

Relief Defendants having agreed to the entry of this Order, without admitting or denying the allegations of the Commission's Complaint, expressly reserving the right to contest the Commission's jurisdiction over this matter as well as any fact that could provide this court subject matter jurisdiction and without waiving any defenses thereto except personal jurisdiction and venue,

IT IS THEREFORE ORDERED:

1. Defendants, their agents, servants, employees, attorneys, and all other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§77e(a) and 77e(c)]:

- A. by making use of any means or instruments of transportation or communication in interstate commerce or of the mails, to sell a security through the use or medium of a prospectus or otherwise; or
- B. by carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, a security for the purpose of sale or for delivery after sale unless a registration statement is in effect as to the security; or to make use of any means or instruments of transportation or communication in interstate commerce of the mails to offer to sell or offer to buy through the use or medium of a prospectus or otherwise a security;

Unless a registration statement has been filed as to the security; or while the registration statement is the subject of a refusal order, stop order or (prior to the effective date of the

registration statement) any public proceeding or examination under Section 8 of the Securities Act.

2. Defendants, their agents, servants, employees, attorneys, and all other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. §77q(a)], directly or indirectly, in the offer or sale of a security, by making use of any means or instruments of transportation or communication in interstate commerce or by use of the mails:

- A. to employ any device, scheme or artifice to defraud;
- B. to obtain money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or
- C. to engage in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

3. Defendants, their agents, servants, employees, attorneys, and all other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from violating Section 10(b) of the Exchange Act and Rule 10b-5 [15 U.S.C. §78j(b) and 17 C.F. R. §240.10b-5], directly or indirectly, in connection with the purchase or sale of a security, by making use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange:

- A. to use or employ any manipulative or deceptive device or contrivance;

- B. to employ any device, scheme or artifice to defraud;
- C. to make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and/or
- D. to engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

4. Defendants and Relief Defendants, their agents, servants employees, attorneys and other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, are hereby restrained and enjoined from, directly or indirectly, making any payment or expenditure of funds belonging to or in the possession, custody or control of Defendants, or effecting any sale, gift, hypothecation or other disposition of any asset belonging to or in the possession, custody or control of Defendants, pending a showing to this Court that Defendants have sufficient funds or assets to satisfy all claims arising out of the violations alleged in the Commission's Complaint or the posting of a bond or surety sufficient to assure payment of any such claim.

5. The restrictions contained in Paragraph 4 above are modified as follows: Defendants C. Keith LaMonda and Jesse J. LaMonda ("Individual Defendants") shall each cause any future earned income to be deposited into an account at a financial institution identified and acceptable to the Commission. Funds held in and disbursed from this account, which is exempted from the restrictions contained in Paragraph 4 of this order, are excluded from the asset freeze portion of this Order, subject to the invoicing and itemization requirements herein imposed on the Defendants, and the right of the Commission to object, as set forth below: (1) all attorneys fees and expenses of counsel previously paid for the retention and services of counsel relative to the defense

of the matter styled *United States of America v. C. Keith LaMonda and Jesse W. LaMonda, Jr.*, which action is presently pending in the United States District Court for the Middle District of Florida (Orlando Division) (the "Criminal Action"), and future payments for services and costs in the Criminal Action ; (2) all attorneys fees and expenses paid to any attorneys for the Defendants in connection with the Commission's private investigation concerning the transactions and occurrences alleged in the Complaint; (3) payments paid or caused to be paid by the Individual Defendants for all attorneys fees and expenses incurred by Defendants or Relief Defendants in connection with the with the instant action; and (4) the payment of the Individual Defendants' respective household, housing and transportation expenses and all other reasonable and necessary living expenses. Anything to the contrary herein notwithstanding, (a) with respect to any payment for services or costs occurring after the entry of this Order, (i) Defendants are hereby required to cause their counsel to provide redacted invoices, containing detail (excluding confidential or attorney-client privileged information) sufficient to permit an appraisal of the general nature of the services and costs for which sums have been expended, and (ii) the Commission shall have the right to object to any extraordinary legal defense payment or cost or the failure of any party to comply with the terms of (1)-(4) and (a)(i) above promptly upon becoming aware of such a payment or failure to comply; and (b) Defendant C. Keith LaMonda may cause to be created a new entity to receive future earned income provided such income is handled in accordance with the restrictions of this paragraph.

6. All banks, savings and loan associations, savings banks, trust companies, broker-dealers, commodities dealers, investment companies, other financial or depository institutions and investment companies, subject to the provisions of Paragraph 5 of this Order, that hold one or more accounts in the name, on behalf or for the benefit of Defendants and Relief Defendants,

are hereby restrained and enjoined from engaging in any transaction in securities (except liquidating transactions necessary to comply with a court order) or any disbursement of funds or securities pending further order of this Court.

6. All other individuals, corporations, partnerships, limited liability companies and other artificial entities are hereby restrained and enjoined from disbursing any funds, securities or other property obtained from Defendants or Relief Defendants without adequate consideration.

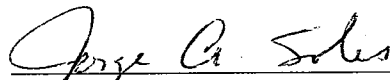
7. Defendant ABC and Relief Defendants are hereby required to make an interim accounting, under oath, by March 1, 2007, (1) detailing all monies and other benefits which each received, directly and indirectly, as a result of the activities alleged in the Complaint (including the date on which the monies or other benefit was received and the name, address and telephone number of the person paying the money or providing the benefit), (2) listing all current assets wherever they may be located and by whomever they are being held (including the name and address of the holder and the amount or value of the holdings) and (3) listing all accounts with any financial or brokerage institution maintained in the name of, on behalf of or for the benefit of the Defendant or Relief Defendants (including the name and address of the account holder and the account number) and the amount held in each account at any point during the period from January 1, 2001, through the date of the accounting. The Commission is permitted to move for Defendants C. Keith LaMonda and Jesse W. LaMonda to deliver such an interim accounting under this Order, provided that such motion may not be filed at any time prior to 30 days after the expiration of the entry of a final judgment in the Criminal Action, and subject to their assertion of their 5th Amendment right under the U.S. Constitution against self-incrimination.

8. Defendants and Relief Defendants, their agents, servants, employees, attorneys and other persons in active concert or participation with them who receive actual notice of this

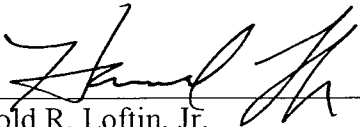
order, by personal service or otherwise, are hereby restrained and enjoined from destroying, removing, mutilating, altering, concealing and/or disposing of, in any manner, any books and records owned by or pertaining to the financial transactions and assets of Defendants or Relief Defendants. This provision shall continue in full force and effect until further order by this Court and shall not expire.

9. At any time after the expiration of 30 days from the return of a jury verdict or the Court's announcement of the jury's inability to do so in the Criminal Action, any party may seek to modify or vacate any provision of this Order.

Signed at ^{4:55} 4:55 o'clock P.m. CST this 17th day of November, 2006.


United States District Judge

Agreed as to form:



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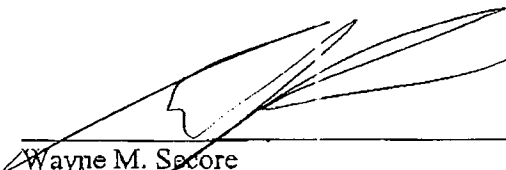
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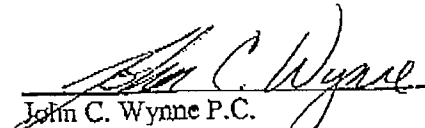
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