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SUPERIOR COURT OF NEW JERSEY
CHANCERY DIVISION, ESSEX COUNTY
DOCKET NO. ESX C-90-04

PETER C. HARVEY,
Attorney General of New Jersey and
FRANKLIN L. WIDMANN, Chief of the
New Jersey Bureau of Securities,

Plaintiffs,

v.

CIVIL ACTION

GLOBAL TRADING INVESTMENT, LLC,
a New Jersey Limited Liability Company;
WYNDAM GROUP, L.P.,
a New Jersey Limited Partnership;
BRIAN D. WINTERS, individually, and as
President of Global Trading Investments;
LLC;
NICOLE KEARNEY, individually, and general
partner of Wyndam Group, L.P.;
LAURA ZEMSKY, individually, and as a general
partner of Wyndam Group, L.P.;
EXCALIBUR TRUST;
JEFFREY WINTERS, individually, and as
Trustee of the Excalibur Trust, and
Partner/President of Wyndam Group, L.P.;
EGIDIO ENEA, individually;
MICHAEL MALLEY, individually;
JAY MALHADO, individually;
JOAN POTTS, individually;
ROBERT BARANYI, individually;

CONSENT JUDGMENT AND
FINAL JUDGMENT AS TO
DEFENDANT MICHAEL MALLEY

MICHAEL F. PRITCHARD, individually; :
 MATTHEW A. RYER, individually; :
 ERNESTO OLIVEIRA, individually; and :
 LISA WINTERS, individually, :
 :
 Defendants. :
 _____ :

This matter having been presented to the Court by Peter C. Harvey, then Attorney General of New Jersey, and Franklin L. Widmann, Chief of the New Jersey Bureau of Securities, (Deputy Attorney General Isabella Trifilio Stemple, appearing), and defendant Michael Malley represented by Sonnenblick, Parker & Selvers, P.C. (Jerome M. Selvers, Esq.) appearing; and plaintiffs and defendant Malley without admitting or denying any wrongdoing, have agreed to resolve any and all issues in controversy in this action, on the terms set forth in this Consent Judgment, which terms have, with the consent of the Bureau Chief and defendant Malley, been reviewed and approved by the Honorable Kenneth S. Levy, P.J. Ch., as confirmed by his entering this Consent Judgment.

The Court makes no findings of fact or conclusions of law with respect to the allegations set forth in the First Amended Verified Complaint against Malley.

Solely for the purpose of settling this proceeding and without admitting or denying the findings contained below, Malley permits the Bureau Chief to make the following findings of fact and conclusions of law.

The Bureau Chief sets forth the following findings:

- a) At all relevant times, defendant Malley served as an unregistered agent of defendants Global Trading Investment, LLC and/or Wyndam Group L.P. by selling and/or attempting to sell securities;

- b) Malley is not now and never has been registered with the New Jersey Bureau of Securities as an agent, to offer or sell securities in the State of New Jersey. Nor is he registered with the Bureau in any other capacity. Nor is he exempt from registration as an agent;
- c) Global Trading Investment, LLC and/or Wyndam Group L.P. are not now and never have been registered with the Bureau in any capacity. Nor are they exempt from registration as broker-dealers;
- d) Global Trading Investment, LLC and/or Wyndam Group L.P. operated as unregistered broker-dealers in effecting the offer and sale of securities from, to and within New Jersey; and
- e) The securities offered by Global Trading Investment, LLC and/or Wyndam Group L.P. and/or Malley were not registered or exempt from registration.

IT IS on this ____ day of _____, 2006, **ORDERED AND AGREED:**

PERMANENT INJUNCTIVE RELIEF

1. Defendant Malley, individually and by or through any corporation, business entity, agent, employee, partner, officer, director, attorney, stockholder 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 New Jersey Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq., (“Securities Law”) and, specifically, from engaging in the following conduct:

- (i) 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.

- (ii) issuing securities or engaging in any securities related activity in violation of the New Jersey Uniform Securities Law (1997), N.J.S.A. 49:3-47 et seq.;
- (iii) acting as an unregistered agent in the State of New Jersey in violation of N.J.S.A. 49:3-56(a);
- (iv) becoming a registered broker-dealer, agent, investment adviser or investment adviser representative, or attempting to become a registered broker-dealer agent or for the sale of securities, or investment adviser or investment adviser representative, in the State of New Jersey; and
- (v) engaging in the conduct described in plaintiffs' Verified Complaint filed in the New Jersey Superior Court, Chancery Division, Essex County, Harvey v. Global Trading Investment, LLC, et al., Docket No. ESX-C-90-04.

RESTITUTION

2. Defendant Malley shall make restitution to investors in an amount of \$10,000 upon the entering of this Consent Judgment by the Court. Payment shall be made by certified check or other guaranteed funds, made payable to "Bureau of Securities, State of New Jersey" and delivered to the attention of the Bureau Chief, at the following address: State of New Jersey, Department of Law and Public Safety, Division of Consumer Affairs, Bureau of Securities, 153 Halsey Street, 6th Floor, Newark, New Jersey 07101. Default will be deemed to have

occurred if the Bureau does not receive the payment within fifteen (15) days of the Court entering this Consent Judgment.

SUBORDINATION OF CLAIMS

3. Defendant Malley consents to having his claims in bankruptcy subordinated below all other equity security holders under Section 510 of the Bankruptcy Code pursuant to a settlement with the United States Trustee appointed pursuant to the order of the United States Bankruptcy Court, District of New Jersey, In re: Global Trading Investments, LLC, Case No. 04-41297, and In re: Wyndam Group, LP., Case No. 04-46329 RG.

CIVIL MONETARY PENALTY

4. Defendant Malley shall be assessed civil monetary penalties, pursuant to N.J.S.A. 49:3-70.1, in the amount of \$1,500.00 upon the entering of this Consent Judgment by the Court. Payment shall be made by certified check or other guaranteed funds, made payable to "Bureau of Securities, State of New Jersey" and delivered to the attention of the Bureau Chief, at the following address: State of New Jersey, Department of Law and Public Safety, Division of Consumer Affairs, Bureau of Securities, 153 Halsey Street, 6th Floor, Newark, New Jersey 07101. Default will be deemed to have occurred if the Bureau does not receive the payment within fifteen (15) days of the Court entering of this Consent Judgment.

FINAL JUDGMENT

5. As such, final judgment in the amount of \$11,500 is entered against defendant Malley. Plaintiffs may enforce collection of the judgment in accordance with applicable law.

GENERAL PROVISIONS

6. This Consent Judgment applies to and is binding upon defendant Malley.

7. The parties acknowledge that for the purpose of enforcement of this Consent Judgment, New Jersey Law shall govern the terms and provisions herein.
8. 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.
9. 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 the Court.
10. 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.
11. No employee or official of, or person representing, the Bureau of Securities or the State of New Jersey has made any additional promise or representation to defendant Malley regarding this Consent Judgment.
12. 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.
13. As used in this Consent Judgment, the plural shall include the singular and the singular shall include the plural. In addition, "or" and "and" shall be interpreted conjunctively.
14. 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.

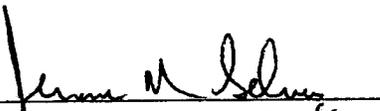
15. If any portion of this Consent Judgment is held invalid or unenforceable by operation of law, the remaining terms of this Consent Judgment shall not be affected.
16. This Consent Judgment shall be binding upon the parties and their successors. In no event shall assignment of any right, power or authority under this Consent Judgment avoid compliance with this Consent Judgment.
17. Malley 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.

18. 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.

Honorable Kenneth S. Levy, P.J. Ch.

Consent to the Form, Content
and Entry of this Consent Judgment:

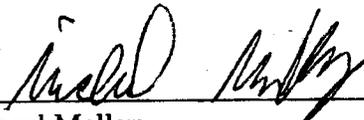
SONNENBLICK PARKER & SELVERS, P.C.


By: Jerome Selvers, Esq.

Attorney for Defendant Michael Malley

Dated: 9/22/06

Consent to the Form, Content
and Entry of this Consent Judgment:


Michael Malley

Dated: 9/20/06

ANNE MILGRAM
ACTING ATTORNEY GENERAL OF NEW JERSEY

By: 
Isabella Trifilio Stempler
Deputy Attorney General

Dated: 9/26/06