

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 07-80838-CIV-JOHNSON

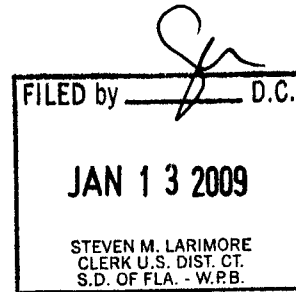
SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

UNIVERSITY LAB TECHNOLOGIES, INC., and
GEORGE THEODOROPOULOS, a/k/a GEORGE
THEODORE,

Defendants.



**FINAL JUDGMENT OF PERMANENT INJUNCTION, DISGORGEMENT,
AND OTHER RELIEF AGAINST GEORGE THEODOROPOULOS**

The Securities and Exchange Commission having filed a Complaint, and Defendant George Theodoropoulos 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, it is hereby

I.

SECTION 5 OF THE SECURITIES ACT

ORDERED AND ADJUDGED that Theodoropoulos and his agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of 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 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.

SECTION 17(a) OF THE SECURITIES ACT

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos, his officers, agents, servants, representatives, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, 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 artifices 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.

SECTION 10(b) and RULE 10b-5 OF THE EXCHANGE ACT

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos, his officers, agents, servants, representatives, employees, attorneys, and all persons in active concert or participation with them 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) and Rule 10b-5 of the Exchange Act [15 U.S.C. § 78j(b) and 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.

OFFICER AND DIRECTOR BAR

IT IS FURTHER ORDERED AND ADJUDGED that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Theodoropoulos is prohibited, for ten years following the date of entry of this Final Judgment, 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. § 78] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

V.

PENNY STOCK BAR

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos is permanently barred 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. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. § 240.3a51-1].

VI.

DISGORGEMENT

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos shall pay disgorgement of \$422,577.93, representing his ill-gotten gains as a result of the conduct alleged in the Complaint, prejudgment interest on disgorgement of \$36,407.71, and a civil penalty of \$60,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d)(3) (the "Funds"). Theodoropoulos

shall pay the Funds to the Court-ordered Receiver in this action within thirty (30) days of entry of the Final Judgment, which the Receiver shall use solely for the benefit of investors who suffered losses as a result of the conduct alleged in the Complaint. Turnover of funds frozen as a result of the Court-ordered asset freeze in this action [D.E. 15] may satisfy in whole or in part Theodoropoulos' disgorgement, prejudgment interest, and civil penalty obligations under the Final Judgment. By making these payments, Theodoropoulos relinquishes all legal and equitable right, title, and interest in the Funds, and no part of the Funds shall be returned to him.

The Commission and/or the Receiver may by motion propose a plan to distribute the Funds subject to the Court's approval. Such a plan may provide that the Funds shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, the civil penalty paid pursuant to this Final Judgment shall be treated as a penalty paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Theodoropoulos shall not, after offset or reduction in any Related Investor Action based on his payment of disgorgement in this action, further benefit by offset or reduction of any part of his payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Theodoropoulos shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Final Judgment. For purposes of this paragraph,

a "Related Investor Action" means a private damages action brought against Theodoropoulos by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

Theodoropoulos 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 he 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. Theodoropoulos further 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 he 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.

VII.

ASSET FREEZE VACATED

IT IS FURTHER ORDERED AND ADJUDGED that except as to the following accounts, which the Court shall address in a separate order, the asset freeze imposed against Theodoropoulos in this action by previous Court order [D.E. 15] is vacated. The accounts still subject to the freeze are: (1) Wachovia Securities (account ending in 8017); (2) Wachovia Bank (account ending in 1830); and (3) Washington Mutual Bank (account ending in 7024).

VIII.

INCORPORATION OF THEODOROPOULOS' CONSENT

IT IS FURTHER ORDERED AND ADJUDGED that the Consent of Theodoropoulos

(DE 84-2) is incorporated herein with the same force and effect as if fully set forth herein, and that Theodoropoulos shall comply with all of the undertakings and agreements set forth herein.

IX.

RETENTION OF JURISDICTION

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

X.

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 Judgment forthwith and without further notice.

DONE AND ORDERED in Chambers at West Palm Beach, Florida, this 12th day of January, 2009.



LINNEA R. JOHNSON
UNITED STATES MAGISTRATE JUDGE

Copies to: All Counsel and Parties of Record

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.: 07-80838-CIV- MIDDLEBROOKS/JOHNSON

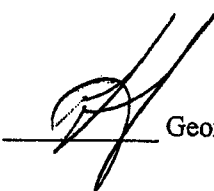
SECURITIES AND EXCHANGE COMMISSION,)
)
Plaintiff,)
)
v.)
)
UNIVERSITY LAB TECHNOLOGIES, INC., and)
GEORGE-THEODOROPOULOS, a/k/a GEORGE)
THEODORE,)
)
Defendants.)

CONSENT OF DEFENDANT GEORGE THEODOROPOULOS TO FINAL JUDGMENT OF PERMANENT INJUNCTION, DISGORGEMENT, AND OTHER RELIEF

1. Defendant George Theodoropoulos acknowledges service of the Complaint in this action on him and admits the Court’s jurisdiction over him and over the subject matter of this action.

2. Theodoropoulos, without admitting or denying the allegations of the Complaint, except that he admits the allegations as to personal and subject matter jurisdiction, voluntarily consents to the entry of the Final Judgment of Permanent Injunction, Disgorgement, and Other Relief Against George Theodoropoulos (“Final Judgment”) in the form attached and incorporated by reference, which, among other things:

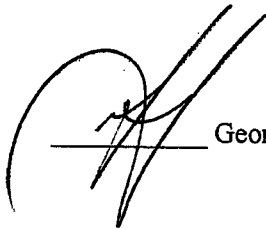
- (a) permanently restrains and enjoins Theodoropoulos from violations of Sections 5(a) and (c) and 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§ 77e(a) and (c) and 77q(a)], and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5];



 George Theodoropoulos Initials

- (b) orders Theodoropoulos to pay disgorgement in the amount of \$422,577.93 and prejudgment interest on disgorgement of \$36,407.71; and
- (c) orders Theodoropoulos to pay a civil penalty in the amount of \$60,000 under Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], and Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)].

3. Theodoropoulos acknowledges that the civil penalty paid pursuant to the Final Judgment may be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, the civil penalty shall be treated as a penalty paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Theodoropoulos agrees that he shall not, after offset or reduction of any award of compensatory damages in any Related Investor Action based on Theodoropoulos' payment of disgorgement in this action, argue that he is entitled to, nor shall he further benefit by, offset or reduction of such compensatory damages award by the amount of any part of Theodoropoulos' payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Theodoropoulos agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this action. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Theodoropoulos by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.



George Theodoropoulos Initials

4. Theodoropoulos agrees 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 Theodoropoulos 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. Theodoropoulos 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 Theodoropoulos 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.

5. Theodoropoulos waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

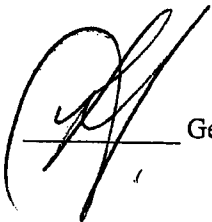
6. Theodoropoulos waives the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

7. Theodoropoulos 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 Theodoropoulos or anyone acting on his behalf except as stated in this Consent or the attached Judgment to induce Theodoropoulos to enter into this Consent.

8. Theodoropoulos agrees this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

9. Theodoropoulos 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.

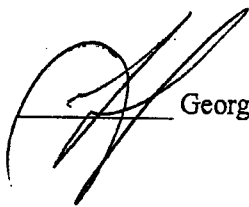
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George Theodoropoulos Initials

10. Theodoropoulos 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 Theodoropoulos of its terms and conditions. Theodoropoulos 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 Theodoropoulos has received and read a copy of the Final Judgment.

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



George Theodoropoulos Initials

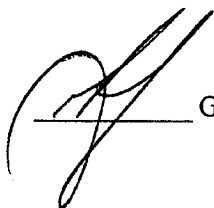
12. Theodoropoulos understands and agrees to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegation in the Complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Theodoropoulos 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, Theodoropoulos hereby withdraws any papers filed in this action to the extent that they deny any allegation in the Complaint. If Theodoropoulos 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 Theodoropoulos'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.

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

14. Theodoropoulos agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

15. Theodoropoulos agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

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George Theodoropoulos Initials

Approved as to Form: _____

Dated: 12 / 11, 2008

James D. Sallah, Esq.
SALLAH & COX, LLC
2101 NW Corporate Blvd., Ste. 218
Boca Raton, Florida 33431
(561) 989-9080
(561) 989-9020 Fax
ids@sallahcox.com
Counsel for Defendant
George Theodoropoulos

George Theodoropoulos
GEORGE THEODOROPOULOS

Dated: Dec 11, 2008

STATE OF FLORIDA)
)
COUNTY OF Palm Beach)

SS:

On this 12th day of December, 2008, before me personally appeared GEORGE THEODOROPOULOS who _____ is personally known to me or who produced a FLORIDA driver's license bearing his name and photograph as identification, and who executed this Consent, and he acknowledged to me that he executed the same.

Tracy Hyde
Notary Public

November 8, 2010
Commission Expires



George Theodoropoulos
George Theodoropoulos Initials

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO.: 07-80838-CIV-MIDDLEBROOKS/JOHNSON

SECURITIES AND EXCHANGE COMMISSION,)
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Plaintiff,)
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v.)
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UNIVERSITY LAB TECHNOLOGIES, INC., and)
GEORGE THEODOROPOULOS, a/k/a GEORGE)
THEODORE,)
)
Defendants.)
)

**FINAL JUDGMENT OF PERMANENT INJUNCTION, DISGORGEMENT,
AND OTHER RELIEF AGAINST GEORGE THEODOROPOULOS**

The Securities and Exchange Commission having filed a Complaint, and Defendant George Theodoropoulos 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.

SECTION 5 OF THE SECURITIES ACT

IT IS HEREBY FURTHER ORDERED AND ADJUDGED that Theodoropoulos and his agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of 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 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.

SECTION 17(a) OF THE SECURITIES ACT

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos, his officers, agents, servants, representatives, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, 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 artifices 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.

SECTION 10(b) and RULE 10b-5 OF THE EXCHANGE ACT

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos, his officers, agents, servants, representatives, employees, attorneys, and all persons in active concert or participation with them 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) and Rule 10b-5 of the Exchange Act [15 U.S.C. § 78j(b) and 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

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PENNY STOCK BAR

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos is permanently barred 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. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R. § 240.3a51-1].

VI.

DISGORGEMENT

IT IS FURTHER ORDERED AND ADJUDGED that Theodoropoulos shall pay disgorgement of \$422,577.93, representing his ill-gotten gains as a result of the conduct alleged in the Complaint, prejudgment interest on disgorgement of \$36,407.71, and a civil penalty of \$60,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d)(3) (the "Funds"). Theodoropoulos shall pay the Funds to

the Court-ordered Receiver in this action within thirty (30) days of entry of the Final Judgment, which the Receiver shall use solely for the benefit of investors who suffered losses as a result of the conduct alleged in the Complaint. Turnover of funds frozen as a result of the Court-ordered asset freeze in this action [D.E. 15] may satisfy in whole or in part Theodoropoulos' disgorgement, prejudgment interest, and civil penalty obligations under the Final Judgment. By making these payments, Theodoropoulos relinquishes all legal and equitable right, title, and interest in the Funds, and no part of the Funds shall be returned to him.

The Commission and/or the Receiver may by motion propose a plan to distribute the Funds subject to the Court's approval. Such a plan may provide that the Funds shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, the civil penalty paid pursuant to this Final Judgment shall be treated as a penalty paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Theodoropoulos shall not, after offset or reduction in any Related Investor Action based on his payment of disgorgement in this action, further benefit by offset or reduction of any part of his payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Theodoropoulos shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Final Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against

Theodoropoulos by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

Theodoropoulos 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 he 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. Theodoropoulos further 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 he 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.

VII.

ASSET FREEZE VACATED

IT IS FURTHER ORDERED AND ADJUDGED that except as to the following accounts, which the Court shall address in a separate order, the asset freeze imposed against Theodoropoulos in this action by previous Court order [D.E. 15] is vacated. The accounts still subject to the freeze are: (1) Wachovia Securities (account ending in 8017); (2) Wachovia Bank (account ending in 1830); and (3) Washington Mutual Bank (account ending in 7024).

VIII.

INCORPORATION OF THEODOROPOULOS' CONSENT

IT IS FURTHER ORDERED AND ADJUDGED that the Consent of Theodoropoulos is incorporated herein with the same force and effect as if fully set forth herein, and that Theodoropoulos shall comply with all of the undertakings and agreements set forth herein.

IX.

RETENTION OF JURISDICTION

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

X.

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 Judgment forthwith and without further notice.

DONE AND ORDERED this _____ day of _____, 2008 at West Palm Beach, Florida.

LINNEA R. JOHNSON
UNITED STATES MAGISTRATE JUDGE

Copies to all counsel and parties of record