
25			
26	IT IS FURTHER ORDERED, ADJUDGED AND DECREED that VeriFone and its		
27	agents, servants, employees and attorneys-in-fact, and all persons in active concert or		
28	participation with any of them, who receive actual notice of this Final Judgment, by personal		
	-2- [ <del>proposed]</del> Final Judgment Of VeriFone Holdings, inc.		

service or otherwise, and each of them, are permanently enjoined and restrained from violating 1 Section 13(b)(2)(B) of the Exchange Act [15 U.S.C. § 78m(b)(2)(B)] by failing to devise and 2 maintain a system of internal accounting controls sufficient to provide reasonable assurances 3 4 that: transactions are executed in accordance with management's general or 5 A. specific authorization; 6 B. transactions are recorded as necessary (i) to permit preparation of financial 7 statements in conformity with generally accepted accounting principles or any other criteria 8 9 applicable to such statements, and (ii) to maintain accountability for assets; access to assets is permitted only in accordance with management's 10 C. general or specific authorization; and 11 the recorded accountability for assets is compared with the existing assets 12 D. 13 at reasonable intervals and appropriate action is taken with respect to any differences. IV. 14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is 15 incorporated herein with the same force and effect as if fully set forth herein, and that VeriFone 16 shall comply with all of the undertakings and agreements set forth therein. 17 V. 18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain 19 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment. 20 111 21 22 111 23 111 111 24 25 111 26 111 27 111 28 111 [PROPOSED] FINAL JUDGMENT OF VERIFONE -3-HOLDINGS, INC.

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2	VI.
3	There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil
4	Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.
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6	Dated November 12 2000
7	Dated November 12 , 2009
8	RICHARD SEEBORG United States Magistrate Judge
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	-4- [ <del>proposed]</del> Final Judgment Of VeriFone Holdings, inc.