

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 05-80128-CIV-ZLOCH

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

FINAL JUDGMENT AND PERMANENT
INJUNCTION AS TO
DEFENDANT ANDREW KLINE

CONCORDE AMERICA, INC.,
ABSOLUTE HEALTH AND FITNESS,
INC., HARTLEY LORD, DONALD E.
OEHMKE, BRYAN KOS, THOMAS M.
HEYSEK, ANDREW KLINE, and
PAUL A. SPREADBURY,

Defendants,

and

DASILVA, SA, VANDERLIP HOLDINGS,
NV, CHIANG ZE CAPITAL, AVV,
RYZCEK INVESTMENTS, GMBH,
BARRANQUILLA HOLDINGS, SA,

Relief Defendants.

THIS MATTER is before the Court upon Plaintiff Securities And Exchange Commission's Notice Of Filing Consent And Request For Entry Of Final Judgment (DE 215). The Court has carefully reviewed said Consent and the entire Court file and is otherwise fully advised in the premises.

Plaintiff Securities and Exchange Commission (hereinafter the "Commission") commenced the above-styled cause seeking a permanent injunction to prohibit violations by, among others, Defendant

Andrew Kline of Section 10(b) of the Securities and Exchange Act of 1934, 28 U.S.C. § 78, and Rule 10b-5, 17 C.F.R. 240.10b-5. The Commission sought the disgorgement of wrongfully obtained funds, prejudgment interest, as well as a civil penalty against the Defendants, pursuant to Section 21(d)(3) of the Securities and Exchange Act of 1934. See DE 1.

In Defendant Andrew Kline's Consent To Final Judgment Of Permanent Injunction And Other Relief (DE 215, Ex. A) (hereinafter the "Consent"), without admitting or denying any of the allegations in the Complaint (DE 1) filed herein, he acknowledges the jurisdiction of this Court over both himself and the subject matter of this action. He has also agreed to the entry of a Final Judgment And Permanent Injunction against himself. In the instant Consent (DE 215, Ex. A), Defendant Andrew Kline waives the entry of findings of fact and conclusions of law pursuant to Federal Rule of Civil Procedure 52; further, he also waives his right to appeal from the entry of Final Judgment And Permanent Injunction against him by this Court.

Accordingly, after due consideration, it is

ORDERED AND ADJUDGED that pursuant to Federal Rule of Civil Procedure 58, Defendant Andrew Kline's Consent To Final Judgment Of Permanent Injunction And Other Relief (DE 215, Ex. A) be and the same is hereby approved, adopted, and ratified as follows:

I. Violation Of Section 10(b) of the Exchange Act
And Rule 10b-5 Thereunder

Defendant Andrew Kline, his agents, officers, servants, employees, attorneys, representatives, and all persons in active concert or participation with him, and each said person, directly or indirectly, who receives actual notice of this Final Judgment And Permanent Injunction, by personal service or otherwise, be and hereby are, permanently **ENJOINED** from knowingly, willfully, or recklessly, directly or indirectly, singly or in concert, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (1) employing any device, scheme, or artifice to defraud;
- (2) making any untrue statements of material fact or omitting 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
- (3) engaging in any act, practice or course of business which operates or would operate as fraud or deceit upon any person in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

II. Penny Stock Bar

IT IS FURTHER ORDERED AND ADJUDGED that Defendant Andrew Kline be and the same is hereby permanently **ENJOINED** 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. For the purposes of this Order, a penny stock is defined as any equity security that has a price less than five dollars (\$5.00) except as provided in Rule 3A51-1 under the Exchange Act, 17 C.F.R. 240.3A51-1.

III. Disgorgement And Civil Penalty

IT IS FURTHER ORDERED AND ADJUDGED that Andrew Kline shall be liable for disgorgement of \$21,000.00, representing profits gained as a result of the conduct alleged in the Complaint (DE 1), together with pre-judgment interest thereon in the amount of \$2,968.00, for a total of \$23,968.00 (hereinafter the "Funds"). The Commission has waived payment of the Funds based upon Kline's sworn representation in his Statement Of Financial Condition and other documents and information submitted to the Commission by Kline. Therefore, the Court will not order payment of the same.

The determination to waive payment of the Funds and to not impose a civil penalty is contingent upon the accuracy and completeness of the Statement of Financial Condition. If at any time following the entry of this Final Judgment And Permanent Injunction, the Commission obtains information indicating that Kline's representations to the Commission concerning his assets, income, liability, or net worth are 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 Kline, petition the Court for an order requiring him to pay the full amount of the Funds, and the maximum civil penalty under the law. In connection with such petition, the only issue shall be whether the financial information provided by Kline 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 the Court to consider all available remedies, including but not limited to ordering Kline to pay the Funds or directing the forfeiture of assets. The Commission may also move the Court for additional discovery concerning Defendant Andrew Kline's assets.

Defendant Andrew Kline may not by way of defense to such petition: (1) challenge the validity of his Consent (DE 215, Ex. A) or this Final Judgment And Permanent Injunction; (2) contest the allegations in the Complaint (DE 1) filed by the Commission; (3) assert that payment of disgorgement of prejudgment interest and post-judgment interest or a civil penalty should not be order; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; or (5) contest the imposition of the maximum civil penalty allowable under the law.

IV. Incorporation of the Consent

IT IS FURTHER ORDERED AND ADJUDGED that Defendant Andrew Kline shall comply with the provisions of the Consent To Final Judgment Of Permanent Injunction And Other Relief (DE 215, Ex. A), and that

said Consent is incorporated by reference as if fully set forth therein.

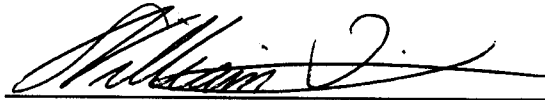
V. Retention of Jurisdiction

IT IS FURTHER ORDERED AND ADJUDGED that the Court shall retain Jurisdiction of the above-styled cause for the purposes of enforcing the terms of this Final Judgment And Permanent Injunction.

VI. Rule 54(b) Certification

IT IS FURTHER ORDERED AND ADJUDGED that there being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is DIRECTED to enter this Final Judgment And Permanent Injunction forthwith and without further notice.

DONE AND ORDERED in Chambers at Fort Lauderdale, Broward County, Florida, this 6th day of July, 2007.



WILLIAM J. ZLOCH
United States District Judge

Copies furnished:

All Counsel of Record

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