

Wealth Pools, by the Consent of Defendants Wealth Pools International, Inc. and Recruit for Wealth, Inc. for Injunctive and Other Relief (“Consent”), through their Court-appointed Receiver Denise D. Dell-Powell, Esq., and without admitting or denying any of the allegations in the Commission’s Complaint, except it is admitting the allegation as to jurisdiction of this Court over it and over the subject matter of this action, has agreed to the entry of this Final Judgment of Permanent Injunction and Other Relief Against Defendant Wealth Pools International, Inc. (“Final Judgment”). This Court having accepted such Consent and having jurisdiction over Wealth Pools and the subject matter hereof, and the Court being fully advised in the premises:

I.

SECTION 10(b) OF THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER

IT IS HEREBY ORDERED AND ADJUDGED that Defendant Wealth Pools International, Inc., its officers, agents, servants, employees, representatives, and all persons in active concert or participation with it, and each of them, directly or indirectly, who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from, knowingly, willfully, or recklessly, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme or artifice to defraud;
- (b) making any untrue statements of material fact or omitting 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) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5 thereunder.

II.

SECTION 17(a) OF THE SECURITIES ACT

IT IS HEREBY FURTHER ORDERED AND ADJUDGED that Defendant Wealth Pools International, Inc., its officers, agents, servants, employees, representatives, and all persons in active concert or participation with it, and each of them, directly or indirectly, who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, singly or in concert, as aiders and abettors or otherwise, 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:

- (a) knowingly employing any device, scheme or artifice to defraud;
- (b) obtaining money or property by means of any untrue statement of material fact or omission to state any material fact necessary in order to make the statement made, in light of the circumstances under which it was made, not misleading; or
- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon purchasers or prospective purchasers of any such security.

in violation of Sections 17(a)(1), 17(a)(2) and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(2) and 77q(a)(3).

III.

SECTION 5(a) and (c) OF THE SECURITIES ACT

IT IS ORDERED AND ADJUDGED that Defendant Wealth Pools International, Inc., its officers, agents, servants, employees, attorneys, and all persons in active concert or participation with it, and each of them, who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5

of the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
- (c) Making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

IV.

DISGORGEMENT

IT IS FURTHER ORDERED AND ADJUDGED that the Commission's claim seeking disgorgement against Defendant Wealth Pools International, Inc. is hereby dismissed with prejudice.

V.

CIVIL PENALTY

IT IS FURTHER ORDERED AND ADJUDGED that the Commission's claim seeking a civil penalty against Defendant Wealth Pools International, Inc. is hereby dismissed with prejudice.

VI.

INCORPORATION OF CONSENT

IT IS HEREBY FURTHER ORDERED AND ADJUDGED that Defendant Wealth Pools International, Inc. shall comply with the provisions of the Consent, and that such Consent is incorporated herein by reference as if fully set forth herein.

VII.

RETENTION OF JURISDICTION

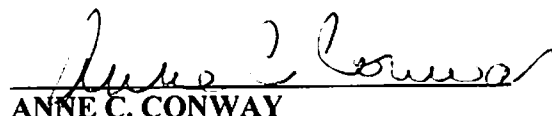
IT IS HEREBY FURTHER ORDERED AND ADJUDGED that this Court shall retain jurisdiction over this matter and Defendant Wealth Pools in order to implement and carry out the terms of all Orders and Decrees that have been entered, to entertain any suitable application or motion for additional relief within the jurisdiction of this Court, and to enter any other relief that this Court deems appropriate under the circumstances. All prior orders of this Court remain in full force and effect, except the asset freeze against Wealth Pools is hereby lifted.

VIII.

RULE 54(b) CERTIFICATION

IT IS HEREBY FURTHER ORDERED AND ADJUDGED that 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 Final Judgment forthwith and without further notice. The Court Appointed Receiver Denise D. Dell-Powell shall continue to fulfill her obligations and responsibilities under the Order Appointing Receiver. [DE 12].

DONE AND ORDERED on this 14th day of Sept, 2009, at Orlando, Florida.


ANNE C. CONWAY
UNITED STATES DISTRICT JUDGE

Copies to all counsel and parties of record.