

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
(Miami Division)

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

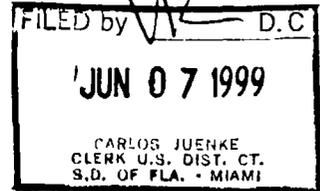
FRIENDLY POWER COMPANY LLC, FRIENDLY POWER
COMPANY, INC., FRIENDLY POWER FRANCHISE
COMPANY, SCOTT J. LEVINE, SABRINA LEVINE,
AND DWIGHT H. STEPHENS,

Defendants,

RICH HOLDINGS, INC., RICH MANAGEMENT, INC.,
CYBER-TECH MARKETING & CONSULTING, INC.,
AND PACKARD ENERGY GROUP, INC.

Relief Defendants.

CASE NO. 98-2902--
CIV-KING



FINAL JUDGMENT OF PERMANENT INJUNCTIVE AND OTHER RELIEF

On January 19, 1999, the Clerk of Court entered a default against Defendant Dwight H. Stephens pursuant to Fed. R. Civ. P. 55(a) for failure to appear, answer or otherwise plead to the Complaint. Upon plaintiff Securities and Exchange Commission's motion for entry of Final Judgment, no opposition having been filed by Defendant Stephens and the Court being fully advised in the premises, the Court finds that plaintiff has made a proper and sufficient showing in support of its motion for default judgment and therefore

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I.

**PERMANENT INJUNCTIVE RELIEF –
SECTION 5 OF THE SECURITIES ACT**

IT IS HEREBY ORDERED that Stephens, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, (a) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell securities in the form of units, common stock, warrants or any other securities (including, but not limited to, interests in limited liability partnerships), through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect with the Commission as to such securities; (b) carrying securities, in the form of units, common stock, warrants or any other securities (including, but not limited to, interests in limited liability partnerships), or causing them to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, unless and until a registration statement is in effect with the Commission as to such securities; 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 securities, in the form of units, common stock, warrants or any other securities (including, but not limited to, interests in limited liability partnerships), unless a registration statement is filed with the Commission as to such securities, or while a registration statement filed with the Commission as to such security 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, in violation of Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c), provided, however, that nothing in the foregoing portion of this injunction shall apply to any security or transaction which is exempt from the provisions of Section 5 of the Securities Act, 15 U.S.C. § 77e.

II.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 17(A)(1) OF THE SECURITIES ACT**

IT IS HEREBY FURTHER ORDERED that Stephens, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instruments of transportation or communication in interstate commerce, or by the use of the mails, in the offer or sale of securities (including, but not limited to, interests in limited liability partnerships), knowingly, willfully or recklessly employing devices, schemes or artifices to defraud, in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

15 U.S.C. § 77e.

III.

**PERMANENT INJUNCTIVE RELIEF --
SECTIONS 17(A)(2) & (3) OF THE SECURITIES ACT**

IT IS HEREBY FURTHER ORDERED that Stephens, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instruments of transportation or communication in

interstate commerce or by the use of the mails, in the offer or sale of securities (including, but not limited to, interests in limited liability partnerships), (i) obtaining money or property by means of untrue statements of material facts or omissions to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading; or (ii) engaging in acts, practices and courses of business which have operated and will operate as a fraud or deceit upon purchasers and prospective purchasers of such securities, in violation of Sections 17(a)(2) & (3) of the Securities Act, 15 U.S.C. §§ 77(q)(a)(2) & (3).

IV.

**PERMANENT INJUNCTIVE RELIEF --
SECTION 10(B) OF THE EXCHANGE ACT AND RULE 10B-5**

IT IS HEREBY FURTHER ORDERED that Stephens, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any securities (including, but not limited to, interests in limited liability partnerships), knowingly, willfully or recklessly: (i) employing devices, schemes or artifices to defraud; (ii) making untrue statements of material facts and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (iii) engaging in acts, practices and courses of business which have operated, are now operating or will operate as a fraud upon the purchasers of such

securities, in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

V.

**PERMANENT INJUNCTIVE RELIEF –
SECTION 15(A)(1) OF THE EXCHANGE ACT**

IT IS HEREBY FURTHER ORDERED that Stephens, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are hereby permanently restrained and enjoined from directly or indirectly, by use of any means or instrumentality of interstate commerce or of the mails, engaging in the business of effecting transactions in securities for the accounts of others or inducing or effecting the purchase and sale of securities while not themselves registered with the SEC in accordance with the provisions of Section 15(b) of the Exchange Act, or while not associated with a broker-dealer that was so registered, in violation of Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78j(a)(1).

VI.

DISGORGEMENT FROM STEPHENS

IT IS HEREBY FURTHER ORDERED that Stephens shall disgorge \$117,149.25 representing his gains from the conduct alleged in the Complaint, plus pre-judgment interest thereon. Such disgorgement and prejudgment interest shall be paid to the Receiver, for the benefit of investors. All such disgorgement and prejudgment interest shall be within thirty (30) days from the date of the entry of this Order.

VII.

PENALTIES FROM STEPHENS

IT IS HEREBY FURTHER ORDERED that Stephens shall pay \$ _____ as a civil money penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78(d)(3) to the United States Treasury within thirty days from the date of this Order. Such payment shall be: (i) made by United States postal money order, certified check, bank cashier's check or bank money order; (ii) made payable to the Securities and Exchange Commission; (iii) transmitted to the Comptroller, U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549; and (iv) submitted under cover of a letter which identifies Stephens as the Defendant in this action, a copy of which cover letter and money order or check shall be sent to Mitchell E. Herr, Esq., Regional Trial Counsel, Securities and Exchange Commission, Southeast Regional Office, 1401 Brickell Avenue, Suite 200, Miami, Florida 33131.

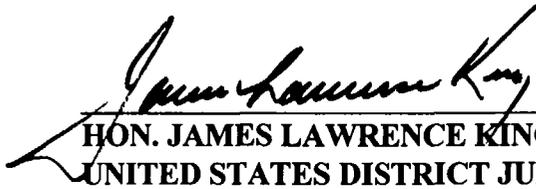
VIII.

RETENTION OF JURISDICTION

IT IS HEREBY FURTHER ORDERED that this Court shall retain jurisdiction over this matter and Stephens in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any suitable application or motion for

additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.

DONE AND ORDERED at 7:00 o'clock, Am. this 7 day of June,
1999, at Miami, Florida.


HON. JAMES LAWRENCE KING
UNITED STATES DISTRICT JUDGE

Copies to:

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