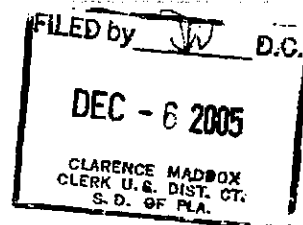


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA



CASE NO.: 04-60573-CIV-MORENO/SIMONTON

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MUTUAL BENEFITS CORP., et al.,

Defendants.

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER
RELIEF AS TO DEFENDANT LESLIE STEINGER, RAINY CONSULTING
CORPORATION, AND TWIN GROVES INVESTMENTS**

Plaintiff Securities and Exchange Commission ("Commission") commenced this action by filing its Complaint against, among others, Leslie Steinger ("Steinger"), Rainy Consulting Corporation ("Rainy"), and Twin Groves Investments, Inc. ("Twin Groves"). In its Complaint, the Commission sought a temporary restraining order and preliminary and permanent injunctions to prohibit Steinger from violating Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act"), Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 ("Exchange Act"), and Rule 10b-5 thereunder. The Commission also sought an accounting, disgorgement, records preservation, expedited discovery, an order temporarily freezing assets and an order imposing civil penalties pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act.

Steinger, Rainy, and Twin Groves, by the Consents affixed hereto, without admitting or denying any of the allegations in the Commission's Complaint, except as to the jurisdiction of the Court over them and the subject matter of the Complaint, have agreed to the entry of this Final Judgment of Permanent Injunction and Other Relief

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("Final Judgment"), waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment. This Court having accepted the Consents and this Court having jurisdiction over Steinger, Rainy, and Twin Groves and the subject matter of the Complaint, orders as follows:

I. PERMANENT INJUNCTIVE RELIEF

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

IT IS ORDERED AND ADJUDGED that Steinger, 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 Final Judgment, by personal service or otherwise, are permanently restrained and enjoined from, directly or indirectly:

- (a) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell any security, in the form of units, common stock, warrants or any other security, 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 security;
- (b) carrying or causing to be carried through the mails or in interstate commerce, by means or instruments of transportation, any security, in the form of units, common stock, warrants or any other security, for the purpose of sale or delivery after sale, unless and until a registration statement is in effect with the Commission as to such security; 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 any

security, in the form of units, common stock, warrants or any other security, through the use or medium of any prospectus or otherwise, unless and until a registration statement is filed with the Commission as to such security, 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).

B. VIOLATION OF SECTION 17(a) OF THE SECURITIES ACT

IT IS FURTHER ORDERED AND ADJUDGED that Steinger, 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 Final Judgment, by personal service or otherwise, are permanently restrained and enjoined from, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, 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) employing any device, scheme or artifice to defraud;
- (b) obtaining money or property by means of any untrue statement of material fact or omission to state any material fact necessary in order to make the statement made, in light of the circumstances under which it was made, not misleading; or

- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon purchasers or prospective purchasers of any such security,

in violation of Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3).

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

IT IS FURTHER ORDERED AND ADJUDGED that Steinger, 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 Final Judgment, by personal service or otherwise, are permanently restrained and enjoined from, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice to defraud;
- (b) making any untrue statements of material fact or omitting 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) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

II. DISGORGEMENT AND CIVIL PENALTIES

IT IS FURTHER ORDERED AND ADJUDGED that Steinger, Rainy, and Twin Groves are jointly and severally liable for disgorgement of \$8,838,000 and prejudgment interest of \$162,000 ("the Funds"), representing alleged proceeds directly or indirectly received in connection with the conduct alleged in the Complaint. In addition, Steinger shall pay a civil money penalty of \$500,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. §77t(d) (the "Funds"), for which let execution issue.

Steinger, Rainy, and Twin Groves shall satisfy this disgorgement obligation by paying \$4,500,000 within 15 days of the entry of this Final Judgment to the Clerk of this Court, together with a cover letter identifying Steinger as a defendant in this action: setting forth the title and civil action number of the action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. A second payment of \$4,500,000 shall be paid to Clerk of Court within one year of entry of the Final Judgment, using the same cover letter instructions set forth above. Interest shall accrue on the second \$4,500,000 payment at a rate of interest set forth in Rule 600(b) of the Commission's Rules of Practice, 17 C.F.R. § 201.600(b), from the date of entry of the Final Judgment until such amount is paid in full. Steinger shall satisfy his civil penalty obligation by paying \$500,000 to the Clerk of the Court on or before October 31, 2006, using the same cover letter instructions set forth above. Steinger, Rainy, and Twin Groves shall simultaneously transmit photocopies of such payments and cover letter to Alise M. Johnson, Esq., Securities and Exchange Commission, 801 Brickell Avenue, Miami, Florida, 33131. By making these payments, Steinger, Rainy, and Twin Groves relinquish all legal and equitable right, title, and interest in such Funds, and no part of the

Funds shall be returned to them.

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 propose a plan to distribute the Fund subject to the Court's approval. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

Steinger agrees that he 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 amounts that Steinger pays pursuant to the 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. Steinger further agrees that he shall not claim, assert, or apply for a tax deduction or tax credit with regard to any federal, state, or local tax for any penalty amounts that Steinger pays pursuant to the 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.

If Steinger, Rainy, or Twin Groves fail to make any single payment, or part of any single payment, of the Funds within the precise time specified for such payment, the installment payment terms of this Final Judgment shall no longer apply, and the full amount of the remaining unpaid disgorgement, prejudgment interest and civil penalty shall be immediately due, owing and payable, plus post-judgment interest on such remaining unpaid amount calculated at the rate of interest set forth in Rule 600(b) of the Commission's Rules of Practice, 17 C.F.R. § 201.600(b), from the date of entry of the Final Judgment until such amount is paid in full.

The Commission may by motion propose a plan to distribute the Funds subject to the Court's approval. Such a plan may provide that the Funds shall be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, the \$500,000 ordered to be paid as a civil penalty pursuant to this Final Judgment shall be treated as a penalty paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Steinger shall not, after offset or reduction in any Related Investor Action based on Steinger's payment of disgorgement in this action, further benefit by offset or reduction of any part of his payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Steinger shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Final Judgment. For purposes of this paragraph, a "Related Investor Action"

means a private damages action brought against Steinger by or on behalf of one or more investors based on substantially the same facts as alleged in the Complaint in this action.

III. INCORPORATION OF CONSENT

IT IS FURTHER ORDERED AND ADJUDGED that Steinger, Rainy, and Twin Groves shall comply with the provisions of the Consent, and that the Consent is incorporated by reference into this Final Judgment as if fully set forth herein.

IV. RETENTION OF JURISDICTION

IT IS FURTHER ORDERED AND ADJUDGED that this Court will retain jurisdiction over this matter and over Steinger, Rainy and Twin Groves in order to implement and carry out the terms of all Orders and Decrees that may be entered and/or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court, and will order other relief that this Court deems appropriate under the circumstances.


V. ASSET FREEZE

IT IS FURTHER ORDERED AND ADJUDGED that the asset freeze currently in effect against Steinger, Rainy and Twin Groves as set forth in this Court's Orders of May 4, 2004 and February 16, 2005, is vacated and set aside in all respects.

VI. RULE 54(b) CERTIFICATION

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 6th day of December, 2005, Miami, Florida.



HONORABLE FEDERICO MORENO
UNITED STATES DISTRICT JUDGE

Copies to: Counsel of Record