

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 05-80128-CIV-ZLOCH

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

**CORRECTIVE FINAL JUDGMENT OF  
PERMANENT INJUNCTION AS TO  
DEFENDANT PAUL A. SPREADBURY**

CONCORDE AMERICA, INC.,  
ABSOLUTE HEALTH AND FITNESS,  
INC., HARTLEY LORD, DONALD E.  
OEHMKE, BRYAN KOS, THOMAS M.  
HEYSEK, ANDREW M. KLINE, AND  
PAUL A. SPREADBURY,

Defendants,

and

DASILVA, SA, VANDERLIP HOLDINGS,  
NV, CHIANG ZE CAPITAL, AVV,  
RYZCEK INVESTMENTS, GMBH,  
BARRANQUILLA HOLDINGS, SA,

Relief Defendants.

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THIS MATTER is before the Court upon Plaintiff Securities And Exchange Commission's Notice Of Filing Consent To Entry Of Judgment Of Permanent Injunction (DE 150). Pursuant to Federal Rule of Civil Procedure 60, the Court enters this Corrective Final Judgment of Permanent Injunction as to Defendant Paul A. Spreadbury. The Court has carefully reviewed said Consent and the entire Court file and is otherwise fully advised in the premises.

Plaintiff Securities and Exchange Commission (hereinafter the

"Commission") commenced the above-styled cause seeking a permanent injunction to prohibit violations by, among others, Defendant Paul A. Spreadbury of Section 10(b) of the Securities and Exchange Act of 1934, 28 U.S.C. § 78, and Rule 10b-5, 17 C.F.R. 240.10b-5. The Commission sought the disgorgement of wrongfully obtained funds, prejudgment interest, as well as a civil penalty against the Defendants, pursuant to Section 21(d)(3) of the Securities and Exchange Act of 1934. See DE 1.

In Defendant Paul A. Spreadbury's Consent (DE 150), without admitting or denying any of the allegations in the Complaint (DE 1) filed herein, he acknowledges the jurisdiction of this Court over both himself and the subject matter of this action. He has also agreed to the entry of a Judgment of Permanent Injunction against himself. In the instant Consent (DE 150), Defendant Paul A. Spreadbury waives the entry of findings of fact and conclusions of law pursuant to Federal Rule of Civil Procedure 52; further, he also waives his right to appeal from the entry of Final Judgment of Permanent Injunction against him by this Court.

Accordingly, after due consideration, it is

**ORDERED AND ADJUDGED** that Defendant Paul A. Spreadbury's Consent To Judgment And Other Relief (DE 150) be and the same is hereby approved, adopted, and ratified as follows:

I. Violation Of Section 10(b) of the Exchange Act  
And Rule 10b-5 Thereunder

Defendant Paul A. Spreadbury, his agents, officers, servants, employees, attorneys, representatives, and all persons in active

concert or participation with him, and each said person, directly or indirectly, who receives actual notice of this Final Judgment of Permanent Injunction, by personal service or otherwise, be and hereby are, permanently **ENJOINED** from knowingly, willfully, or recklessly, directly or indirectly, singly or in concert, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (1) employing any device, scheme, or artifice to defraud;
- (2) making any untrue statements of material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (3) engaging in any act, practice or course of business which operates or would operate as fraud or deceit upon any person in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

## II. Penny Stock Bar

**IT IS FURTHER ORDERED AND ADJUDGED** that Defendant Paul A. Spreadbury be and the same is hereby permanently **ENJOINED** from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. For the purposes of this Order, a penny stock is defined as any equity security that has a price less than five dollars (\$5.00) except as provided in Rule 3A51-1 under

the Exchange Act, 17 C.F.R. 240.3A51-1.

III. Disgorgement And Civil Penalty

**IT IS FURTHER ORDERED AND ADJUDGED** that upon motion of the Commission, the Court shall determine whether it is appropriate to order disgorgement of ill-gotten gains and/or civil penalty pursuant to Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3) and, if so, the amount, if any, of the disgorgement and/or civil penalty. If disgorgement is so ordered, Defendant Paul A. Spreadbury shall pay prejudgment interest thereon, calculated from February 14, 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. § 66621(a)(2). In connection with the Commission's Motion for disgorgement and/or civil penalties, and at any hearing held on such a Motion:

(1) Defendant Paul A. Spreadbury will be precluded from arguing that he did not violate the federal securities laws as alleged in the Complaint (DE 1); however, he may argue that he did not receive ill-gotten gains from said violations;

(2) Defendant Paul A. Spreadbury may not challenge the validity of the Consent (DE 150) or this Final Judgment And Permanent Injunction;

(3) Solely for the purpose of such Motion, the allegations of the Complaint (DE 1) shall be accepted as and deemed true by the Court; and

(4) The Court may determine the issues raised in the Motion on the basis of affidavits, declarations, excerpts of sworn deposition

or investigative testimony, and documentary evidence, without regard to the standards for Summary Judgment contained in Federal Rule of Civil Procedure 56(c). In connection with the Commission's Motion for disgorgement and/or civil penalties, the parties may take discovery, including discovery from appropriate non-parties.

IV. Incorporation of the Consent

**IT IS FURTHER ORDERED AND ADJUDGED** that Defendant Paul A. Spreadbury shall comply with the provisions of the Consent attached to the instant Consent (DE 150), and that said Consent is incorporated by reference as if fully set forth therein.

V. Retention of Jurisdiction

**IT IS FURTHER ORDERED AND ADJUDGED** that the Court shall retain Jurisdiction of the above-styled cause for the purposes of enforcing the terms of this Final Judgment And Permanent Injunction.

VI. Rule 54(b) Certification

**IT IS FURTHER ORDERED AND ADJUDGED** that there being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is **DIRECTED** to enter this Final Judgment And Permanent Injunction forthwith and without further notice.

**DONE AND ORDERED** in Chambers at Fort Lauderdale, Broward County, Florida, this \_\_\_\_ 9th \_\_\_\_ day of February, 2007.



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WILLIAM J. ZLOCH  
Chief United States District Judge

Copies furnished:  
See Attached Mailing List

SECURITIES AND EXCHANGE COMMISSION vs. CONCORDE AMERICA, INC., et al.

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