

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,**

Plaintiff,

V.

**RICHARD RAMBAHAL,
PAUL H. KOFTON, JOSEPH J. BARRY,
AND MICHAEL LESNIEWSKI,**

Defendants.

Case No. 04-3086-CV-S-RED

**FINAL JUDGMENT AND ORDER OF PERMANENT INJUNCTION AND
OTHER EQUITABLE RELIEF AGAINST DEFENDANT PAUL H. KOFTON**

Plaintiff U.S. Securities and Exchange Commission (“Commission”) has filed a Complaint for Permanent Injunction and Other Equitable Relief (Doc. 1) in this matter and Defendant Paul H. Kofton (“Kofton”), in his Consent and Stipulation (Doc. 26) (attached and incorporated herein), has entered a general appearance, admitted the personal jurisdiction of this Court over him and over the subject matter of this action, and without admitting or denying the allegations of the Complaint, except as to jurisdiction, and without trial, argument or adjudication of any fact or law herein, consented to the entry of this Final Judgment and Order of Permanent Injunction and Other Equitable Relief (“Final Judgment”). The Commission and Defendant Kofton have both waived the entry of findings of fact and conclusions of law, as provided by Rule 52 of the Federal Rules of Civil Procedure. Defendant Kofton has waived any right to appeal from this Final Judgment. The Court, having jurisdiction over the parties and the subject matter hereof and being fully advised in the premises, hereby states:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Kofton, his officers, agents, servants, employees, attorneys, assigns and all 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 are hereby permanently restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of securities, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (A) employing any device, scheme or artifice to defraud;
- (B) making any untrue statement of 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; or
- (C) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

in violation of Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Kofton, his officers, agents, servants, employees, attorneys, assigns and all 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 are hereby permanently restrained and enjoined from aiding and abetting any violation of Section 13(a) of the Securities Exchange Act of 1934 (Exchange Act) [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1 and

13a-13 thereunder [17 C.F.R. §§ 240.12b-20 and 240.13a-13], by knowingly providing substantial assistance to an issuer of a security registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] that failed to file with the Commission, in accordance with such rules and regulations as the Commission may prescribe as necessary or appropriate for the proper protection of investors and to insure fair dealing in the security, such quarterly reports as the Commission may prescribe, and such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Kofton, his officers, agents, servants, employees, attorneys, assigns and all 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 are hereby permanently restrained and enjoined from aiding and abetting any violation of Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by knowingly providing substantial assistance to an issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or any issuer which is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)], that failed to make and keep books, records, or accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the issuer's assets.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Kofton, his officers, agents, servants, employees, attorneys, assigns and all 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 are hereby permanently restrained and enjoined from aiding and abetting any violation of Section 13(b)(2)(B) of the Exchange Act [15 U.S.C. § 78m(b)(2)(B)] by knowingly providing substantial assistance to an issuer which has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or any issuer which is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] that failed to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that: (A) transactions are executed in accordance with management's general or specific authorization; (B) transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements and to maintain accountability for assets; (C) access to assets is permitted only in accordance with management's general or specific authorization; and (D) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Kofron, his officers, agents, servants, employees, attorneys, assigns and all 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 are hereby permanently restrained and enjoined from, directly or indirectly, falsifying or causing to be falsified, any book, record or account subject to Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)] in violation of Rule 13b2-1 promulgated thereunder [17 C.F.R. § 240.13b2-1].

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Kofton, his officers, agents, servants, employees, attorneys, assigns and all 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 are hereby permanently restrained and enjoined from, directly or indirectly, circumventing or failing to implement a system of internal accounting controls or falsifying any book, record, or account subject to Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)] in violation of Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)].

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Kofton is liable for disgorgement of \$7,600.00, representing profits gained as a result of the conduct alleged in the Complaint, together with pre-judgment interest thereon in the amount of \$2,270.00. Defendant Kofton shall satisfy this obligation by paying \$9,870.00 within ten (10) business days after entry of this Final Judgment to the Clerk of the Court together with a cover letter identifying Paul H. Kofton as a Defendant in this action; setting forth 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. Defendant shall simultaneously transmit photocopies of such payments and letter to Daniel Gregus, Assistant Regional Director, U.S. Securities and Exchange Commission, Midwest Regional Office, 175 W. Jackson Blvd., Suite 900, Chicago, IL 60604. By making this payment, Defendant Kofton relinquishes all equitable and legal right, title and interest in such funds, and no part of the funds shall be returned to Defendant. The Clerk shall deposit the funds into an interest bearing account

with the Court Registry Investment System (“CRIS”). These funds, together with any interest and income earned thereon (collectively, the “Fund”), shall be held by the CRIS until further order of the Court. In accordance with the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The commission may propose a plan to distribute the Fund subject to the Court’s approval.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Kofton shall pay a civil penalty in the amount of \$35,000.00 pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall make this payment within ten (10) business days after 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 Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Paul H. Kofton as 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. Defendant shall simultaneously transmit photocopies of such payment and letter to Daniel Gregus, Assistant Regional Director, U.S. Securities and Exchange Commission, Midwest Regional Office, 175 w. Jackson Blvd., Suite 900, Chicago, IL 60604.

IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent and Stipulation of Defendant Kofton (Doc. 26), attached hereto, be and hereby is, incorporated herein with the same force and effect as if fully set forth herein and that Defendant Kofton shall comply with his Consent.

X.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that there being no just reason for delay, the Clerk of the Court is hereby **DIRECTED** to enter this Final Judgment.

IT IS SO ORDERED.

DATE: December 2, 2004

/s/ Richard E. Dorr

RICHARD E. DORR, JUDGE
UNITED STATES DISTRICT COURT