

2. That Defendants Spadaccini and Oronex failed to answer, plead, or otherwise defend the First Amended Complaint filed in this action. As a result, the well-pleaded allegations contained in the First Amended Complaint are deemed admitted and entry of a default judgment is appropriate.

3. That Defendants Spadaccini and Oronex engaged in transactions, acts, practices and courses of business which constitute violations of the federal securities laws. Specifically, Defendants Spadaccini and Oronex have engaged in transactions, acts, practices and courses of business which constitute violations of Sections 5(a) and 5(c) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77e(a), 77e(c)].

4. That without an order permanently enjoining Defendants Spadaccini and Oronex from violating the securities laws set forth herein, there is a substantial likelihood that Defendants Spadaccini and Oronex will continue to violate the federal securities laws.

5. That it is necessary and appropriate for Defendants Spadaccini and Oronex to pay disgorgement, plus prejudgment interest, and civil penalties, in order to make their violations of the federal securities laws unprofitable and to deter future violations.

I.

THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants Spadaccini and Oronex, and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77c] 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].

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Spadaccini and Oroncx are liable, jointly and severally, for disgorgement of \$17,208.67, representing profits gained as a result of the conduct alleged in the First Amended Complaint, together with prejudgment interest thereon in the amount of \$2,584.16, for a total of \$19,792.83, and liable, jointly and severally, for a civil penalty in the amount of \$8,600 pursuant to Section 20(d) of the Securities Act. Defendants Spadaccini and Oronex shall satisfy this

obligation by paying the disgorgement, prejudgment interest and civil penalty ordered herein within thirty (30) days of the entry of this Order to the Clerk of this Court, together with a cover letter identifying Defendants Spadaccini and Oronex as defendants in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendants Spadaccini and Oronex shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. By making this payment, Defendants Spadaccini and Oronex relinquish all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendants Spadaccini and Oronex. Defendants Spadaccini and Oronex shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS") or any other type of interest bearing account that is utilized by the Court. These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held in the interest bearing account until further order of the Court. In accordance with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States.

The Commission may by motion propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that Fund shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether

any such Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendants Spadaccini and Oronex shall not, after offset or reduction of any award of compensatory damages in any Related Investor Action based on payment of disgorgement in this action, argue that they are entitled to, nor shall they further benefit by, offset or reduction of such compensatory damages award by the amount of any part of payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Defendants Spadaccini and Oronex shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Defendants Spadaccini and Oronex by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

III.

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.

IV.

Having resolved all disputes between the parties to this action, this Order concludes all matters before this Court as addressed in the Commission's First Amended Complaint.

However, this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment and other Final Judgments entered in this matter.

IT IS SO ORDERED.

Dated: Feb 12, 2007



HONORABLE MILTON I. SHADUR
UNITED STATES DISTRICT JUDGE