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FEB 24 2009

SUPERIOR COURT OF NEW
JERSEY CHANCERY DIVISION -
COUNTY OF ESSEX
Docket No. C-23-03

ANNE MILGRAM, Attorney General of
New Jersey, on behalf of VINCENT J.
OLIVA, Chief of the New Jersey
Bureau of Securities,¹

Plaintiffs,

v.

CHARLES ERB & ASSOCIATES, INC.,
CEA FINANCIAL GROUP, INC.,
EDWARD D. ANGRISANI, and CHARLES
D. ERB,

Defendants.

Civil Action

CONSENT ORDER AND FINAL
JUDGMENT ON INJUNCTION
AND ON MONETARY
SETTLEMENT

This matter was presented to the Court by Anne Milgram, Attorney
General of New Jersey, on behalf of Vincent J. Oliva, Chief of the New Jersey Bureau of
Securities (the

¹ This action was commenced on behalf of the erstwhile Chief of the New Jersey Bureau of
Securities, Franklin L. Widmann. In accordance with R. 4:34-4, the caption has been
revised to reflect the current Chief of the New Jersey Bureau of Securities.

"Bureau Chief") (Deputy Attorney General Samuel Scott Cornish, appearing), for violations of the Uniform Securities Law (1997) of New Jersey, N.J.S.A. 49:3-47 et seq. (the "Securities Law") by defendant Charles D. Erb ("Erb") (Edward J. Gilhooly, Esq., appearing). Under the terms of this Consent Order and Final Judgment, the Bureau and Erb agree to resolve the entire case and controversy in this matter against Erb, with Erb neither admitting nor denying the allegations in the Complaint or Bureau Chief's factual findings. By entering this Consent Order and Final Judgment, the Honorable Harriet Farber Klein approves its terms, but does not adopt the Bureau Chief's factual findings.

FACTUAL FINDINGS

The Bureau Chief makes the following findings:

1. Erb has never been registered with the Bureau as an "agent," as defined by N.J.S.A. 49:3-49(b), of Charles D. Erb & Associates, Inc., Xpedite Systems, Inc., HTC, Inc., or Procedyne Corporation or in any other capacity.
2. Erb offered and sold the securities issued by Charles D. Erb & Associates, Inc., Xpedite Systems, Inc., HTC, Inc., and Procedyne Corporation to, from, or within New Jersey.
3. The securities issued by Charles D. Erb & Associates, Inc., Xpedite Systems, Inc., HTC, Inc., and Procedyne Corporation were not registered with the Bureau under N.J.S.A. 49:3-61 (registration of securities by qualification), N.J.S.A. 49:3-61.1 (registration of securities by coordination), or N.J.S.A. 49:3-61.2 (registration of securities by notification) and did not qualify for any of the registration exemptions under N.J.S.A. 49:3-50. Nor were such securities federal covered securities pursuant to N.J.S.A. 49:3-60.1.

4. By offering and selling the unregistered securities issued by Charles D. Erb & Associates, Inc., Xpedite Systems, Inc., HTC, Inc., and Procedyne Corporation to, from, or within New Jersey, Erb violated N.J.S.A. 49:3-60.

5. By offering and selling the securities issued by Charles D. Erb & Associates, Inc., Xpedite Systems, Inc., HTC, Inc., and Procedyne Corporation to, from, or within New Jersey without being registered as an "agent" of those entities, Erb violated N.J.S.A. 49:3-56(a).

IT IS ON THIS 24th DAY of FEBRUARY 2009 AGREED AND ORDERED THAT:

PERMANENT INJUNCTIVE RELIEF

6. Erb, individually and by or through any corporation, partnership, company, association, business formation of any type, partner, officer, attorney, stockholder, employee, agent, successor, or any person or entity directly or indirectly under Erb's control or working in concert with or on behalf of Erb, is hereby permanently enjoined and restrained from directly or indirectly violating the Securities Law in New Jersey and, specifically from engaging in the following conduct:

- a. offering for sale or selling, distributing, promoting, issuing, advising with regard to the purchase or sale of, advertising, soliciting, negotiating, advancing the sale of, and/or promoting securities in any manner to, from, or within the New Jersey;
 - i. nothing herein shall affect Erb's right to: (a) purchase and sell securities on his own behalf; (b) teach or lecture at colleges or universities in New Jersey for academic

purposes; or (c) serve on boards or committees of colleges or universities.

- b. offering or selling any securities in violation of N.J.S.A. 49:3-52(a), (b), (c);
- c. acting as an unregistered agent or broker-dealer in New Jersey in violation of N.J.S.A. 49:3-56(a);
- d. becoming a registered broker-dealer, or agent as defined in N.J.S.A. 49:3-49(b), investment adviser or investment adviser representative, or attempting to become a registered agent, broker-dealer, or investment adviser in New Jersey; and
- e. engaging in the conduct described in the complaint

FINAL JUDGMENT ON MONETARY SETTLEMENT

7. Final judgment upon settlement is hereby entered against Defendant Charles D. Erb in the amount of \$20,000.00, constituting:

- a. \$5,000.00 civil monetary penalty, which is assessed under N.J.S.A. 49:3-70.1 and shall be paid to the Bureau; and
- b. \$15,000.00 in restitution for the benefit of such alleged victim or victims designated by the Bureau Chief

8. Erb shall pay the \$20,000.00 through five certified bank checks or checks issued from the attorney trust account of Erb's counsel payable to the "State of New Jersey, Bureau of Securities" pursuant to the following schedule:

- a. \$12,000.00 paid with the execution of this agreement
- b. \$2,000.00 on February 28, 2009

- c. \$2,000.00 on March 30, 2009;
- d. \$2,000.00 on April 30, 2009; and
- e. \$2,000.00 on May 30, 2009.

9. Erb shall have defaulted under this Consent Order and Final Judgment if he fails to make any of the above payments in accordance with the above schedule.

GENERAL PROVISIONS

10. This Consent Order and Final judgment is immediately enforceable.

11. This Consent Order resolves any and all claims between the Bureau Chief and the defendants pertaining to the allegations in the Complaint.

12. This Court shall retain jurisdiction to enforce Erb's obligations under this Consent Order and Final Judgment.

13. In the event Erb is in default and/or violates this Consent Order and Final Judgment in any manner, including by engaging in the conduct prohibited by the permanent injunctive relief or failing to pay the civil monetary penalty under paragraph seven and eight, the Bureau may seek to enforce this Consent Order and Final Judgment in any manner permitted under the law, including under R. 4:59, R. 4:101, and R. 1:10-3.

14. The Bureau has complete discretion regarding when to distribute the restitution to any alleged victim designated above.

15. Erb's obligations under this Consent Order and Final Judgment to pay a civil monetary ~~penalty shall survive his death.~~

16. This Consent Order and Final Judgment shall be binding upon the parties and their successors. In no event shall assignment of any right, power, or authority under this Consent Order and Final Judgment avoid compliance with this Consent Order and Final Judgment.

17. New Jersey law governs this Consent Order and Final Judgment for purposes of interpretation and enforcement.

18. The signatories of this Consent Order and Final Judgment represent that they have authority to bind their respective party.

19. With the aid of their respective counsel, the Bureau and Erb have negotiated, jointly drafted, and carefully reviewed the terms of this Consent Order and Final Judgment and agree that any rules of construction or interpretation that construe ambiguities against the drafter are inapplicable to this Consent Order and Final Judgment.

20. This Consent Order and Final Judgment constitutes the entire agreement among the parties with respect to its subject matter. Any amendment, modification, deletion, or other change to this Consent Order and Final Judgment must be in writing, signed by all parties to be bound, and approved and signed by the Court.

21. If any portion of this Consent Order and Final Judgment is held invalid or unenforceable, the remaining terms and provisions shall remain in full force and effect.

22. As used in this Consent Order and Final Judgment, the plural shall include the singular and the singular shall include the plural. In addition, "or" and "and" shall be interpreted conjunctively.

23. 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.

24. Erb 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, New Jersey, or any of New Jersey's agencies or subdivisions.

25. This Consent Order and Final Judgment may be signed in counterparts, which shall each be deemed originals and together constitute the same Consent Order and Final Judgment.



Honorable Harriet Farber Klein

Consenting to the Form, Content,
And Entry of this Order

Edward J. Gilhooly, Esq.
Attorney for Charles D.
Erb

By: _____

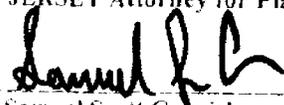
Edward J. Gilhooly, Esq.

Dated: ~~August~~ ²³ 2009

Consenting to the Form, Content,
And Entry of this Order

ANNE MILGRAM
ATTORNEY GENERAL OF NEW
JERSEY Attorney for Plaintiffs

By: _____

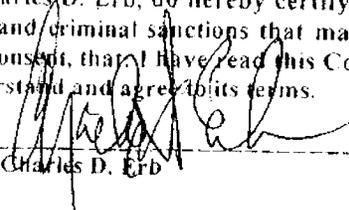

Samuel Scott Cornish
Deputy Attorney General

~~January~~ ^{Feb} 5, 2009

CONSENT OF CHARLES D. ERB

I, Charles D. Erb, do hereby certify, subject to penalties for false swearing and any other civil and criminal sanctions that may be imposed for making a willfully false statement in this consent, that I have read this Consent Judgment with the assistance of my counsel and understand and agree to its terms.

By: _____


Charles D. Erb

Dated: January 23, 2009