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IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

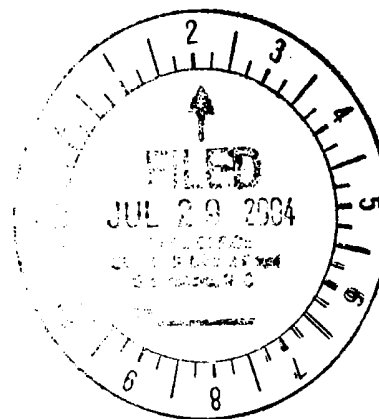
Plaintiff,

v.

ELFINDEPAN, S.A.; SOUTHERN FINANCIAL  
GROUP; TRACY CALVIN DUNLAP, J.R.; BARRY  
LOWE; JAMES L. MCCALL; STRATEGIC ASSET  
FUNDS, S.A.; EDMUND MENDEN; MICHAEL  
MENDEN; MICHAEL ZIEGLMEIER; C.R.C.C.  
LLC; PATRICK WILSON; JEFFREY SALAZAR;  
JAS CONSULTING INTERNATIONAL, LLC; P.  
THOMAS MANN; RDC FUNDING  
CORPORATION; RDC DEVELOPMENT  
CORPORATION; AND PTM INVESTMENT  
CORPORATION

Defendants.

CIVIL ACTION NO.  
1:00CV00742



**[PROPOSED] FINAL JUDGMENT AS TO DEFENDANT  
TRACY CALVIN DUNLAP**

On February 26, 2004, this Court granted Plaintiff United States Securities and Exchange Commission's Motion for Summary Judgment against defendant Tracy Calvin Dunlap. Pursuant to that February 26, 2004 Order, this Court entered summary judgment for plaintiff on all counts set forth in plaintiff's Second Amended Complaint. In keeping with that Order, the Court hereby enters the following relief:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that defendant Tracy Calvin Dunlap, his agents, servants, employees, attorneys and those persons in active concert or participation with them who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, is permanently restrained and enjoined from violating Section 5 of the Securities Act of 1933 (“Securities Act”) by, in the absence of an applicable exemption, directly or indirectly,

- (1) unless a registration statement is in effect as to a security, (a) 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 or (b) 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 delivery or
- (2) 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 as to such security, or while the registration statement is the subject of a refusal or stop order or (prior to the effective date of the registration statement) any public proceeding under Section 8 of the Securities Act.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that defendant Tracy Calvin Dunlap, his agents, servants, employees, attorneys and those

persons in active concert or participation with them who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, is permanently restrained and enjoined from violating Section 17(a) of the Securities Act by directly or indirectly, using any means or instrumentality of interstate commerce, or of the mails to:

- (1) employ any device, scheme, or artifice to defraud;
- (2) 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
- (3) engage in any transaction, practice, or course of business, which operates or would operate as a fraud or deceit upon the purchaser,

in the offer or sale of any securities.

### III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Tracy Calvin Dunlap, his agents, servants, employees, attorneys and those persons in active concert or participation with them who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, is permanently restrained and enjoined from violating Securities Exchange Act of 1934 (“Exchange Act”) Section 10(b) and Rule 10b-5 by, directly or indirectly, using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange to:

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

- (2) 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 light of the circumstances under which they were made, not misleading; or
- (3) engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

in connection with the purchase or sale of any security.

IV.

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

V.

There being no just cause for delay, the Clerk of the Court is hereby directed, pursuant to Fed. R. Civ. P. Rule 54(b), to enter this Final Judgment forthwith.

  
UNITED STATES DISTRICT JUDGE

DATED: *July 29, 2004*

CERTIFICATE OF SERVICE

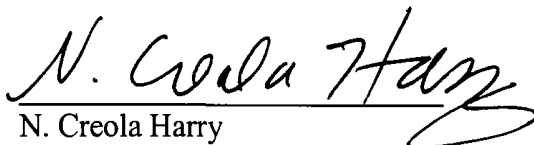
I HEREBY CERTIFY that on the 19<sup>th</sup> of July 2004, true and correct copies of the attached proposed Final Judgment as to Defendant Tracy Calvin Dunlap were served by U.S. Mail, first class, postage prepaid, or by alternative means if specifically indicated, addressed to each of the following:

**Christine L. Myatt, Esq. (via Federal Express)**  
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**Tracy Calvin Dunlap**  
**c/o FCI Beckley**  
**P.O. Box 1280**  
**Beaver, WV 25813**

  
N. Creola Harry