

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

Case No. 05-80128-CIV-ZLOCH/SNOW

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

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

Defendants,

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

Relief Defendants.

**FINAL JUDGMENT OF DISGORGEMENT AND
OTHER RELIEF AS TO DEFENDANT PAUL SPREADBURY**

Plaintiff Securities and Exchange Commission commenced this action by filing its Complaint against, among others, Defendant Paul Spreadbury. In its Complaint, the Commission sought, among other relief, a permanent injunction to prohibit violations by Spreadbury of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10b-5, and imposition of disgorgement, pre-judgment interest, and a civil money penalty against Spreadbury pursuant to Section 21(d) of the Exchange Act.

Spreadbury, without admitting or denying any of the allegations in the Commission's Complaint, except that he acknowledges service of the Complaint upon him and admits the jurisdiction of this Court over him and over the subject matter of this action, consented to the entry of a Final Judgment of Permanent Injunction which this Court entered on February 9, 2007 (the "Permanent Injunction"). (D.E. 186).

Spreadbury, having further consented to entry of this Final Judgment of Disgorgement and Other Relief ("Final Judgment"), waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure and waives the right, if any, to appeal from the entry of the Final Judgment. This Court having accepted such Consent and this Court having jurisdiction over Spreadbury and the subject matter of this action, orders as follows:

I.

DISGORGEMENT, PRE-JUDGMENT INTEREST AND CIVIL PENALTY

IT IS ORDERED AND ADJUDGED that Spreadbury shall be liable for disgorgement of \$83,145.00, representing profits gained as a result of the conduct alleged in the Complaint, together with pre-judgment interest thereon in the amount of \$13,652.00, for a total of \$96,797.00. Based upon Spreadbury's sworn representations in his Statement of Financial Condition and other documents and information submitted to the Commission, however, the Court is not ordering Spreadbury to pay a civil penalty, and is waiving payment of disgorgement and pre-judgment interest.

The determination to waive payment of disgorgement and pre-judgment interest 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 the Commission

obtains information indicating that Spreadbury's representations to the Commission concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time he made such representations, the Commission may, at its sole discretion and without prior notice to Spreadbury, petition the Court for an order requiring him to pay the full amount of disgorgement and pre-judgment interest of \$96,797.00, and the maximum civil penalty allowable under the law. In connection with such petition, the only issue shall be whether the financial information provided by Spreadbury was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time he made such representations. In its petition, the Commission may move this Court to consider all available remedies, including but not limited to, ordering Spreadbury to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Spreadbury may not, by way of defense to such petition: (1) challenge the validity of the Consent or the Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement pre-judgment interest and post-judgment interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

II.

INCORPORATION OF CONSENT

IT IS FURTHER ORDERED AND ADJUDGED that Spreadbury shall comply with all of the provisions and agreements set forth in the attached Consent, and that such Consent is incorporated by reference as if fully set forth herein.

III.

RETENTION OF JURISDICTION


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

VI.

RULE 54(b) CERTIFICATION

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 this 12th day of June, 2008.



WILLIAM J. ZLOCH
UNITED STATES DISTRICT JUDGE

Copies To:

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