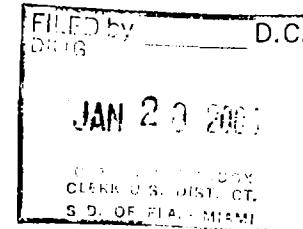


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
(Miami Division)

CASE NO. 99-2360-CIV-UNGARO-BENAGES/Brown

SECURITIES AND EXCHANGE COMMISSION, )  
Plaintiff, )  
v. )  
LATIN AMERICAN SERVICES CO., LTD., )  
CYPRUS FUNDS, INC., ERIC V. BARTOLI, )  
DOUGLAS R. SHISLER, JAMES L. BINGE, )  
PETER J. ESPOSITO, )  
Defendants, )  
B & S FARMS, INC., and FLANDERS )  
INVESTMENT HOLDINGS LIMITED, INC., )  
Relief Defendants. )

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**FINAL JUDGMENT SETTING DISGORGEMENT, PREJUDGMENT INTEREST,  
AND A CIVIL PENALTY AS TO DEFENDANT ERIC V. BARTOLI**

Plaintiff Securities and Exchange Commission (“Commission”) commenced this action by filing its Complaint against, among others, Defendant Eric V. Bartoli (“Defendant”). In its Complaint, the Commission sought a temporary restraining order, and preliminary and permanent injunctions to prohibit violations by the Defendant of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 (“Securities Act”), Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”), and Rule 10b-5, thereunder, Sections 206(1) and 206(2) of the Investment Advisers Act of 1940 (“Advisers Act”). The Commission also sought other relief against the Defendant in the form of accountings, disgorgement, civil penalties, records preservation, expedited discovery and an order temporarily freezing his assets.

On October 5, 2000, this Court entered a Final Judgment of Permanent Injunction and

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Other Relief (“Permanent Injunction”) against defendant Eric V. Bartoli, permanently enjoining him from further violations of the above-mentioned provisions of the federal securities laws. The Permanent Injunction further orders Defendant to “disgorge all ill-gotten profits or proceeds that he received as a result of the acts and/or courses of conduct complained of herein, with prejudgment interest . . .” Moreover, for purposes of setting an amount of disgorgement, the Court ordered that Bartoli is jointly and severally liable “to disgorge all amounts fraudulently raised from investors, less any monies that the Receiver distributes to defrauded investors.”

The Permanent Injunction further orders Defendant to pay a civil penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3), and Section 209(e) of the Advisers Act, 15 U.S.C. § 80b-9(e), to be determined by the Court upon the Commission’s motion.

The Commission has now moved for the entry of a final judgment setting disgorgement, with prejudgment interest thereon, and a civil penalty against Defendant. The Court, having reviewed the Commission’s motion, and exhibits attached thereto, and otherwise being fully advised in the premises, enters this Final Judgment Setting Disgorgement, Prejudgment Interest and a Civil Penalty as to Defendant Eric V. Bartoli (“Final Judgment”),

ACCORDINGLY,

I.

**DISGORGEMENT AND PREJUDGMENT INTEREST**

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that Defendant shall pay disgorgement in the amount of \$19,700,000, plus prejudgment interest thereon in the amount of \$ 28,244,388, representing his ill-gotten gains as a result of the conduct alleged in the Amended Complaint, and amounts for which he is jointly and severally liable under the Permanent

Injunction.

II.

**CIVIL PENALTY**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant shall pay a civil penalty in the amount of \$10,000, pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3), and Section 209(e) of the Advisers Act, 15 U.S.C. § 80b-9(e).

III.

**PAYMENT INSTRUCTIONS**

Defendant shall satisfy the the disgorgement, prejudgment interest, and civil penalty obligations by paying all amounts due within thirty (30) days to the Clerk of this Court, together with cover letters identifying Eric V. Bartoli as a defendant in this action: setting forth the title and civil action number of the action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payments and cover letters to Teresa J. Verges, Securities and Exchange Commission, 801 Brickell Avenue, Suite 1800, Miami, Florida, 33131. By making these payments, Defendant relinquishes all legal and equitable right, title, and interest in such payments and no part of the payments shall be returned to Defendant. The Clerk shall deposit the payments 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 payments, 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 propose a plan to distribute the Fund subject to the Court's approval. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

Defendant agrees that he shall not seek or accept, directly or indirectly, reimbursement or indemnification from any source, including but not limited to payment made pursuant to any insurance policy, with regard to any civil penalty amounts that he pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors. Defendant further agrees that he shall not claim, assert, or apply for a tax deduction or tax credit with regard to any federal, state, or local tax for any penalty amounts that Defendant pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors.

The Commission may by motion propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that the 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, the amount ordered to be paid as a civil penalty pursuant to this Final Judgment shall be treated as a penalty paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendant shall not, after offset or reduction in any Related Investor Action based on his payment of disgorgement in this action, further benefit by offset or reduction of any part of his payment of a civil penalty in this action.

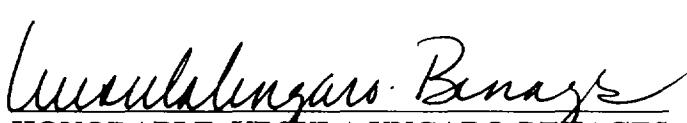
(“Penalty Offset”). If the court in any Related Investor Action grants such a Penalty Offset, Defendant shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury 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 Final Judgment. For purposes of this paragraph, a “Related Investor Action” means a private damages action brought against Defendant by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

IV.

**RETENTION OF JURISDICTION**

**IT IS FURTHER HEREBY ORDERED** that this Court will retain jurisdiction over this matter and the Defendant in order to implement and carry out the terms of this Final Judgment, and 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 11 o'clock 4.m. this 20 day of Jan, 2006 at Miami, Florida.

  
HONORABLE URSULA UNGARO-BENAGES  
UNITED STATES DISTRICT JUDGE

Copies to: Teresa J. Verges, Esq.  
*Attorney for Plaintiff*  
Marc J. Gottlieb, Esq.  
*Attorney for Receiver*  
Eric V. Bartoli, *pro se*  
Michael Michelson, Esq.  
*Attorney for Douglas Shisler*  
Peter J. Esposito, Jr., *pro se*