

EXHIBIT 2

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

SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff,

Case No.: 10-CV-2399

v.

Judge John F. Grady

JEFFREY R. NEUFELD and
PARIDON CAPITAL MANAGEMENT LLC
f/k/a TRITONE CAPITAL MANAGEMENT, LLC

Magistrate Judge Nolan

Defendants.

**CONSENT OF DEFENDANTS JEFFREY R. NEUFELD
AND PARIDON CAPITAL MANAGEMENT, LLC**

1. Defendants Jeffrey R. Neufeld (“Neufeld”) and Paridon Capital Management, LLC f/k/a Tritone Capital Management, LLC (“Paridon”) (collectively, the “Defendants”), acknowledge having been served with the complaint in this action, enter general appearances, and admit the Court’s jurisdiction over Defendants and over the subject matter of this action.

2. Without admitting or denying the allegations of the complaint (except as to personal and subject matter jurisdiction, which Defendants admit), Defendants hereby consent to the entry of the Final Judgment in the form attached hereto (the “Final Judgment”) and incorporated by reference herein, which, among other things, sets a civil penalty in the amount of \$75,000 pursuant to Section 209(e) of the Investment Adviser Act of 1940 [15 U.S.C. 80b-9(e)] against Neufeld and does not impose a civil penalty against Paridon.

3. Defendants agree that they 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 Defendants pay 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. Defendants further agree that they 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 Defendants pay 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.

4. Defendants waive the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

5. Defendants waive the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

6. Defendants enter into this Consent voluntarily and represent that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce Defendants to enter into this Consent.

7. Defendants agree that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

8. Defendants will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waive any objection based thereon.

9. Defendants waive service of the Final Judgment and agree that entry of the Final

Judgment by the Court and filing with the Clerk of the Court will constitute notice to Defendants of its terms and conditions. Defendants further agree to provide counsel for the Commission, within thirty days after the Final Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Defendants have received and read a copy of the Final Judgment.

10. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Defendants in this civil proceeding. Defendants acknowledge that no promise or representation has been made by the Commission or any member, officer, employee, agent, or representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendants waive any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendants further acknowledge that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, Defendants understand that they shall not be permitted to contest the factual allegations of the complaint in this action.

11. Defendants understand and agree to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while

denying the allegations in the complaint or order for proceedings.” 17 C.F.R. § 202.5. In compliance with this policy, Defendants agree: (i) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the complaint or creating the impression that the complaint is without factual basis; and (ii) that upon the filing of this Consent, Defendants hereby withdraw any papers filed in this action to the extent that they deny any allegations in the complaint. If Defendants breach this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Defendants’: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

12. Defendants hereby waive any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney’s fees or other fees, expenses, or costs expended by Defendants to defend against this action. For these purposes, Defendants agree that Defendants are not the prevailing party in this action since the parties have reached a good faith settlement.

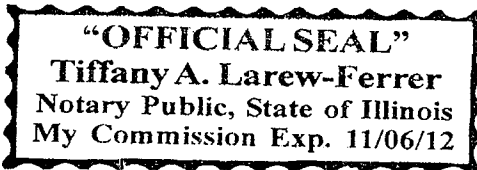
13. Defendants agree that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

14. Defendants agree that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

Dated: 11/2/11

Jeffrey R. Neufeld
Jeffrey R. Neufeld

On Nov. 2nd, 2011, Jeffrey R. Neufeld, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.



Tiffany A. Larew-Ferrer
Notary Public
Commission expires:

Dated: 11/2/11

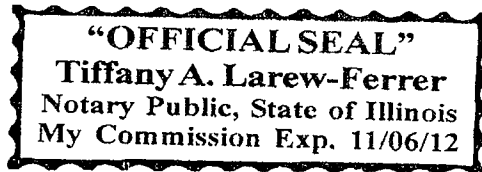
Paridon Capital Management, LLC f/k/a
Tritone Capital Management, LLC

By: Jeffrey R. Neufeld
Jeffrey Neufeld
Owner and Managing Member
352 Comstock Drive
Elgin, IL 60124

On Nov. 2nd, 2011, Jeffrey Neufeld, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent with full authority to do so on behalf of Paridon Capital Management, LLC f/k/a Tritone Capital Management, LLC as its owner and managing member.

Tiffany A. Larew-Ferrer
Notary Public
Commission expires:

Approved as to form:



Jason S. Lewis
Jason Hopkins
Locke Lord Bissell & Liddell LLP
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
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SECURITIES AND
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Plaintiff,

Case No.: 10-CV-2399

v.

Judge John F. Grady

JEFFREY R. NEUFELD and
PARIDON CAPITAL MANAGEMENT LLC
f/k/a TRITONE CAPITAL MANAGEMENT, LLC

Magistrate Judge Nolan

Defendants.

FINAL JUDGMENT AS TO DEFENDANTS

The Securities and Exchange Commission (the “Commission”) having filed a Complaint and Defendants Jeffrey R. Neufeld (“Neufeld”) and Paridon Capital Management, LLC f/k/a Tritone Capital Management, LLC (“Paridon”) (collectively, the “Defendants”), having entered general appearances; consented to the Court’s jurisdiction over Defendants and the subject matter of this action; consented to entry of a Judgment for Permanent Injunctions and Disgorgement (Docket No. 20); consent 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 Judgment:

I.

IT IS ORDERED that this Court sets a civil penalty in the amount of \$75,000 pursuant to Section 209(e) of the Investment Adviser Act of 1940 [15 U.S.C. 80b-9(e)] against Neufeld

and no civil penalty against Paridon. In light of the pending Chapter 13 case filed by Jeffrey R. Neufeld (“Neufeld”), In re: Jeffrey R. Neufeld, Case No. 11-25742 (Bk. N.D. Ill. 2011), the Commission shall enforce its judgment through the bankruptcy proceeding. Within 14 days following the entry of this Final Judgment, Neufeld shall amend the Neufeld bankruptcy plan to include the civil penalty amount of \$75,000 as an unsecured nonpriority claim. Any payments made pursuant to the bankruptcy plan shall be by certified check, bank cashier’s check, or United States postal 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, 100 F Street, NE, Stop 6042, Washington DC 20549, and shall be accompanied by a letter identifying Defendant Jeffrey R. Neufeld 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. Neufeld agrees to provide counsel for the Commission with evidence of any payments. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury. Nothing in this judgment shall prevent the Commission from enforcing its judgment outside the bankruptcy proceeding if the bankruptcy is dismissed, the automatic stay is lifted, or Neufeld is not granted a discharge.

II.

IT IS FURTHER ORDERED that the Consents are 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.

III.

IT IS FURTHER ORDERED that this Court retains jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

IV.

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.

Dated: _____, _____

UNITED STATES DISTRICT JUDGE