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FILED

JUN 19 2006

PATRICIA K. COSTELLO, AJSC

SUPERIOR COURT OF NEW JERSEY
Docket No. ESX-C-219-05

PETER C. HARVEY, Attorney General of New Jersey on behalf of FRANKLIN L. WIDMANN, Chief of the New Jersey Bureau of Securities Plaintiff, v. SPECIALIZED AUTOCORE SERVICES, INC., a New Jersey Corporation, A. DEAN BRAZ, individually, and as an officer, shareholder and/or director of Specialized Autocore Services, Inc., Defendants.	CIVIL ACTION **CONSENT JUDGMENT**

THIS MATTER having originally been presented to the Court by Peter C. Harvey, Attorney General of New Jersey, on behalf of Franklin L. Widmann, Chief of the New Jersey Bureau of Securities ("Plaintiff"), (Deputy Attorney General Christopher W. Gerold appearing), and Defendant A. Dean Braz ("Braz"), having appeared through counsel, C. Kenneth Shank,

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Esq. of Wilentz, Goldman, & Spitzer, P.A., now desire to resolve this matter, pursuant to R. 4:42-1.

On July 12, 2005, Plaintiff filed a complaint in the New Jersey Superior Court, Chancery Division, Essex County, Harvey v. Specialized Autocore Services and A. Dean Braz, Docket No. ESX-C-219-05, (the "Complaint"), against Defendants Specialized Autocore Services, Inc. ("SAS") and Braz, individually and as an officer, shareholder, and/or director of SAS, alleging violations of the New Jersey Uniform Securities Law, (1997) N.J.S.A. 49:3-47 et seq. , specifically, N.J.S.A. 49:3-52(b), 49:3-52(c), 49:3-56(a) and 49:3-60.

On or about September 28, 2005, Defendant Braz, through counsel, submitted an Answer to the Complaint.

Now, Plaintiff and Defendant Braz have agreed to resolve any and all issues in controversy in this action, and to settle this action on the terms set forth in this Consent Judgment, which terms have, with the consent of the Bureau Chief and Braz, been reviewed and approved by the Honorable Patricia K. Costello, A.J.S.C., as confirmed by her entering this Consent Judgment; and the Court making no findings of fact or conclusions of law with respect to the allegations as to Defendant Braz as set forth in the Complaint. The Bureau Chief and Braz acknowledge that this Consent Judgment was the result of good faith negotiations between them and that this Consent Judgment shall not constitute (i) an admission by Braz in respect of any of the matters alleged in the Complaint or in any findings of fact or conclusions of law by the Bureau Chief set forth herein below or of any violation of law or liability in respect thereof or (ii) a concession by the Bureau Chief that Braz did not commit the violations alleged in the Complaint.

The Bureau Chief makes the following findings of fact and conclusions of law:

a. At all relevant times Defendant Braz was a resident of the State of New Jersey (the "State") and an officer, shareholder and/or director of SAS;

b. Defendant Braz offered and sold unregistered SAS securities to, from and within the State in violation of N.J.S.A. 49:3-60;

c. Defendant Braz represented SAS in effecting or attempting to effect sales of securities to, from or within the State in violation of N.J.S.A. 49:3-52(a);

d. Defendant Braz made materially false and misleading statements, and omitted facts necessary to make statements not misleading, in connection with the offer, sale or purchase of securities in violation of N.J.S.A. 49:3-52(b); and

e. Defendant Braz, by engaging in the conduct described in the Complaint, engaged in acts, practices and a course of conduct which operated as a fraud upon the investors in violation of N.J.S.A. 49:3-52(c).

Based on the foregoing, but without admitting the allegations of the Complaint or the Bureau Chief's findings of fact and conclusions of law, Braz hereby consents to the form and entry of this Consent Judgment.

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IT IS ON THIS __ DAY OF _____, 2006 ORDERED AND ADJUDGED:

1. Defendant Braz and by or through any corporation, business entity, agent, employee, partner, officer, director, member, attorney, stockholder, successor, and/or any other person who is directly or indirectly under his control or direction, is permanently restrained and enjoined from directly or indirectly violating the Securities Law and, specifically, from engaging in the following conduct:

   a. Offering for sale or selling, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting securities in any manner to, from, or within the State of New Jersey and offering for sale or selling, distributing, promoting, advertising, soliciting, negotiating, advancing the sale of and/or promoting unregistered securities in any manner to, from, or within the State of New Jersey in violation of N.J.S.A. 49:3-60;

   b. Issuing securities or engaging in any securities related activity without being registered pursuant to N.J.S.A. 49:3-56(a);

   c. Acting as an unregistered agent in the State of New Jersey in violation of N.J.S.A. 49:3-56(a); and

   d. Engaging in the conduct described in the Complaint filed in this action.

2. Defendant Braz shall pay restitution for New Jersey investors, pursuant to N.J.S.A. 49:3-69(a)(2), in the amount of $38,000.00; and shall pay a civil monetary penalty, pursuant to N.J.S.A. 49:3-70.1, in the amount of $30,000.00. Such payments shall be made in installments as follows:

(a) Defendant Braz shall pay Four Thousand Two Hundred Fifty ($4,250.00) Dollars to the Bureau within three (3) days of receipt of a filed copy of this Consent Judgment by Defendant Braz's counsel;

(b) The remaining balance of Sixty-Three Thousand Seven Hundred Fifty ($63,750.00) Dollars shall be made in Fifteen(15) equal installments of Four Thousand Two Hundred Fifty ($4,250.00) Dollars. The first of the Fifteen (15) equal installments of Four Thousand Two Hundred Fifty ($4,250.00) Dollars shall be due and payable on October 1, 2006, with each subsequent installment due and payable on the first day of January, April, July, and October thereafter, through and including April 1, 2010;

(c) Payment shall be made by attorney trust account check, certified check, money order, or other guaranteed funds, payable to the "State of New Jersey, Bureau of Securities" and delivered to the attention of the Bureau Chief, at the following address: State of New Jersey, Department of Law and Public Safety, Bureau of Securities, 153 Halsey Street, 6th Floor, Newark, New Jersey 07102 or by mail to the Bureau of Securities, P.O. Box 47029, Newark, New Jersey 07101;

(d) Default will be deemed to have occurred if the Bureau does not receive payment within twenty (20) days of any scheduled payment. If Defendant Braz defaults, the Bureau Chief at his discretion, may declare the entire sum payable pursuant to this Consent Order, plus accrued interest, less all payments theretofore made, immediately due and owing; and may docket the Consent Judgment with the Superior Court of New Jersey without further notice to Defendant Braz and without the necessity of any further judicial pleadings in

this regard. From the time of docketing, the judgment shall be a lien on all property of the debtor, and the Bureau Chief may take all steps necessary to collect on the judgment.

3. This Consent Judgment applies to and is binding upon Defendant Braz and the New Jersey Bureau of Securities.
4. The parties agree that this Consent Judgment resolves any and all issues in controversy relating to the Complaint.
5. The parties acknowledge that for the purpose of enforcement of this Consent Judgment, New Jersey Law shall govern the terms and provisions herein.
6. The parties represent that an authorized representative of each has signed this Consent Judgment with full knowledge, understanding and acceptance of its terms and that this person has done so with authority to legally bind the respective party.
7. This Consent Judgment constitutes the entire agreement among the parties with respect to its subject matter. Any addition, deletion or change to this Consent Judgment must be in writing and signed by all parties to be bound and approved and signed by this Court.
8. This Consent Judgment is entered into by the parties as their own free and voluntary act, and with full knowledge and understanding of the obligations and duties imposed by this Consent Judgment.
9. The parties have negotiated, jointly drafted and fully reviewed the terms of this Consent Judgment and the rule that uncertainty or ambiguity is to construed against the drafter shall not apply to the construction or interpretation of this Consent Judgment.

10. Except as otherwise explicitly provided in this Consent Judgment, nothing herein shall be construed to limit the authority of the Attorney General to protect the interests of the State or the people of the State.

11. If any portion of this Consent Judgment is held invalid or unenforceable by operation of law, the remaining terms of this Consent Judgment shall not be affected.

12. This Consent Judgment shall be binding upon the parties. In no event shall assignment of any right, power or authority under this Consent Judgment avoid compliance with this Consent Judgment.

13. Defendant Braz shall not represent or imply that any business practice or other act or practice hereinafter used or engaged in by him has been required or approved, in whole or part, by the Attorney General, the Bureau of Securities, the State of New Jersey or any of the State's agencies, agents or subdivisions.

14. Unless otherwise prohibited by law, any signatures by the parties required for entry of this Consent Judgment may be executed in counterparts, each of which shall be deemed an original, but all of which shall together be one and the same Consent Judgment.

15. This Consent Judgment shall become final and fully executed upon the filing and entry by the Court.

Patricia K. Costello
Honorable Patricia K. Costello, A.J.S.C.

Consent to the Form and
Entry of this Order:

By: _____
C. Kenneth Shank, Esq.
Attorney for Defendant Braz

Dated: June 13, 2006

By: _____
A. Dino Braz, individually
Defendant

ZULIMA V. FARBER
ATTORNEY GENERAL OF NEW JERSEY
Attorney for Franklin Widmann,
Chief of the New Jersey Bureau of Securities

By: _____
Christopher W. Gerold
Deputy Attorney General

Dated: June 16, 2006

ORDERED that a copy of this order shall be served upon all counsel within 7 days of the date hereof.