

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

Case No.: 05-80044-CIV-RYSKAMP/Vitunac

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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

QUEÉNCH, INC.,  
SPROUT INVESTMENTS, LLC,  
ALPINE EQUITY, LLC,  
LESTER PARRIS, individually and d/b/a  
PARRIS BROTHERS HOLDINGS,  
LENNOX PARRIS, individually and d/b/a  
PARRIS BROTHERS HOLDINGS,  
LYNDELL PARRIS,  
JOEL RAMSDEN, and  
MICHAEL RAO,

Defendants.

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**ORDER GRANTING JOINT MOTION FOR ENTRY OF JUDGMENT AND ORDER  
ENTERING AGREED JUDGMENT AS TO DEFENDANTS SPROUT INVESTMENTS,  
LLC, ALPINE EQUITY, LLC, JOEL RAMSDEN, AND MICHAEL RAO**

THIS CAUSE comes in for the Court pursuant to the Joint Motion for Entry of Judgment under Rule 54(b), filed February 27, 2008 [DE 80]. The Securities and Exchange Commission having filed a *Complaint* and Defendants *Sprout Investments, LLC, Alpine Equity, LLC, Joel Ramsden, and Michael Rao* (“Defendants” or “Sprout Defendants”) having entered a general appearance; consented to the Court’s jurisdiction over Defendants and the subject matter of this action; consented to entry of this *Agreed Judgment* without admitting or denying the allegations of the *Complaint* (except as to jurisdiction); waived findings of fact and conclusions of law; and

waived any right to appeal from this *Agreed Judgment*:

I.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and all persons in active concert or participation with them who receive actual notice of this *Agreed Judgment* by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act [15 U.S.C. § 77e] 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.

Upon motion of the Commission, if any, which shall not occur until a final non-

appealable judgment has been entered: (i) as to Joel Ramsden in *United States v. Kamerling, et al.*, criminal case number 07-410-RAJ pending in the United States District Court for the Western District of Washington at Seattle; and (ii) any criminal case brought against Joel Ramsden and/or Michael Rao based on the operative facts that formed the basis of *United States v. Parris, et al.*, criminal case number 1:05-cr-00636 (FB) in the United States District Court for the Eastern District of New York, the Court shall determine whether it is appropriate to order disgorgement of ill-gotten gains and/or a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and, if so, the amounts of the disgorgement and/or civil penalty. If disgorgement is ordered, Defendant shall pay prejudgment interest thereon, calculated from January 20, 2005, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). In connection with the Commission's motion for disgorgement and/or civil penalties, the parties may take discovery, including discovery from appropriate non-parties.

### III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the *Consents* are incorporated herein with the same force and effect as if fully set forth herein, and that Defendants shall comply with all of the undertakings and agreements set forth therein.

### IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this *Agreed Judgment*.

### V.

It is ORDERED AND ADJUDGED that the Joint Motion for Entry of Judgment under Rule 54(b), filed February 27, 2008 [**DE 80**], is GRANTED. 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 *Agreed Judgment* forthwith and without further notice.

Dated: March 17, 2008

S/Kenneth L. Ryskamp  
KENNETH L. RYSKAMP  
UNITED STATES DISTRICT JUDGE