

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

**CASE NO. 05-80779-CIV-HURLEY/JOHNSON**

<b>SECURITIES AND EXCHANGE</b>	)
<b>COMMISSION,</b>	)
	)
<b>Plaintiff,</b>	)
	)
<b>v.</b>	)
	)
<b>PAR THREE FINANCIAL, INC. and</b>	)
<b>MELVIN D. RUTH,</b>	)
	)
<b>Defendants.</b>	)
	)
	)
	)

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**FINAL JUDGMENT AS TO DEFENDANT MELVIN D. RUTH**

The Securities and Exchange Commission (“Commission”) having filed a Complaint For Violations Of The Federal Securities Laws (“Complaint”);

Defendant Melvin D. Ruth (“Ruth”) having entered a general appearance; acknowledged service upon him of the Summons and Complaint in this action; admitted to the Court’s jurisdiction over him and the subject matter of this action; consented to entry of a provisional judgment of permanent injunctive relief (“Provisional Judgment”) without admitting or denying the allegations of the Complaint (except as to personal and subject matter jurisdiction, which Ruth admitted);

This Court having entered the Provisional Judgment on December 16, 2005, pursuant to which Ruth was ordered to pay disgorgement with prejudgment interest and a civil money penalty in amounts to be determined upon motion of the Commission (“Motion”);

Ruth having died before the Commission made said Motion; and

The Commission having moved the Court to dismiss its claims for disgorgement, prejudgment interest and civil money penalties as to Ruth and the Court having agreed to do so:

**I.**

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that Ruth and his agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. § 77e, by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for the delivery after sale; or
- (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration

statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act, 15 U.S.C. § 77h.

**II.**

**IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that Ruth and his agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

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

**III.**

**IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that Ruth and his agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this 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 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.

IV.

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: APRIL<sup>16</sup>, 2009

  
The Honorable Daniel T. K. Hurley  
United States District Judge