

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

FILED IN CLERK'S OFFICE
U.S.D.C. ATLANTA

JUN 19 2006

LUTHE
By: *[Signature]*

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

FRANK R.V. LOOMANS, Defendant, and

LUC F. LOOMANS, Relief Defendant.

CIVIL ACTION FILE NO.

1:05-CV-0400-JEC

STIPULATION AND CONSENT
OF DEFENDANT FRANK R.V. LOOMANS

1. Defendant Frank R.V. Loomans ("Loomans" or "Defendant") acknowledges having been served with the summons and the complaint in this action, enters a general appearance, and admits the Court's jurisdiction over him and over the subject matter of this action.

2. Without admitting or denying the allegations of the complaint (except as to personal and subject matter jurisdiction, which Loomans admits), Defendant 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 Loomans from violations of Section 10(b) of the Securities

Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. 78j(b) and Rule 10b-5, §240.10b-5 thereunder;

(b) orders Loomans to pay disgorgement in the amount of \$285,505, plus prejudgment interest thereon in the amount of \$75,355.33; and

(c) orders Defendant to pay a civil penalty in the amount of \$25,000 under Sections 21(d)(3) and 21A of the Exchange Act [15 U.S.C. §§78u(d)(3) and 78u-1].

3. Defendant Loomans 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 Defendant Loomans 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. Defendant 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 Defendant Loomans 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.

4. Defendant Loomans waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

5. Defendant Loomans waives the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

6. Defendant Loomans 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 Defendant to enter into this Consent.

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

8. Defendant Loomans 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.

9. Defendant Loomans 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 Defendant of its terms and conditions. Defendant Loomans 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 Defendant has received and read a copy of the Final Judgment.

10. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Defendant Loomans in this civil proceeding. Defendant Loomans 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. Defendant Loomans waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendant Loomans 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, Defendant Loomans understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

11. Defendant Loomans 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 allegation in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Defendant Loomans 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, Defendant Loomans hereby withdraws any papers filed in this action to the extent that they deny any allegation in the complaint. If Defendant 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 Defendant Looman's: (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.

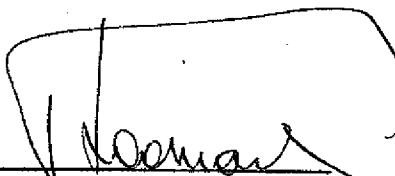
12. Defendant Loomans hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law

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 Defendant Loomans to defend against this action. For these purposes, Defendant Loomans agrees that he is not the prevailing party in this action since the parties have reached a good faith settlement.

13. Defendant Loomans agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

14. Defendant Loomans agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

Dated: 10 MARCH 2006


Frank R. V. Loomans



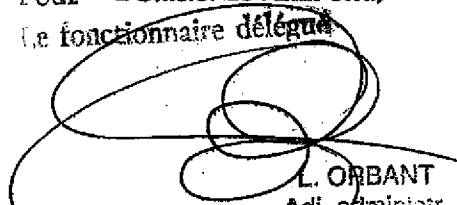
On _____, 2006, Frank R.V. Loomans, a person (1) known to me, or (2) one who provided personal identification in the form of _____, personally appeared before me and acknowledged executing the foregoing Consent. (Circle number 1 or 2. If you circle number 2, please record identification used by Loomans).

Notary Public
Commission expires:



Vu pour légalisation matérielle de signature
apposée col. de l'Etat Civil
par M^r LOOMANS, Frank
ETTERBEEK, le 10-03-2006

pour L'Officier de l'Etat Civil,
le fonctionnaire délégué


L. ORBANT
Adj. administr.
Administr. adj.

Approved as to form:



Daniel P. Griffin
Miller & Martin
1170 Peachtree Street, NE,
Suite 800
Atlanta, Georgia 30309-7649
(404) 962-6154

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

FRANK R.V. LOOMANS, Defendant, and

LUC F. LOOMANS, Relief Defendant.

CIVIL ACTION FILE NO.

1:05-CV-0400-JEC

FINAL JUDGMENT AS TO DEFENDANT FRANK R.V. LOOMANS

The Securities and Exchange Commission having filed a Complaint and Defendant Frank R.V. Loomans ("Loomans" or "defendant") having entered a general appearance; consented to the Court's jurisdiction over him and the subject matter of this action; consented to 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 Defendant Loomans and his 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 54wnecessary 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 FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant Loomans 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. § 781] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Loomans is liable for disgorgement of \$285,505 representing profits gained, and losses avoided, as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$75,355.33, for a total of \$360,860.33. Defendant Loomans shall satisfy this obligation by paying \$360,860.33 within thirty (30) days from the entry of this Final Judgment. Defendant Loomans payment shall be made 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 Frank R.V. Loomans 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. Defendant shall pay post-judgment interest on

any delinquent amounts pursuant to 28 USC § 1961.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Loomans shall pay a civil penalty in the amount of \$25,000 pursuant to Sections 21(d)(3) and 21A of the Exchange Act [15 U.S.C. §§78u(d)(3) and 78u-1]. Defendant Loomans shall make this payment within thirty (30) 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 Frank R.V. Loomans 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. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Looman's Stipulation and Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant Loomans shall comply with all of the undertakings and agreements set forth therein.

VI.

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.

VII.

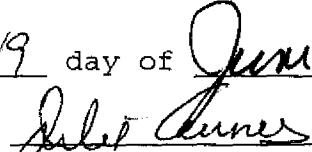
IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that when full and timely payment by Defendant Loomans of disgorgement, prejudgment interest and civil penalty amounts ordered herein, the Securities and Exchange Commission shall file its motion to dismiss its claims with prejudice against relief defendant Luc F. Loomans. Provided Loomans has fully complied with the terms set forth in this Final Judgment, the Court will upon that motion dismiss with prejudice the SEC's claims against the relief defendant.

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.

IT IS SO ORDERED, this 19 day of June, 2006.



Julie E. Carnes,
UNITED STATES DISTRICT JUDGE