

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

(JPO)  
04 Civ.1122 (TWC)

- against - :

OCC HOLDINGS, LTD., MB HOLDINGS USA, INC., :  
EQUITY SERVICE ASSOCIATES, INC., :  
ALAN LABINERI, KHURRAM TANWIR, :  
JOSEPH FAVATA, AHMED AWAN, and :  
YAKOV KOPPEL, :

Defendants, :

and :

OFF WORLD STRATEGIC HOLDINGS and :  
MB HOLDINGS USA DIVISION A INC., :

Relief Defendants. :  
-----X

FINAL JUDGMENT AS TO DEFENDANT YAKOV KOPPEL

The Securities and Exchange Commission having filed a Complaint and Defendant Yakov Koppel having entered a general appearance; consented to the Court's jurisdiction over Koppel and the subject matter of this action; consented to the entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Koppel and Koppel's agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the

Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit 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
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Koppel and Koppel's agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
  - (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading;
- or

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

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Koppel is permanently barred 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. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1].

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Koppel is liable for disgorgement of \$600.00, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$250.53 for a total of \$850.53.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Koppel shall pay a civil penalty in the amount of \$10,000 pursuant to Section 20(d)(2)(C) of the Securities Act [15 U.S.C. § 77t(d)(2)(C)] and Section 21(d)(3)(B)(iii) of the Exchange Act [15 U.S.C. § 78u(d)(3)(B)(iii)].

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Koppel shall satisfy the payment obligations set forth in paragraphs IV and V of this Judgment, supra, by paying those obligations in full within 364 days of the entry of this Final Judgment by certified check,

bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Securities and Exchange Commission, Office of Financial Management, Accounts Receivable, 100 F Street NE, Mail Stop 6042, Washington, DC 20549 and shall be accompanied by a letter identifying Koppel as a 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. Koppel shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

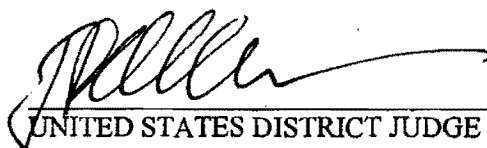
VII.

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

VIII.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: Nov. 30, 2011

  
UNITED STATES DISTRICT JUDGE

**The Clerk of Court is directed to close this case. Any pending motions are moot.**

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SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION, :

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04 Civ.1122 (TPG)

- against - :

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JOSEPH FAVATA, AHMED AWAN, and :  
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Defendants, :

and :

OFF WORLD STRATEGIC HOLDINGS and :  
MB HOLDINGS USA DIVISION A INC., :

Relief Defendants. :  
-----X

CONSENT OF DEFENDANT YAKOV KOPPEL

Defendant Yakov Koppel ("Koppel") acknowledges having been served with the complaint in this action, enters a general appearance, and admits the Court's jurisdiction over Koppel and over the subject matter of this action.

1. Without admitting or denying the allegations of the complaint (except as to personal and subject matter jurisdiction, which Koppel admits), Koppel hereby consents to the entry of the final Judgment in the form attached hereto (the "Final Judgment") and incorporated by reference herein, which, among other things:

- (a) permanently restrains and enjoins Koppel from violating Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5],

and Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)];

- (b) permanently bars Koppel 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.
- (c) orders Koppel to pay disgorgement in the amount of \$600.00 plus prejudgment interest thereon in the amount of \$250.53; and
- (d) orders Koppel to pay a civil penalty in the amount of \$10,000 under Section 20(d)(2)(C) of the Securities Act [15 U.S.C. § 77t(d)(2)(C)] and Section 21(d)(3)(B)(iii) of the Exchange Act [15 U.S.C. § 78u(d)(3)(B)(iii)].

2. Koppel 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 Koppel 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. Koppel 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 Koppel 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.

3. Koppel waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

4. Koppel waives the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

5. Koppel enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce Koppel to enter into this Consent.

6. Koppel agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

7. Koppel will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waives any objection based thereon.

8. Koppel waives service of the Final Judgment and agrees that entry of the Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to Koppel of its terms and conditions. Koppel further agrees to provide counsel for the Commission, within thirty days after the Final Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Koppel has received and read a copy of the Final Judgment.

9. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Koppel in this civil proceeding. Koppel acknowledges that no promise or representation has been made by the Commission or any member, officer, employee, agent, or representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Koppel waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Koppel further acknowledges that the Court's entry of a

permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, Koppel understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

10. Koppel understands and agrees to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Koppel agrees: (i) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the complaint or creating the impression that the complaint is without factual basis; and (ii) that upon the filing of this Consent, Koppel hereby withdraws any papers filed in this action to the extent that they deny any allegation in the complaint. If Koppel breaches this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Koppel: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

11. Koppel hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her

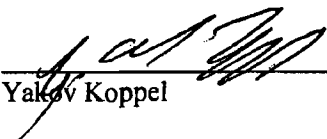


official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by Koppel to defend against this action. For these purposes, Koppel agrees that Koppel is not the prevailing party in this action since the parties have reached a good faith settlement.

12. Koppel agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

13. Koppel agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

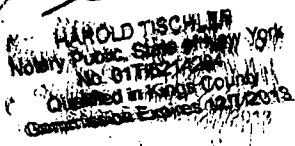
Dated: 9-9-11

  
Yakov Koppel

On 9-9, 2011 Yakov Koppel, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.



Notary Public  
Commission expires: 12/7/13

9-9-11  
  
HAROLD TISCHLER  
Notary Public, State of New York  
No. 017827  
Qualified in New York  
Commission Expires 12/7/2013