

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

GEOFFREY A. GISH; WESTON RUTLEDGE  
FINANCIAL SERVICES, INC.; ZAMINDARI  
CAPITAL, LLC; LEXINGTON INTERNATIONAL  
FUND, LLC a/k/a LEXINGTON INTERNATIONAL  
FUND, INC.; AND OXFORD ADAMS CAPITAL, LLC,

Defendants.

**Civil Action No.  
1-06-CV-1171-CC**

**ORDER GRANTING PRELIMINARY INJUNCTION,  
AND ORDERING OTHER ANCILLARY RELIEF**

The Plaintiff, Securities and Exchange Commission (“Commission”), having filed a Complaint and Defendants Geoffrey A. Gish; Weston Rutledge Financial Services, Inc.; Zamindari Capital, LLC; Lexington International Fund, LLC a/k/a Lexington International Fund, Inc.; and Oxford Adams Capital, LLC (collectively “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 Order Granting Preliminary Injunction and Ordering Other Ancillary Relief (“Order”) without admitting or denying the allegations of the Complaint (except as to

jurisdiction); waived findings of fact and conclusions of law with respect to this Order; and waived any right to appeal from this Order :

I.

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that Defendants and their agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order, by personal service or otherwise, and each of them, until further order of this Court, be and hereby are preliminarily enjoined and restrained from violating, directly or indirectly; Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], by, through the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

1. employing any device, scheme or artifice to defraud;
2. obtaining money or property by means of any untrue statement of a material fact or any omission 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
3. engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser, in the offer or sale of any security.

II.

IT IS FURTHER ORDERED that Defendants, and their agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are, until further order of this court, preliminarily enjoined and restrained from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], by, through the use of any means or instrumentality of interstate commerce or of the mails or of any facility of any national securities exchange:

1. employing any device, scheme or artifice to defraud;
2. making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
3. engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person, in connection with the purchase or sale of any security.

III.

**IT IS FURTHER ORDERED** that defendants and their agents, servants, employees, attorneys and those persons in active concert or participation with them, be, and they hereby are, restrained from, directly or indirectly,

(a) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities, through the use or medium of a prospectus or otherwise;

(b) carrying securities or causing such securities to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale; and

(c) making use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy securities, through the use or medium of any prospectus or otherwise, without a registration statement having been filed with the Commission as to such securities, in violation of Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

IV.

**IT IS FURTHER ORDERED** that Defendant Geoffrey A. Gish and his agents, servants, employees, attorneys and those persons in active concert or participation with

them, who receive actual notice of this Order, by personal service, facsimile or otherwise, and each of them, be and hereby are, preliminarily enjoined and restrained from violating or aiding and abetting violations of Section 206(1) and (2) of the Investment Advisers Act of 1940 (“Advisers Act”) [15 U.S.C. 80b-6(1) and (2)], by, directly or indirectly, making use of means and instruments of transportation and communication in interstate commerce and of the mails:

(1) to employ any device, scheme, or artifice to defraud any client or prospective client; or

(2) to engage in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client.

V.

**IT IS FURTHER ORDERED** that Paragraph II of this Court’s May 17, 2006 Order to Show Cause, Temporary Restraining Order, regarding Expedited Discovery is hereby superseded and all deposition discovery is stayed for a period of thirty (30) days. All other written and document discovery may proceed without delay under the standard governing Federal Rules of Civil Procedure and Local Rules for the Northern District of Georgia. Upon expiration of the thirty (30) day period the Parties will continue with all methods of discovery pursuant to the requirements of the standard governing Federal Rules of Civil Procedure and Local Rules for the Northern District of Georgia.

Nevertheless, if a motion is filed to lift the asset freeze, the parties are not restricted from conducting depositions and other discovery in order to respond to any such motion.

VI.

**IT IS FURTHER ORDERED** that Paragraphs VIII through XVIII and XX through XXVIII of this Court's May 17, 2006 Order to Show Cause, Temporary Restraining Order, Order Appointing Receiver Order Freezing Assets, Order Prohibiting Destruction of Documents and Order Expediting Discovery shall remain in effect, and are incorporated by reference as if fully set forth in this Order.

IX.

**IT IS FURTHER ORDERED** that upon entry of this Order, Defendant Geoffrey A. Gish's bank account held at Colonial Bank bearing account number 8045445247 shall be unfrozen to the extent that Mr. Gish shall be permitted to withdraw four thousand dollars (\$4,000.00) for living expenses from that account. The Parties and the Court acknowledge that acceptance of this four thousand dollars in no way shall be deemed a consent to or acquiescence in the Receiver's determination of the adequacy or reasonableness of such a payment for living expenses. Moreover, the Parties and the Court acknowledge that Defendant Geoffrey A. Gish has not waived any of his rights to bring a subsequent motion before the Court for increased living expense payments and/or the unfreezing of personal assets. Nothing herein or by way of this Order or

corresponding consent will be deemed a waiver of Defendant Geoffrey A. Gish's rights to raise such claims. Nothing in this Order, including the Commission's and Receiver's consent to the two interim \$4,000.00 payments, shall prejudice the Commission's or the Receiver's right to oppose any additional release of funds from the freeze.

X.

**IT IS FURTHER ORDERED** that within thirty days (30) from the date that the first withdrawal of four thousand dollars \$4,000 is received by Mr. Gish, Defendant Geoffrey A. Gish's brokerage account held at GunnAllen brokerage firm bearing account number OCK-074627 shall be unfrozen to the extent that Mr. Gish shall be permitted to withdraw four thousand dollars (\$4,000.00) for living expenses from that account, unless the Court has ruled otherwise. The Parties and the Court acknowledge that acceptance of these two four thousand dollars withdrawal payments in no way shall be deemed a consent to or acquiescence in the Receiver's determination of the adequacy or reasonableness of such payments for living expenses. Moreover, the Parties and the Court acknowledge that Defendant Geoffrey A. Gish has not waived any of his rights to bring a subsequent motion before the Court for increased living expense payments and/or the unfreezing of personal assets. Nothing herein or by way of this Order or corresponding consent will be deemed a waiver of Defendant Geoffrey A. Gish's rights to raise such claims.

XI.

All powers conferred on the Receiver in this Order may be exercised without further order of Court unless specifically provided to the contrary in this Order or unless otherwise (notwithstanding this order) required by law.

XII.

The Receiver's retention of Powell Goldstein LLP as his counsel in this matter is hereby approved.

XIII.

The Receiver and persons employed by him shall be entitled to indemnification for judgments, settlements and reasonable cost of defense (including reasonable attorney's fees) of any claims against the Receiver or Persons employed by him, unless and except to the extent that there is a final adjudication of gross negligence or intentional wrongdoing.

XIV.

Upon motion of the Commission, the Court shall determine whether it is appropriate to order disgorgement of ill-gotten gains and/or 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)] against Defendants and, if so, the amount(s) of the disgorgement and/or civil penalty. If disgorgement is ordered, Defendants shall pay prejudgment interest thereon, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). Defendants expressly reserve their rights to oppose such motions made by the Commission and nothing herein shall be deemed as waiver of defenses, consent or acquiescence to such claims at this stage or otherwise effect or prejudice Defendants' rights to defend against such claims.

XV.

**IT IS FURTHER ORDERED** that this Court shall retain jurisdiction of this matter for all purposes.

Dated: \_\_\_\_\_, 2006

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UNITED STATES DISTRICT JUDGE