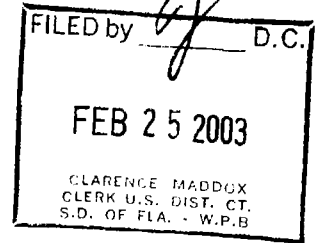


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.01-9111 CIV-HURLEY/LYNCH



_____ :

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

Genesis Leasing IX, Inc., :

Kadie Corp., :

George Robert Hoffman, :

Lisa Klinger Paonessa, :

Brian Dominick Paonessa, :

Rainwater Investment Group :

Holdings XI LLC, :

Excalibur Investment Group :

PAIF II, Inc., :

Excalibur Investment Group :

Holdings, Inc., :

Excalibur Investment Group, Inc., :

Trident/KD Investment Group, Inc., :

and Endeavor Investment Group, Inc., :

Defendants. :

_____ :

JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF

Plaintiff, Securities and Exchange Commission ("Commission"),
having filed its complaint in this matter against, among others,
defendants Genesis Leasing IX, Inc.; Kadie Corp.; Lisa Klinger
Paonessa; Brian Dominick Paonessa; Excalibur Investment Group
PAIF II, Inc.; Excalibur Investment Group Holdings, Inc.;
Excalibur Investment Group, Inc.; Trident/KD Investment Group,

Inc.; and Endeavor Investment Group, Inc., (collectively "defendants") seeking injunctive and other relief, and said defendants having entered a general appearance, admitted the jurisdiction of this court over them and over the subject matter of this action, waived entry of findings of fact and conclusions of law pursuant to Rules 52 and 65 of the Federal Rules of Civil Procedure with respect to the relief granted in this order, and without admitting or denying any of the allegations of the complaint having consented to the entry of this judgment, it is hereby,

I.

ORDERED that defendants Genesis Leasing IX, Inc.; Kadie Corp.; Lisa Klinger Paonessa; Brian Dominick Paonessa; Excalibur Investment Group PAIF II, Inc.; Excalibur Investment Group Holdings, Inc.; Excalibur Investment Group, Inc.; Trident/KD Investment Group, Inc.; and Endeavor Investment Group, Inc., their agents, servants, employees, attorneys and those persons in active concert or participation with them, in connection with the purchase or sale of securities, or in connection with tender offers, by use of any means or instrumentalities of interstate commerce, or by the mails or any facility of any national securities exchange, be, and they hereby are, permanently restrained and enjoined from, directly or indirectly:

- (1) employing any device, scheme or artifice to defraud;

(2) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person or, in connection with a tender offer, which constitutes a fraudulent, deceptive or manipulative practice; or

(3) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading,

in violation of Sections 10(b) and 14(e) of the Securities Exchange Act of 1934, 15 U.S.C. 78j(b) and 15 U.S.C. 78n(e), and Rule 10b-5, 17 C.F.R. 240.10b-5.

II.

IT IS FURTHER ORDERED that within ten days of the appointment of the special master pursuant to this order, defendants assign and take all further action required by the general partner or the special master to transfer all limited partnership units owned by any of the defendants or under their control, or owned or controlled by any entity under their control, (whether pending transfer or otherwise) to the special master appointed by this Court. Any ownership rights any of the defendants have in such units shall terminate upon such transfer. Defendants Brian Dominick Paonessa and Lisa Klinger Paonessa shall take all necessary steps to facilitate this assignment, and will execute

any and all documents necessary for such transfer. Defendants will also transfer to the special master all documents in their possession or control, or the possession and control of any agent, concerning such interests, and all records concerning the purchase and sale of such interests by any of the defendants. Defendants Brian Dominick Paonessa and Lisa Klinger Paonessa will provide, to the extent of their ability, any information and explanations regarding such records requested by the special master and reasonably necessary to the performance of the special master's duties.

III.

IT IS FURTHER ORDERED that defendants pay disgorgement in the amount of \$2,824,165, representing their ill-gotten gains from the conduct alleged in the Complaint, plus \$556,819 in pre-judgment interest thereon computed at the IRS rate on delinquent taxes, and the defendants shall be jointly and severally liable and responsible for payment of said amount, provided that the defendants shall pay \$133,000 to the special master appointed by this Court within ten days of the appointment of the special master. In addition, the defendants will transfer currently owed or anticipated distributions on units of Polaris or Uniprop partnerships, within ten days of those distributions being forwarded to the defendants. In addition, the defendants will transfer the partnership units to the special master as required

by II, above, and will be credited with having disgorged the amount ultimately received by the special master upon sale of those units. In addition, any additional dividends or distributions, received by any of the defendants, or any entity controlled by any of the defendants, from any of the partnerships with regard to which the defendants will be transferring units to the special master, or sums paid to the defendants by any party tendering such partnership units, will be transferred by the defendants within three days of receipt to the special master.

Additional payment of the disgorgement and pre-judgment interest thereon is waived as to defendant Lisa Klinger Paonessa only. This waiver is contingent upon the accuracy and completeness of the Financial Disclosure Statement of Brian Dominick Paonessa and Lisa Klinger Paonessa (which incorporates assets and liabilities of the corporate defendants). If at any time following the entry of this Judgment the Commission obtains information indicating that the defendants' representations in their Disclosure Statement concerning their income, liabilities, or net worth were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to defendants, petition this Court for an order requiring defendant Lisa Klinger Paonessa to pay the disgorgement and pre-judgment and post-judgment interest

thereon. In connection with any such petition, the only issue shall be whether the financial information provided by defendants was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering defendant Lisa Klinger Paonessa to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Judgment, and the Commission may also request additional discovery. Defendant Lisa Klinger Paonessa may not, by way of defense to such petition, challenge the validity of this Judgment, contest the allegations in the Complaint filed by the Commission, the amount of disgorgement and interest, or assert that disgorgement should not be ordered. Any such payment will be reduced by any disgorgement previously paid by defendants in this matter.

The remaining disgorgement owed by the defendants other than defendant Lisa Klinger Paonessa shall be paid to the special master no later than July 31, 2003.

IV.

IT IS FURTHER ORDERED THAT based upon the Financial Disclosure Statement submitted to the Commission by Brian Dominick Paonessa and Lisa Klinger Paonessa (which incorporates the assets and liabilities of the corporate defendants), the

Court is not ordering them to pay civil penalties pursuant to Section 21(d) of the Exchange Act, 15 U.S.C. 78u(d), based upon the violations alleged in the complaint and defendant Brian Dominick Paonessa's violation of the Order previously entered against him by plaintiff Commission. The determination not to impose a civil penalty is contingent upon the accuracy and completeness of the Financial Disclosure Statement. If at any time following the entry of this Final Judgment the Commission obtains information indicating that the Financial Disclosure Statement was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to defendants, petition this Court for an order imposing civil penalties against any or all of the defendants. In connection with any such petition, the only issues shall be whether the financial information provided by defendants was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering defendants to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Judgment, and the Commission may also request additional discovery. Defendants may not, by way of

defense to such petition: (i) challenge the validity of this Consent or the Final Judgment; (ii) contest the allegations in the Complaint filed by the Commission; (iii) contest the imposition of the maximum civil penalty allowable under the law; or (iv) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

v.
Russell C. Weigel, III, Esq.

IT IS FURTHER ORDERED that _____ is appointed special master to take custody, control and possession of all assets to be transferred by the defendants pursuant to this order. Defendants will exercise no further ownership and control over such interests after transferring such interests to the special master.

VI.

IT IS FURTHER ORDERED that any distributions, dividends, disbursements or other sums owed to the owner of the interests will be paid to the special master, and that the special master will take possession of such funds and they will be considered a part of the interest until distributed or paid pursuant to order of the Court.

VII.

IT IS FURTHER ORDERED that the special master, after taking possession of such interests, will report to the Court within 45 days and recommend a method of liquidating such interests, and

distributing any resulting funds, and any other disgorged funds, to the victims of the defendants' scheme, if feasible.

VIII.

IT IS FURTHER ORDERED that the special master, as the special master deems necessary, may request this Court to grant the special master such other powers as may be necessary to efficiently administer and manage the interests.

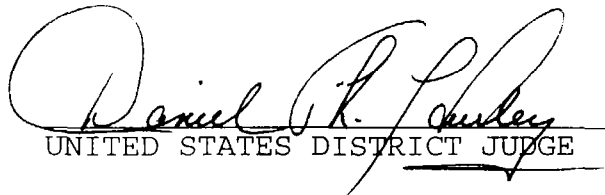
IX.

IT IS FURTHER ORDERED that the special master may apply to the Court for reasonable compensation for his services, to be paid out of the assets disgorged or derived from the liquidation of the interests disgorged.

X.

IT IS FURTHER ORDERED that this Court will retain jurisdiction over this matter and defendants for all purposes and will order other and further relief that this Court deems appropriate under the circumstances.

Done and ordered at 11:00 o'clock a. m. this 25th day of February, 2003 at West Palm Beach, Florida.


UNITED STATES DISTRICT JUDGE