

FILED

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
ORLANDO DIVISION

MAR 15 11:36  
U.S. DISTRICT COURT  
ORLANDO, FL

CASE NO.: 6:09-CV-1137-Orl-22DAB

<b>SECURITIES AND EXCHANGE COMMISSION,</b>	)
	)
<b>Plaintiff,</b>	)
	)
<b>v.</b>	)
	)
<b>JAMES H. PARK,</b>	)
	)
<b>Defendant.</b>	)
	)

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**FINAL JUDGMENT OF PERMANENT INJUNCTION  
AND OTHER RELIEF AGAINST JAMES H. PARK**

Plaintiff Securities and Exchange Commission commenced this action by filing its Complaint against Defendant James H. Park. In its Complaint, the Commission sought, among other relief, a permanent injunction to prohibit violations by Park of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 ("Securities Act"), Sections 10(b), 15(a), and Rule 10b-5 of the Securities Exchange Act of 1934 ("Exchange Act"); disgorgement of all ill-gotten gains and prejudgment interest thereon; and the imposition of a civil money penalty.

Park, by the Consent of Defendant James H. Park to Entry of Final Judgment and Other Relief ("Consent"), has entered a general appearance, consented to the Court's jurisdiction over him and the subject matter of this action, consented to the entry of this Final Judgment of Permanent Injunction and Other Relief Against James H. Park ("Final Judgment") without admitting or denying the allegations of the Complaint (except as to subject matter and personal jurisdiction), waived findings of fact and conclusions of law, and waived any right to appeal from this Final Judgment. This Court having accepted the Consent and having jurisdiction over

Park and the subject matter of this action, and the Court being fully advised in the premises, enters Final Judgment as follows:

**I.**

**VIOLATION OF SECTIONS 5(a) AND (c) OF THE SECURITIES ACT**

**IT IS ORDERED AND ADJUDGED** that James H. Park, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from violating, directly or indirectly, Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c);:

(a) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell securities in the form of units, common stock, warrants or any other securities through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect with the Commission as to such securities;

(b) carrying securities, in the form of units, common stock, warrants or any other securities, or causing them to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, unless and until a registration statement is in effect with the Commission as to such securities; 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 securities, in the form of units, common stock, warrants or any other securities unless a registration statement is filed with the Commission as to such securities, or while a registration statement filed with the Commission as to such security 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, in violation of Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. §§ 77e(a) and 77e(c).

**II.**

**VIOLATION OF SECTION 17(a)(1)-(3) OF THE SECURITIES ACT**

**IT IS FURTHER ORDERED AND ADJUDGED** that James H. Park, his officers, agents, servants, employees, attorneys, and all persons in active concert or participation with him 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:

- (a) to employ any device, scheme, or artifice to defraud in violation of 15 U.S.C. § 77q(a)(1);
- (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 in violation of 15 U.S.C. §§ 77q (a)(2); 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 in violation of 15 U.S.C. §§ 77q (a)(3).

**III.**

**VIOLATION OF SECTION 10(b) AND RULE 10b-5 OF THE EXCHANGE ACT**

**IT IS FURTHER ORDERED AND ADJUDGED** that James H. Park, his officers, 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, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 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, 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.**

**VIOLATION OF SECTION 15(a) OF THE EXCHANGE ACT**

**IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that James H. Park, his officers, agents, servants, employees, representatives, and all persons in active concert or participation with him, and each of them, directly or indirectly, who receive actual notice of this Judgment, by personal service or otherwise, be and they hereby are, permanently restrained and enjoined from, directly or indirectly, making use of the mails or any means or instrumentality of

interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of securities, while acting as a broker or dealer engaged in the business of effecting transactions in securities for the accounts of others, but not registered as a broker-dealer in accordance with Section 15(b) of the Exchange Act, 15 U.S.C. § 78o(b), in violation of Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1).

V.

**DISGORGEMENT AND PREJUDGMENT INTEREST**

**IT IS FURTHER ORDERED AND ADJUDGED** that Defendant James H. Park shall pay disgorgement in the amount of \$143,031, representing the ill-gotten gains he received as a result of his violations of the federal securities laws. In addition, Defendant James H. Park shall pay prejudgment interest thereon in the amount of \$13,763.

VI.

**PAYMENT INSTRUCTIONS FOR DISGORGEMENT AND PREJUDGMENT INTEREST**

**IT IS FURTHER ORDERED AND ADJUDGED** that Defendant James H. Park shall pay \$156,794, representing the total amount of disgorgement and prejudgment interest ordered herein, within twenty (20) calendar days after the entry of this Final Judgment by sending a U.S. postal money order, certified check, bank cashier's check or bank money order payable to Michael Goldberg, Esq., Las Olas Centre II, 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, FL 33301-2229, as Receiver for Wealth Pools International, Inc. and Recruit for Wealth, Inc. (collectively "Wealth Pools"). The payment shall be accompanied by a letter identifying Park 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. Park shall send a copy of the letter and payment form to: Christopher E. Martin,

Senior Trial Counsel, U.S. Securities and Exchange Commission, Miami Regional Office, 801 Brickell Avenue, Suite 1800, Miami, Florida 33131. Park shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

**VII.**

**CIVIL MONEY PENALTY**

**IT IS FURTHER ORDERED AND ADJUDGED** that pursuant to pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. §78u(d)(3), Defendant James H. Park, is hereby ordered to pay a civil money penalty in the amount of \$130,000.

**VIII.**

**PAYMENT INSTRUCTIONS FOR CIVIL MONEY PENALTY**

**IT IS FURTHER ORDERED AND ADJUDGED** that Defendant James H. Park shall pay the \$130,000 civil money penalty ordered herein by sending a U.S. postal money order, certified check, bank cashier's check or bank money order payable to the Securities and Exchange Commission. The payment 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 Park 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. Park shall send a copy of the letter and payment form to: Christopher E. Martin, Senior Trial Counsel, U.S. Securities and Exchange Commission, Miami Regional Office, 801 Brickell Avenue, Suite 1800, Miami, Florida 33131. Park shall pay post-judgment interest on

any delinquent amounts pursuant to 28 USC § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

Park 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 amount he pays pursuant to this Final Judgment, regardless of whether such penalty amounts or any party thereof are added to a distribution fund or otherwise used for the benefit of investors. Park further shall not claim, assert, or apply for tax deduction or tax credit with regard to any federal, state, or local tax for any penalty amounts he pays pursuant to this 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.

**IX.**

**INCORPORATION OF CONSENT**

**IT IS FURTHER ORDERED AND ADJUDGED** that the Consent is incorporated herein with the same force and effect as if fully set forth herein.

**X.**

**RETENTION OF JURISDICTION**

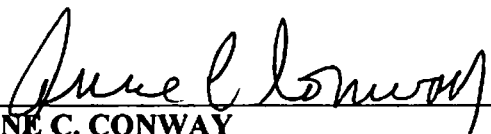
**IT IS FURTHER ORDERED AND ADJUDGED** that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

XI.

**CERTIFICATION UNDER RULE 54(b)**

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 Final Judgment forthwith and without further notice.

DONE AND ORDERED this 14<sup>th</sup> day of March, 2010 at Orlando, Florida.

  
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ANNE C. CONWAY  
UNITED STATES DISTRICT JUDGE

Copies to:

Christopher E. Martin, Esq.  
Attorney for Plaintiff  
Securities and Exchange Commission  
Miami Regional Office  
801 Brickell Avenue Suite 1800  
Miami, FL 33131  
Telephone: (305) 982-6386  
Facsimile: (305) 536-4154

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