

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

Case Number 04-CV-1731 (JR)

SOULFOOD CONCEPTS, INC.,

and

MARKOVA CAMPBELL,

Defendants.

FINAL JUDGMENT AS TO MARKOVA CAMPBELL

Plaintiff Securities and Exchange Commission ("Commission"), having commenced this action by filing its Complaint, and Defendant Markova ("Mark") Campbell ("Campbell"), having in the Consent of Defendant Markova Campbell ("Consent") entered a general appearance herein, admitted the jurisdiction of this Court over him and over the subject matter of this action, acknowledged service of process, waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, waived any right he might have to appeal from the entry of this Final Judgment, and, without admitting or denying any of the allegations of the Complaint, except as to jurisdiction, which he admits, and without trial, argument, or adjudication of any issue of fact or law, having consented to the entry of this Final Judgment, and it appearing that this Court has jurisdiction over Campbell and the subject matter of this action, and the Court being fully advised in the premises:

I.

**IT IS ORDERED, ADJUDGED AND DECREED** that Campbell, his agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of a national securities exchange, Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by:

- (1) employing any device, scheme, or artifice to defraud;
- (2) 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 are made, not misleading; or
- (3) engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

in connection with the purchase or sale of any security.

II.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that Campbell, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from aiding and abetting violations of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 13a-1, 13a-13 and 12b-20 [17 C.F.R. §§ 240.13a-1, 240.13a-13 and 240.12b-20] thereunder, by

knowingly providing substantial assistance to an issuer that fails to file annual and quarterly reports in conformity with the Commission's integrated reporting and disclosure regulations, Regulations S-K and S-X, or by failing to include such further material information as may be necessary to make the required statements, in the light of the circumstances under which they were made, not misleading.

**III.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that Campbell, his agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from violating, directly or indirectly, Exchange Act Rule 13a-14 [17 C.F.R. § 240.13a-14], by filing a report under Section 13(a) of the Exchange Act that does not include a certification containing the information required by Exchange Act Rule 13a-14 and set forth in the applicable exhibit filing requirements of such report.

**IV.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Campbell is prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

**V.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that based on Campbell's sworn representations in his Statement of Financial Condition dated October 5, 2004,

and other documents submitted to the Commission, the Court is not ordering him to pay a civil penalty. The determination not to impose a civil penalty is contingent upon the accuracy and completeness of his Statement of Financial Condition and other documents submitted to the Commission. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Campbell's representations to the Commission concerning his assets, 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 Campbell, petition the Court for an order requiring Campbell to pay the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by Campbell 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 Campbell to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Campbell may not, by way of defense to such petition: (1) challenge the validity of his Consent or the Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of a civil penalty should not be ordered; (4) contest the imposition of the maximum civil penalty allowable under the law; or (5) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

**VI.**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that the Consent be, and hereby is, incorporated herein by reference with the same force and effect as if fully set forth

herein and that Campbell shall fully comply with all of the undertakings and agreements incorporated herein.

VII.

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that this Court shall retain jurisdiction of this matter for the purpose of enforcing the terms of this Final Judgment.



UNITED STATES DISTRICT JUDGE

Dated: March 3, 2005