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IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

MAR 30 2006

v.

Civil Action No. 05-CV-742

DAVID S. DAVIDSON,
LLOYD S. BEIRNE AND
BRANDON T. BUSH,

By *MAC*

Hon. Berle M. Schiller

Defendants.

**FINAL JUDGMENT AND ORDER OF PERMANENT
INJUNCTION AND OTHER RELIEF AS TO
DEFENDANT BRANDON T. BUSH**

Plaintiff Securities and Exchange Commission ("Commission"), having moved for judgment by default and for the entry of an order of permanent injunction and other relief against defendant Brandon T. Bush; and

It further appearing that there is no just reason for delay and that there is sufficient basis herein for the entry of this Final Judgment and Order;

IT IS HEREBY ORDERED THAT:

I.

PLAINTIFF COMMISSION'S MOTION IS HEREBY GRANTED, and judgment by default is hereby entered against Brandon T. Bush.

II.

Defendant is permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §77q(a)] in the offer or sale of any security by using any means or instruments of transportation or communication in interstate commerce, or the mails, directly or indirectly, singly or in concert, to:

- (a) employ any device, scheme or artifice to defraud; or
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission 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 transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser;

III.

Defendant Brandon T. Bush is permanently restrained and enjoined from violating 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] by directly or indirectly, singly or in concert, in connection with the purchase or sale of any security, using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, to:

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

- (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;

IT IS FURTHER ORDERED that defendant Brandon T. Bush is liable for disgorgement of \$14,760.84, representing ill-gotten gains received by the defendant as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$2,687.72, for a total of \$17,448.56. The Commission may enforce the Court's judgment for disgorgement and prejudgment interest by moving for civil contempt (and/or through other collection procedures authorized by law) at any time after ten (10) business days following entry of this Final Judgment and Order. In response to any such civil contempt motion by the Commission, the defendant may assert any legally permissible defense.

Payments under this paragraph shall be made to the Clerk of this Court, together with a cover letter identifying the paying defendant 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 and Order. Copies of the check(s) and the accompanying cover letter(s) shall be simultaneously transmitted to Joy Thompson, Acting District Administrator, Securities and Exchange Commission, Philadelphia District Office, 701 Market Street, Suite 2000, Philadelphia, PA 19106. The defendant relinquishes all legal and equitable right, title, and interest in such payments, 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 from 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.

IV.

IT IS FURTHER ORDERED that defendant Brandon T. Bush is assessed and shall pay a penalty of \$120,000 pursuant to Section 20(d) of the Securities Act [15 U.S.C. 77t(d)], and Section 21(d)(3) of the Exchange Act [15 U.S.C. 78u(d)(3), as amended by 17 C.F.R. 201.1002 (February 2, 2001)]. The Court hereby orders payment by defendant of \$120,000 by cashiers or certified check payable to the "Securities and Exchange Commission" within ten (10) business days of the entry of this Final Judgment and Order by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. Such 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 the name of the paying defendant 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 and

Order. Copies of the check and the accompanying cover letter shall be simultaneously transmitted to Joy Thompson, Acting District Administrator, Securities and Exchange Commission, Philadelphia District Office, 701 Market Street, Suite 2000, Philadelphia, PA 19106;

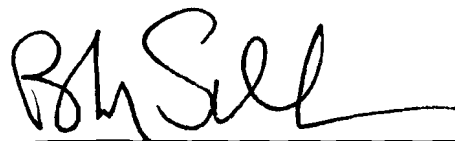
V.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment and Order;

VI.

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 and Order forthwith and without further notice.

BY THE COURT:



The Honorable Berle M. Schiller
United States District Court Judge

3-29-06

mailed. B. Bush

3-31-06 M. Russo

S. Abt

L. Hankin

Faxed A. Greer

3-31-06 N. Uygur

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