

03-80612

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Case No.

CIV-2LOCH

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MICHAEL LAUER,
LANCER MANAGEMENT GROUP, LLC, and
LANCER MANAGEMENT GROUP II, LLC,

Defendants,

and

LANCER OFFSHORE, INC.,
LANCER PARTNERS, LP,
OMNIFUND, LTD.,
LSPV, INC., and
LSPV, LLC,

Relief Defendants.

FILED BY
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CLARENCE NADDOX
U.S. DIST. CT.
SOUTHERN DISTRICT OF FLA. - MIA
MAGISTRATE JUDGE
SNOW

**CERTIFICATE PURSUANT TO RULE 65(b) OF THE
FEDERAL RULES OF CIVIL PROCEDURE**

This certificate is made pursuant to Rule 65 of the Federal Rules of Civil Procedure and in support of the Emergency Motion and Memorandum of Law by Plaintiff Securities and Exchange Commission ("SEC" or "Commission") for an ex parte Temporary Restraining Order and Other Relief (the "TRO Motion"). The purpose of this certificate is to advise the Court that no notice has been given to Defendants Michael Lauer, Lancer Management Group, LLC and Lancer Management Group II, LLC (collectively "Defendants") and Relief Defendants Lancer Offshore,

Inc., Lancer Partners, LP, OmniFund, Ltd., LSPV, Inc. and LSPV, LLC (collectively "Relief Defendants") and to explain why notice should not be required.

This certification is based upon the specific facts contained in the Complaint, declarations and other documents presented to this Court as exhibits to the TRO Motion, which show:

1. Defendants knowingly and/or recklessly have violated and, unless enjoined, will continue to violate the anti-fraud provisions of the federal securities laws in a scheme to defraud investors by artificially inflating Lancer Offshore, Inc., Lancer Partners, LP, and OmniFund, Ltd.'s (collectively "Funds") net asset values ("NAVs") and returns.

2. Defendants raised hundreds of millions of dollars from investors and used investors' funds to manipulate securities markets by "Marking the Close" (purchasing shares of the Funds' largest positions near the end of the trading day on the last days of each month).

3. Defendants used the artificially inflated values derived from "Marking the Close" and overstated valuation opinions to materially overstate the Funds' NAVs and returns.

4. Defendants then used the overstated NAVs and returns to earn fees which would not have otherwise been realized.

5. Defendants made material misrepresentations and omissions to investors regarding the Funds' performances, holdings and management backgrounds.

6. Relief Defendants are companies controlled and dominated by Lauer and have received hundreds of millions of dollars in investors' funds.

As a result of the scheme, immediate and irreparable injury and loss may occur before Defendants or their attorneys can be heard in opposition to the TRO Motion. The Commission has grave concerns that if Defendants and Relief Defendant are given notice of this action, they will attempt to divert and dissipate investors' funds to the detriment of investors that should be

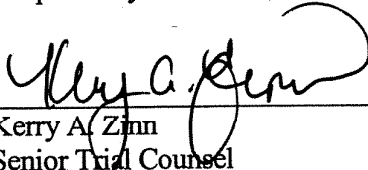
preserved for disgorgement and prejudgment interest for payment to investors who have lost hundreds of millions of dollars due to Defendants' enormous fraud.

For the foregoing reasons, the Commission respectfully requests that this Court grant the Commission's TRO Motion, and enter the proposed Order without requiring the Commission to provide prior notice to Defendants and the Relief Defendants.

Respectfully submitted,

July 8, 2003

By:


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