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CLERK U.S. DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON AT TACOMA  
BY \_\_\_\_\_ DEPUTY

FILED \_\_\_\_\_ LODGED \_\_\_\_\_ ENTERED \_\_\_\_\_ RECEIVED \_\_\_\_\_  
MAY 15 2003 MR  
AT SEATTLE  
CLERK U.S. DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
DEPUTY

ORIGINAL

HAROLD R. LOFTIN, JR.  
Attorney for Plaintiff  
UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION  
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IN THE UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

CV.03-5269 FDB

SECURITIES AND EXCHANGE  
COMMISSION,  
Plaintiff,  
vs  
PENSION PLANS OF AMERICA, INC.,  
and LLOYD BENTON SHARP,  
Defendants

FINAL JUDGMENT AND ORDER  
OF PERMANENT INJUNCTION  
AND OTHER RELIEF AS TO  
DEFENDANTS PENSION PLANS  
OF AMERICA, INC., AND LLOYD  
BENTON SHARP

This matter came before this Court on the application of Plaintiff Securities and Exchange Commission ("Commission"), and by the consent of Defendants, Pension Plans of America, Inc, ("PPA") and Lloyd Benton Sharp ("Sharp"), for issuance of this Final Judgment and Order of Permanent Injunction and Other Relief as to Defendants Pension Plans of America, Inc., and Lloyd Benton Sharp ("Final Judgment"), providing the relief set out herein

Final Judgment and Order of Permanent  
Injunction and Other Relief  
Case No \_\_\_\_\_  
Page 1

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CV 03-05269 #00000004

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1 PPA and Sharp provided this Court with a Stipulation and Consent (“Consent”) in which,  
2 *inter alia*, they (1) acknowledge and admit the *in personam* jurisdiction of this Court over them, and  
3 the subject matter jurisdiction of this Court over the cause of action claimed by the Commission  
4 herein, (2) waive entry of findings of fact and conclusions of law under Fed R Civ P 52, with  
5 respect to the entry of this Final Judgment, and (3) consent, for purposes of this action only, to the  
6 entry of this Final Judgment, without admitting or denying any of the allegations of the  
7 Commission’s Complaint, except as to jurisdiction, and in which Sharp consents to pay a \$120,000  
8 civil penalty.

9 The Court finds that it has *in personam* jurisdiction over PPA and Sharp, and subject matter  
10 jurisdiction over the cause of action claimed by the Commission, that no further notice or hearing is  
11 required prior to entry of this Final Judgment and that the Court has been fully advised of the  
12 premises for entry of this Final Judgment.

13 **IT IS THEREFORE ORDERED, ADJUDGED AND DECREED:**

14 I

15 PPA, Sharp, their agents, servants, employees, attorneys, and all other persons in active  
16 concert or participation with them who receive actual notice of this Final Judgment, by personal  
17 service or otherwise, are hereby permanently restrained and enjoined from violating Section  
18 17(a) of the Securities Act of 1933 (“Securities Act”) as amended [15 U S C § 77q(a)], by, in the  
19 offer or sale of any security, making use of any means or instruments of transportation or  
20 communication in interstate commerce, or of the mails, directly or indirectly

21 (a) to employ any device, scheme or artifice to defraud,

22 Final Judgment and Order of Permanent  
23 Injunction and Other Relief  
Case No \_\_\_\_\_  
Page 2

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1 (b) to obtain money or property by means of any untrue statement of a  
2 material fact or any omission to state a material fact necessary in order to make the statements  
3 made, in the light of the circumstances under which they were made, not misleading; or

4 (c) to engage in any transaction, practice or course of business which operates  
5 or would operate as a fraud or deceit upon any purchaser.

6 II

7 PPA, Sharp, and their officers, agents, servants, employees, attorneys, and those persons  
8 in active concert or participation with them who receive actual notice of this Final Judgment, by  
9 personal service or otherwise, are hereby permanently restrained and enjoined, from violating  
10 Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U S C. § 78j(b)] and  
11 Rule 10b-5 [17 C F R § 240 10b-5], promulgated thereunder, directly or indirectly, in  
12 connection with the purchase or sale of securities, in the form of common stock or any other  
13 security, by making use of any means or instrumentalities of interstate commerce or of the mails,  
14 or of any facility of any national securities exchange

15 (a) to employ any device, scheme or artifice to defraud,

16 (b) to make any untrue statement of a material fact or omit to state a material  
17 fact necessary in order to make the statements made, in the light of the circumstances under  
18 which they were made, not misleading, or

19 (c) to engage in any act, practice or course of business which operates or  
20 would operate as a fraud or deceit upon any person.

III

1  
2 PPA, Sharp, their agents, servants, employees, attorneys, and all persons in active concert  
3 or participation with them, who receive actual notice of this Final Judgment, by personal service  
4 or otherwise, are hereby permanently restrained and enjoined from violating Securities Act  
5 Sections 5(a) and 5(c) [15 U.S.C. § 77e(a) and 15 U.S.C. § 77e(c)] by, in the offer or sale of any  
6 security, directly or indirectly

7 (a) making use of any means or instruments of transportation or  
8 communication in interstate commerce or of the mails to sell any securities, through the use or  
9 medium of any prospectus or otherwise, unless and until a registration statement is in effect with  
10 the Commission as to such securities, and

11 (b) making use of any means or instruments of transportation or  
12 communication in interstate commerce or of the mails to offer to sell or offer to buy, through the  
13 use or medium of any prospectus or otherwise, securities, unless a registration statement has  
14 been filed with the Commission as to such securities, or while a registration statement filed with  
15 the Commission as to such securities is the subject of a refusal order or stop order or (prior to the  
16 effective date of the registration statement) any public proceeding of examination under Section  
17 8 of the Securities Act as amended [15 U S C § 77h], provided, however, that nothing in this  
18 Part shall apply to any security or transaction that is exempt from the provisions of Section 5 of  
19 the Securities Act, as amended [15 U S C § 77e]

IV

Sharp is hereby permanently enjoined and restrained from, directly or indirectly, singly or in concert

(a) participating in any way in the sale of any security while acting as, on behalf of, or in association with, an issuer, underwriter, broker, or dealer involved in such sale, unless a registration statement is in effect as to such security; or

(b) participating in any way in the offer to sell or the offer to buy any security while acting as, on behalf of, or in association with, an issuer, underwriter, broker, or dealer involved in such offer, unless a registration statement has been filed as to such security

V

PPA, Sharp, and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, are hereby restrained and enjoined from directly or indirectly, engaging in the business of effecting transactions in securities, in the form of investment contracts, or any other security, for their own account or for the account of others, while making use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, banker's acceptances, or commercial bills) unless registered as a broker or dealer in accordance with Section 15(b) of the Exchange Act [15 U S C § 78o(b)] and all applicable rules promulgated thereunder or is otherwise exempt from registration under Section 15(a)(1) of the Exchange Act [15 U S C § 78o(a)(1)]

VI

Sharp shall pay a civil money penalty in the amount of \$120,000 pursuant to the provisions of Section 20(d) of the Securities Act, [15 U S C § 77t(d)] and §21(c) of the Exchange Act [15 U S C § 78u(c)] The penalty shall be paid within 30 days of the entry of this Final Judgment by United States postal money order, certified check bank cashier's check, or bank money order payable to the Securities and Exchange Commission The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 Green Way, Mail Stop 0-3, Alexandria, Virginia 22312 and shall be accompanied by a letter identifying Sharp as the defendant in this action, setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment

VII.

The Stipulation and Consent filed herein is hereby incorporated in this Final Judgment with the same force and effect as if fully set forth herein

VIII

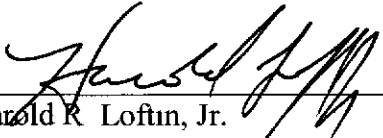
This Court shall retain jurisdiction over this action and over PPA and Sharp for all purposes, including for purposes of enforcing the terms of this Final Judgment.

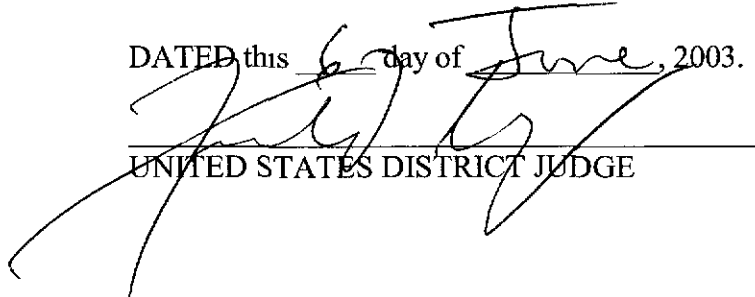
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IX

This Final Judgment may be served upon PPA and Sharp in person or by mail either by the United States Marshal, by the Clerk of the Court or by any member of the staff of the Commission

Presented by

  
Harold R. Loftin, Jr.  
Attorney for Securities and Exchange  
Commission

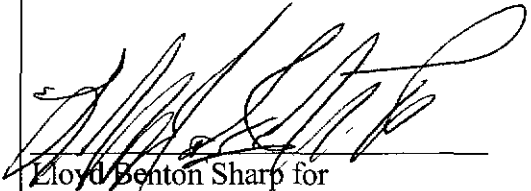
DATED this 6 day of June, 2003.  
  
UNITED STATES DISTRICT JUDGE

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1 Agreed as to Form and Content

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4 Lloyd Benton Sharp for  
Pension Plans of America, Inc

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7 Lloyd Benton Sharp

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Final Judgment and Order of Permanent  
Injunction and Other Relief  
Case No \_\_\_\_\_  
Page 8

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Fort Worth, TX 76102-6882  
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United States District Court  
for the  
Western District of Washington  
June 9, 2003

\* \* MAILING CERTIFICATE OF CLERK \* \*

Re: 3:03-cv-05269

True and correct copies of the attached were mailed by the clerk to the following:

Harold R Loftin Jr, Esq.  
US SECURITIES & EXCHANGE COMMISSION  
STE 1900  
801 CHERRY ST  
FORT WORTH, TX 76102  
FAX 1-817-978-4927

FDB