

# **EXHIBIT 2**

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

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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.

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

1. Defendants Jeffrey R. Neufeld and Paridon Capital Management, LLC f/k/a Tritone Capital Management, LLC (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 a Judgment in the form attached hereto (the "Judgment") and incorporated by reference herein, which, among other things:

- (a) permanently restrains and enjoins Defendants from violations of Section 17(a) of the Securities Act of 1933 (the "Securities Act"), Sections 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule

10b-5 thereunder, Sections 206(1), 206(2), and 206(3) of the Investment Advisers Act of 1940 (the “Advisers Act”), and Section 206(4) of the Advisers Act as defined by Rule 206(4)-8 thereunder; and

- (b) orders Defendants to pay disgorgement in the amount of \$51,463.84 together with prejudgment interest thereon in the amount of \$1,718.49, for a total of \$53,182.33.

3. Defendants agree that the Securities and Exchange Commission (“Commission”) may enforce the judgment for disgorgement and prejudgment interest by moving for civil contempt (and/or through other collection procedures authorized by law) at any time after 180 days following entry of the Judgment.

4. Defendants agree that, upon motion of the Commission, the Court shall determine whether it is appropriate to order a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Advisers Act [15 U.S.C. § 80b-9(e)] and, if so, the amount of the civil penalty. Defendants further agree that in connection with the Commission’s motion for civil penalties, and at any hearing held on such a motion: (a) Defendants will be precluded from arguing that they did not violate the federal securities laws as alleged in the Complaint; (b) Defendants may not challenge the validity of this Consent or the Judgment; (c) solely for the purposes of such motion, the allegations of the Complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal

Rules of Civil Procedure. In connection with the Commission's motion for civil penalties, the parties may take discovery, including discovery from appropriate non-parties.

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

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

7. 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.

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

9. Defendants will not oppose the enforcement of the 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.

10. Defendants waive service of the Judgment and agree that entry of the 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 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 Judgment.

11. 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.

12. 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 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.

13. 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.

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

15. Defendants agree that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Judgment and over the appropriateness and amount of a civil penalty. The parties shall try to resolve the issue of civil penalties, however if the parties cannot agree, Defendants agree that the Court shall determine the appropriateness and amount of the civil penalty upon motion of the Commission.

Dated: 3/16/11

Jeffrey R. Neufeld  
Jeffrey R. Neufeld

On \_\_\_\_\_, 2011, \_\_\_\_\_, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.

See Attached  
Notary Public  
Commission expires:

Dated: 3/16/11

Paridon Capital Management, LLC f/k/a  
Tritone Capital Management, LLC  
By: Jeffrey Neufeld  
Jeffrey Neufeld  
Owner and Managing Member  
352 Comstock Drive  
Elgin, IL 60124

On \_\_\_\_\_, 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.

See Attached  
Notary Public  
Commission expires:

Approved as to form:

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

**ACKNOWLEDGMENT**

State of California  
County of Orange

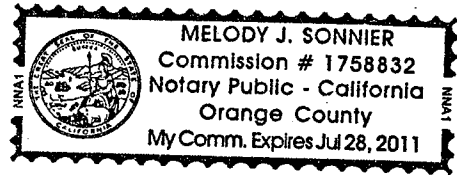
On March 16, 2011 before me, Melody J. Sonnier  
(insert name and title of the officer)

personally appeared Jeffrey R. Neufeld,  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing  
paragraph is true and correct.

WITNESS my hand and official seal.

Signature Melody J. Sonnier (Seal)





**ACKNOWLEDGMENT**

State of California  
County of Orange

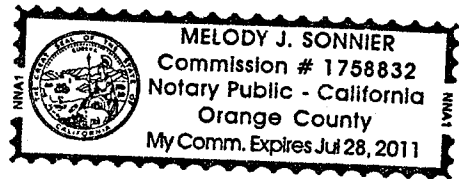
On March 16, 2011 before me, Melody J. Sonnier  
(insert name and title of the officer)

personally appeared Jeffrey R. Newfeld  
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Melody J. Sonnier (Seal)



**UNITED STATES DISTRICT COURT  
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SECURITIES AND  
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Magistrate Judge Nolan

Defendants.

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**JUDGMENT FOR PERMANENT INJUNCTIONS AND  
DISGORGEMENT FOR 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 this 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.

A. **IT IS ORDERED** that Defendants and Defendants’ agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice

of this Judgment by personal service or otherwise are 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, 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.

**B. IT IS FURTHER ORDERED** that Defendants and Defendants’ agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are 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.

C. **IT IS FURTHER ORDERED** that Defendants and Defendants' agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are restrained and enjoined from violating Sections 206(1) and (2) of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. § 80b-6(1) and (2)] by, while acting as an investment adviser, by the use of the means and instrumentalities of interstate commerce and of the mails, directly or indirectly, employing devices, schemes, and artifices to defraud its clients and prospective clients, or engaging in transactions, practices, and courses of business which operate as a fraud or deceit upon its clients and prospective clients.

D. **IT IS FURTHER ORDERED** that Defendants and Defendants' agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of them, are restrained and enjoined from violating Section 206(3) of the Advisers Act [15 U.S.C. § 80b-6(3)] by, while acting as an investment adviser, by the use of the means and instrumentalities of interstate commerce and of the mails, directly and indirectly, acting as a principal for their own account, knowingly to sell any security from a client, or acting as broker for a person other than such client, knowingly to effect any sale or purchase of any security for the accounts of such client, without disclosing to such client in writing before the completion of such transaction the capacity in which they are acting and obtaining the consent of the client to such transaction.

E. **IT IS FURTHER ORDERED** that Defendants and Defendants' agents, servants, employees, attorneys, and those persons in active concert or participation with them, and each of

them, are restrained and enjoined from violating Section 206(4) of the Advisers Act [15 U.S.C. § 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8] by, while acting as an investment adviser to a pooled investment vehicle, by the use of the means and instrumentalities of interstate commerce and of the mails, making untrue statements of material fact or omitting to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, to any investor or prospective investor in a pooled investment vehicle or otherwise engaging in acts, practices, or courses of business that are fraudulent, deceptive or manipulative with respect to any investor or prospective investor in a pooled investment vehicle.

## II.

**IT IS FURTHER ORDERED** that Defendants are liable for disgorgement of \$51,463.84, representing funds owed to John Evans (“Evans”) an investor in the Paridon Currency Fund LP (“Currency Fund”) as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$1,718.49, for a total of \$53,182.33. The Commission may enforce the Court’s judgment for disgorgement and prejudgment interest by moving for civil contempt (and/or through other collection procedures authorized by law) at any time after 180 days following entry of this Judgment. In response to any such civil contempt motion by the Commission, the Defendants may assert any legally permissible defense. Payments under this paragraph shall be made by Defendants directly to Evans together with a cover letter identifying Defendants 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 payment is made pursuant to this Judgment. Defendants shall simultaneously transmit photocopies of such

payment and letter to the Commission's counsel in this action. Defendants relinquish all legal and equitable right, title, and interest in such payments, and no part of the funds shall be returned to Defendants. Defendants shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

III.

**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.

IV.

**IT IS FURTHER ORDERED** that this Court retains jurisdiction of this matter for the purposes of enforcing the terms of this Judgment. The Court also retains jurisdiction over the appropriateness and amount of a civil penalty. The parties shall try to resolve the issue of civil penalties, however if the parties cannot agree, the Court shall determine the appropriateness and amount of the civil penalty upon motion of a party.

V.

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 Judgment forthwith and without further notice.

Dated: \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
UNITED STATES DISTRICT JUDGE