

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

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**UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION,**

**Plaintiff,**

**v.**

**U.S. WIND FARMING, INC., WILLIAM L.  
TELANDER, MAD WORLD CAPITAL  
GROUP, LLC, TEMPLAR FINANCIAL, LLC,  
TIME LIMIT CAPITAL, LLC, RAYMOND J.  
MCNAMEE, 20<sup>TH</sup> CENTURY JACKSON  
EQUITIES, INC., ANTHONY M. NECOECHEA,  
ASHLIN CAPITAL, LLC, KYOTO CAPITAL  
GROUP, LLC, CHARLES S. FLEMMING,  
ORONEX, LLC, and MICHAEL D. SPADACCINI,**

**Defendants.**

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: CIVIL ACTION NO.  
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: 05 C 4259  
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: Judge Milton I. Shadur  
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: Magistrate Judge  
: Jeffrey Cole  
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**FINAL JUDGMENT AS TO CHARLES S. FLEMMING,  
ASHLIN CAPITAL, LLC, AND KYOTO CAPITAL GROUP, LLC**

This cause coming to be heard on Plaintiff United States Securities and Exchange Commission's ("Commission") Motion for an Order of Disgorgement, Prejudgment Interest, and Civil Penalties against Charles S. Flemming, Ashlin Capital, LLC, and Kyoto Capital Group, LLC ("Motion for Monetary Relief"). The Court, having entered an Order of Permanent Injunction and Other Relief against Defendants Flemming, Ashlin Capital, and Kyoto Capital Group, among others, on November 1, 2005, and the Court having considered the memorandum in support of the Motion for Monetary Relief and all of the evidence and the arguments of the parties; the Court, being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants Flemming, Ashlin Capital, and Kyoto Capital Group and their 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. § 77c] 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.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Flemming, Ashlin Capital, and Kyoto Capital Group are 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].

**III.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Flemming, Ashlin Capital, and Kyoto Capital Group, are liable, jointly and severally, for disgorgement of \$398,024.16, representing profits gained as a result of the conduct alleged in the First Amended Complaint, together with prejudgment interest thereon in the amount of \$57,676.43, for a total of \$455,700.59. Defendants Flemming, Ashlin Capital, and Kyoto Capital Group shall satisfy this obligation by paying the disgorgement and prejudgment interest ordered herein within thirty (30) days of the entry of this Order to the Clerk of this Court, together with a cover letter identifying Defendants Flemming, Ashlin Capital, and Kyoto Capital Group as defendants 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 Order. Defendants Flemming, Ashlin Capital, and Kyoto Capital Group shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. By making this payment, Defendants Flemming, Ashlin Capital, and Kyoto Capital Group relinquish all legal and equitable right, title, and interest in such funds, and no part of the funds shall be

returned to Defendants Flemming, Ashlin Capital, and Kyoto Capital Group. Defendants Flemming, Ashlin Capital, and Kyoto Capital Group shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS") or any other type of interest bearing account that is utilized by the Court. These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held in the interest bearing account until further order of the Court. In accordance with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States.

The Commission may by motion propose a plan to distribute the Fund subject to the Court's approval. Such a plan may provide that Fund shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002.

#### IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendants Flemming, Ashlin Capital, and Kyoto Capital Group return any and all U.S. Wind Farming, Inc. stock in their possession, custody or control to U.S. Wind Farming, Inc. Defendants Flemming, Ashlin Capital, and Kyoto Capital Group shall return this stock within 10 business days after entry of this Order. The return of this stock shall be accompanied by a letter identifying Defendants Flemming, Ashlin Capital, and Kyoto Capital Group as defendants in this action;

setting forth the title and civil action number of this action and the name of this Court; and specifying that disgorgement and return of the stock is pursuant to this Order.

V.


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

VI.

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 Order forthwith and without further notice.

IT IS SO ORDERED.

Dated: Feb. 8, 2007

  
HONORABLE MILTON I. SHADUR  
UNITED STATES DISTRICT JUDGE