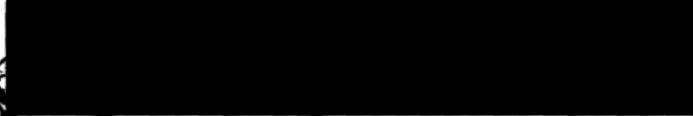


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U.S. DISTRICT COURT OF N. Y.



UNITED STATES DISTRICT COURT OF N. Y.
SOUTHERN DISTRICT OF NEW YORK

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CHAMBERS OF
ALVIN K. HELLERSTEIN
U.S.D.J.

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

AURORA FOODS INC., et al.,

Defendants.

01 Civ. 554 (AKH)

**FINAL CONSENT JUDGMENT OF PERMANENT INJUNCTION
AND OTHER RELIEF AS TO KEITH LUECHTEFELD**

Plaintiff Securities and Exchange Commission ("Commission"), having filed a Complaint on January 23, 2001, charging, among others, Defendant Keith Luechtefeld ("Luechtefeld") with violations of Section 13(b)(5) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78m(b)(5)] and Rule 13b2-1 promulgated thereunder [17 C.F.R. § 240.13b2-1], and Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], and Luechtefeld having executed the annexed Consent of Keith Luechtefeld ("Consent"), having consented to the jurisdiction of this Court over him and over the subject matter of this action, having waived service of the Summons and Complaint in this action, having waived the filing of an answer pursuant to Rule 12 of the Federal Rules of Civil Procedure and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, and, without admitting or denying the allegations contained in the Complaint (except as to jurisdiction), having consented to the entry of this Final Consent

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Judgment of Permanent Injunction and Other Relief as to Keith Luechtefeld ("Final Judgment"),
without further notice:

I.

IT IS HEREBY ORDERED, ~~ADJUDGED~~, AND DECREED that Luechtefeld be and hereby is permanently restrained and enjoined from violating, directly and indirectly, singly or in concert, Section 10(b) of 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 any facility of any national securities exchange, in connection with the purchase or sale of any security:

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- (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 statement 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.

II.

IT IS FURTHER ORDERED, ~~ADJUDGED~~, AND DECREED that Luechtefeld be and hereby is permanently restrained and enjoined from, directly or indirectly, singly or in concert:

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- (A) knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record, or account described in Section 13(b)(2) of the Exchange Act [U.S.C. § 78m(b)(2)], in violation of Section 13(b)(5) of the Exchange Act [U.S.C. § 78m(b)(5)]; or

- (B) falsifying or causing to be falsified any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. §78m(b)(2)(A)], in violation of Rule 13b2-1 [17 C.F.R. §240.13b2-1].

III.

IT IS FURTHER ORDERED, ~~ADJUDGED~~, AND DECREED that Luechtefeld shall pay a civil penalty in the amount of \$62,500 pursuant to Section 21(d)(3) of the Exchange Act. The payment of the \$62,500 civil penalty, plus post-judgment interest thereon (described in paragraph IV below), shall be made according to the payment schedule described in paragraph V below.

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IV.

IT IS FURTHER ORDERED, ~~ADJUDGED~~, AND DECREED that Luechtefeld shall pay post-judgment interest on \$62,500 (representing the penalty) in the amount of \$1,306.90, from the date of entry of this Final Judgment until paid in full, at a post-judgment interest rate of 2.47% pursuant to 28 U.S.C. §§ 1961(a) & (b), which is a rate equal to the weekly average 1-year constant maturity Treasury yield, as published by the Board of Governors of the Federal Reserve System, for the calendar week preceding the date of the judgment. Payment of the post-judgment interest shall be made according to the payment schedule described in paragraph V below.

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V.

Luechtefeld shall pay the obligations described in paragraphs III and IV above according to the following schedule: (A) an initial payment of \$31,250 within ten (10) business days after entry of this Final Judgment; (B) eleven (11) monthly payments of \$2,605 commencing November 2004 and ending September 2005; and (C) a final payment of the remaining balance,

consisting of \$2,595 and the remaining post-judgment interest of \$1,306.90, in October 2005.

Payments are due by the fifth day of each month.

All payments shall be made by certified check, bank cashier's check, or United States postal money order and payable to the Securities and Exchange Commission. All payments shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Luechtefeld as a defendant in this action, setting forth the title and civil action number of this action and the name of this Court, and specifying that payment is made pursuant to this Final Judgment. Luechtefeld shall simultaneously transmit photocopies of each payment and letter to the U.S. Securities and Exchange Commission, Northeast Regional Office, 233 Broadway, New York, New York, 10279, Attn: Andrew M. Calamari, Esq.

VI.

IT IS FURTHER ORDERED, ~~ADJUDGED~~, AND DECREED that if Luechtefeld fails to pay any single payment, or part of any single payment, described in paragraph V above within the precise time specified for such payment, the installment payment terms of paragraph V above shall no longer apply, and the full amount of Luechtefeld's remaining unpaid civil penalty and post-judgment interest shall be immediately due, owing, and payable.

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VII.

IT IS FURTHER ORDERED, ~~ADJUDGED~~, AND DECREED that, pursuant to Federal Rule of Civil Procedure 65(d), this Final Judgment is binding upon Luechtefeld, his agents, servants, employees, and attorneys, and upon those persons in active concert or

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participation with Luechtefeld who receive actual notice of this Final Judgment by personal service or otherwise.

VIII.

IT IS FURTHER ORDERED, ~~ADJUDGED~~, AND DECREED that plaintiff Commission may effect service of this Final Judgment, and all other papers in this action, upon Luechtefeld by sending a copy via first class mail to his counsel, Arthur S. Margulis, Esq., Margulis Grant & Margulis, P.C., 11 South Meramec Avenue, Suite 1330, St. Louis, Missouri 63105-1716, unless Luechtefeld notifies the Commission otherwise by letter addressed to counsel for the Securities and Exchange Commission, Northeast Regional Office, 233 Broadway, New York, New York, 10279, Attn: Andrew M. Calamari, Esq. ACK

IX.

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

X.

IT IS FURTHER ORDERED, ~~ADJUDGED~~, AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including, but not limited to, implementing and enforcing the terms and conditions of this Final Judgment. ACK

Dated:

Dec. 1, 2004


UNITED STATES DISTRICT JUDGE