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UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

ERIC E. RESTEINER,
VOLDEMAR A. VONSTRASDAS,
MILES M. HARBUR,
CHARLES G. DYER,
RESOURCE F, LLC, and
BUNKER HILL AVIATION, LLC

Defendants.

C.A. No. 01-CV-10637 (PBS)

**FINAL JUDGMENT AS TO DEFENDANTS CHARLES G. DYER,
RESOURCE F, LLC AND BUNKER HILL AVIATION LLC**

Plaintiff Securities and Exchange Commission (the "Commission"), having filed a Complaint, and Defendants Charles G. Dyer, Resource F, LLC, and Bunker Hill Aviation, LLC (collectively, "Defendants") having entered a general appearance; consented to the Court's jurisdiction over Defendants 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.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants Charles G. Dyer, Resource F, LLC, and Bunker Hill Aviation, LLC, and their agents, servants, employees,



attorneys, assigns, 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) 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:

- (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,

in connection with the purchase or sale of any security.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Charles G. Dyer, Resource F, LLC, and Bunker Hill Aviation, LLC, and their agents, servants, employees, attorneys, assigns, 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 17(a) of the Securities Act of 1933 (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 HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Charles G. Dyer and Resource F, LLC, and their agents, servants, employees, attorneys, assigns, 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 Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)] 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 of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Charles G. Dyer, and his agents, servants, employees, attorneys, assigns, 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 15(a) of the Exchange Act [15 U.S.C. § 78o(a)], by, directly or indirectly, effecting securities transactions for the account of others or engaging in business as a dealer without being registered as a broker-dealer or being associated with a registered broker-dealer for purposes of those transactions or that business.

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants Charles G. Dyer, Resource F, LLC, and Bunker Hill Aviation, LLC, are liable, on a joint and

several basis, for disgorgement in the amount of \$472,590, representing their gains from the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$99,321.75, for a total of \$571,911.75.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Charles G. Dyer shall pay a civil penalty in the amount of \$110,000 pursuant to Section 20(d) of the Securities Act [15 U.S.C. sec. 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. sec. 78u(d)(3)].

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants shall satisfy their disgorgement and penalty obligations by making payments according to the following schedule:

- a. Within three (3) days of entry of this Final Judgment, a payment of \$100,000;
- b. Within thirty (30) days of entry of this Final Judgment or March 15, 2003, whichever is later, a payment of an additional \$100,000;
- c. Within one hundred eighty (180) days of entry of this Final Judgment or September 1, 2003, whichever is later, a payment of an additional \$160,000;
- d. Within two hundred seventy (270) days of entry of this Final Judgment or October 15, 2003, whichever is later, a payment of an additional \$160,000;

- e. Within three hundred thirty (330) days of entry of this Final Judgment or December 31, 2003, whichever is later, a payment of an additional \$161,911.75, plus post-judgment interest of \$5,755.84;

And that all payments shall be made to the Clerk of this Court, together with a cover letter identifying Defendants Charles G. Dyer, Resource F, LLC, and Bunker Hill Aviation, LLC 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 each payment is made pursuant to this Final Judgment. Defendants shall simultaneously transmit photocopies of such payments and letters to the Commission's counsel in this action. By making these payments, Defendants relinquish all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendants. The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS"). These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS until further order of the Court. In accordance with 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 (10) 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.

VIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Modified Preliminary Injunction Order and Order Freezing Assets and Other Equitable Relief dated August 15, 2001 (the "August 15, 2001 Order") is hereby dissolved, except as noted herein, but solely with respect to the Defendants Charles G. Dyer, Resource F, LLC, and Bunker Hill Aviation, LLC; that the August 15, 2001 Order shall remain in effect as to 47 acres of woodland property located in Nottingham, New Hampshire that is owned and controlled by defendant Charles G. Dyer, unless and until the defendants have timely made all of the payments specified in Section VII of this Final Judgment; that the attachment of defendant Charles G. Dyer's real estate located at 25 Smiths Point Road, Manchester, Massachusetts, approved by the Court's Order dated January 4, 2002, is dissolved; and that defendant Charles G. Dyer will prepare and submit for authorization, approval, and execution by Commission counsel, as appropriate, any documents necessary to effect the dissolution of the real estate attachment described herein.

IX.

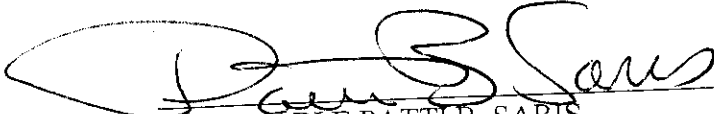
IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the annexed Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendants shall comply with all of the undertakings and agreements set forth therein.

X.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction over Defendants Charles G. Dyer, Resource F, LLC and Bunker Hill Aviation, LLC

for all purposes including the implementation and enforcement of the terms and conditions of this Final Judgment.

DONE AND ORDERED at Boston, Massachusetts this 15 day of September, 2003.


HONORABLE PATTI B. SARIS
UNITED STATES DISTRICT JUDGE