

Rutledge Financial Services, Inc. (“Weston Rutledge”), Zamindari Capital, LLC (“Zamindari”); Lexington International Fund, LLC a/k/a Lexington International Fund, Inc. (“Lexington”); and Oxford Adams Capital, LLC (“Oxford Adams”).

2. Zahra Ghods (“Ghods”) and a company that she owns and controls, RUSA Cap., Inc. (“RUSA”) participated in part of this fraudulent offering.

3. Between February 2004 and May 2006, Gish and, since December 2004, Weston Rutledge, fraudulently sold approximately \$29.6 million of securities to more than 300 investors located throughout the United States.

4. Gish offered and sold investments in three fraudulent investment programs: Zamindari, Lexington, and Oxford, to investors and provided them with offering materials falsely suggesting that each of these programs have historically generated extraordinary returns, ranging between 44% to over 100% per year.

5. During the course of this scheme, Gish transferred approximately \$9 million of investor funds to Ghods or RUSA, for supposed trading of medium term bank notes and as commission payments to Ghods for arranging these investments.

6. To obtain these investor funds, Ghods told Gish and several investors that RUSA guaranteed all investments with a \$100 million certificate of deposit

("CD") that RUSA held at Canadian Imperial Bank of Commerce ("CIBC"), a Canadian financial institution. In truth, no CD existed.

7. Ghods also told Gish that all investor funds transferred to RUSA would remain in a blocked account, from which no withdrawals could be made. In truth, Ghods transferred around \$830,000 of investor funds to another company that she controlled, Unisource, and used those funds to pay her miscellaneous personal expenses. Ghods also reportedly used \$2.2 million of the funds for the development of an iron ore mine in Mexico that Unisource purportedly owns. Ghods transferred approximately \$5 million of the remaining funds to an offshore bank account, which was never blocked, with the result that the funds, according to Ghods, have been misappropriated and lost.

8. On May 17, 2006, the Commission filed an emergency action against Gish, Weston Rutledge, Zamindari, Lexington and Oxford Adams, styled SEC v. Geoffrey Gish, et al., Case No. 1:06-cv-1171-CC (N.D. Ga.) and obtained a preliminary injunction, an asset freeze and an order appointing a receiver for Weston Rutledge, Zamindari, Lexington and Oxford Adams.

VIOLATIONS

9. Defendants Ghods and RUSA have engaged, and unless restrained and enjoined by this Court, will continue to engage in acts and practices that constitute and will constitute violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. 77q(a)], Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. 240.10b-5].

10. By virtue of its conduct, Relief Defendant Unisource, directly or indirectly, obtained funds or other assets to which it has no legitimate claim, and has been unjustly enriched thereby.

JURISDICTION AND VENUE

11. The Commission brings this action pursuant to Sections 20 and 22 of the Securities Act [15 U.S.C. 77t and 77v] and Sections 21(d) and 21(e) of the Exchange Act [15 U.S.C. 78u(d) and 78u(e)] to enjoin the defendants from engaging in the transactions, acts, practices, and courses of business alleged in this complaint, and transactions, acts, practices, and courses of business of similar purport and object, for civil penalties and for other equitable relief.

