

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MITCHELL C. KAHN and
PAUL VAN EYL,

Defendants.

No. 99 C 6343

Judge John A. Nordberg

CONSENT OF DEFENDANT PAUL VAN EYL

1. Defendant Paul Van Eyl ("Defendant" or "Van Eyl") acknowledges having been served with the Complaint in this action, enters a general appearance, and admits the Court's jurisdiction over Defendant and over the subject matter of this action.

2. The Court having granted summary judgment in favor of the Commission on its claims that Van Eyl violated Section 10(b) of the Securities and Exchange Act of 1934 ("Exchange Act") and Rules 10b-5 and 13b2-1 thereunder and that Van Eyl aided and abetted First Merchants Acceptance Corp.'s violations of Sections 13(a) and 13(b)(2) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-11 thereunder on May 30, 2002; the Court having entered a Judgment of Permanent Injunction and Other Relief against Defendant on December 8, 2003; Van Eyl hereby consents to the entry of the Final Judgment As To Defendant Paul Van Eyl in the form attached hereto (the "Final Judgment") and incorporated by reference herein, which, among other things:

(a) permanently restrains and enjoins Van Eyl from violations of Sections 10(b) [15 U.S.C. § 78j(b)], 13(a) [15 U.S.C. § 78m(a)] and 13(b)(2) [15 U.S.C. § 78m(b)(2)] of the Securities and Exchange Act of 1934 (“Exchange Act”) and Rules 10b-5 [17 C.F.R. §240.10b-5], 12b-20 [17 C.F.R. § 240.12b-20], 13a-1 [17 C.F.R. § 240.13a-1], 13a-11 [17 C.F.R. § 240.13a-11], and 13b2-1 [17 C.F.R. § 13b2-1] thereunder; and

(b) prohibits Van Eyl from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

3. Van Eyl waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

4. Van Eyl waives the right to appeal from the entry of the Final Judgment.

5. Van Eyl enters into this Consent voluntarily and represents 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 Van Eyl to enter into this Consent.

6. Van Eyl agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

7. Van Eyl 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 waives any objection based thereon.

8. Van Eyl waives service of the Final Judgment and agrees that entry of the Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to Van Eyl of its terms and conditions. Van Eyl further agrees 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 Van Eyl has received and read a copy of the Final Judgment.

9. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Van Eyl in this civil proceeding. Van Eyl acknowledges 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. Van Eyl waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Van Eyl further acknowledges 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, Van Eyl understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

10. Van Eyl understands and agrees 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 allegation in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Van Eyl agrees: (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, Van Eyl hereby withdraws any papers filed in this action to the extent that they deny any allegation in the complaint. If Van Eyl breaches 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 Van Eyl's: (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.

11. Van Eyl hereby waives 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 Van Eyl to defend against this action. For these purposes, Van Eyl agrees that Van Eyl is not the prevailing party in this action since the parties have reached a good faith settlement.

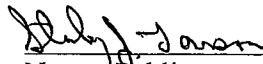
12. Van Eyl agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

13. Van Eyl agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

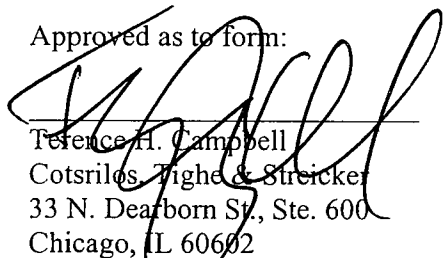
Dated: 5 December 2008

By: 
Paul Van Eyl

On DEC. 5, 2008, PAUL VAN EYL, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.


Notary Public
Commission expires: 11/29/09

Approved as to form:


Terence H. Campbell
Cotsrilos, Tighe & Streicker
33 N. Dearborn St., Ste. 600
Chicago, IL 60602
Attorney for Defendant Paul Van Eyl