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8 **UNITED STATES DISTRICT COURT**
9 **FOR THE CENTRAL DISTRICT OF CALIFORNIA**
10 **WESTERN DIVISION**
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12 SECURITIES AND EXCHANGE COMMISSION,
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14 Plaintiff,

15 vs.

C.A. No. 06-2247 (CAS) (VBKx)

16 RAMY Y. EL-BATRAWI, et al.,
17

Defendants.
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19 **FINAL JUDGMENT AS TO DEFENDANT RAMY Y. EL-BATRAWI**

20 The Securities and Exchange Commission (“Commission”) having filed a
21 Complaint and Defendant Ramy Y. El-Batrawi (“El-Batrawi”) having entered a
22 general appearance; consented to the Court’s jurisdiction over El-Batrawi and the
23 subject matter of this action; consented to entry of this Final Judgment without
24 admitting or denying the allegations of the Complaint (except as to jurisdiction);
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1 waived findings of fact and conclusions of law; and waived any right to appeal
2 from this Final Judgment:

3 I.

4 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that El-
5 Batrawi and his agents, servants, employees, attorneys, and all persons in active
6 concert or participation with them who receive actual notice of this Final Judgment
7 by personal service or otherwise are permanently restrained and enjoined from
8 violating Section 17(a) of the Securities Act of 1933 (the “Securities Act”) [15
9 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or
10 instruments of transportation or communication in interstate commerce or by use
11 of the mails, directly or indirectly:

- 12 (a) to employ any device, scheme, or artifice to defraud;
- 13 (b) to obtain money or property by means of any untrue statement of a
14 material fact or any omission of a material fact necessary in order to
15 make the statements made, in light of the circumstances under which
16 they were made, not misleading; or
- 17 (c) to engage in any transaction, practice, or course of business which
18 operates or would operate as a fraud or deceit upon the purchaser.

19 II.

20 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
21 that El-Batrawi and his agents, servants, employees, attorneys, and all persons in
22 active concert or participation with them who receive actual notice of this Final
23 Judgment by personal service or otherwise are permanently restrained and enjoined
24 from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act
25 of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated

1 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
2 interstate commerce, or of the mails, or of any facility of any national securities
3 exchange, in connection with the purchase or sale of any security:

- 4 (a) to employ any device, scheme, or artifice to defraud;
- 5 (b) to make any untrue statement of a material fact or to omit to state a
6 material fact necessary in order to make the statements made, in the
7 light of the circumstances under which they were made, not
8 misleading; or
- 9 (c) to engage in any act, practice, or course of business which operates or
10 would operate as a fraud or deceit upon any person.

11 III.

12 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
13 that El-Batravi and his agents, servants, employees, and all persons in active
14 concert or participation with them who receive actual notice of this Final Judgment
15 by personal service or otherwise are permanently restrained and enjoined from
16 violating, directly or indirectly, Section 13(b)(5) of the Exchange Act [15 U.S.C. §
17 78m(b)(5)], by knowingly circumventing or knowingly failing to implement a
18 system of internal accounting controls or knowingly falsifying any book, record, or
19 account described in Section 13(b)(2) of the Exchange Act [15 U.S.C. §
20 78m(b)(2)].

21 IV.

1 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
 2 that El-Batrawi and his agents, servants, employees, and all persons in active
 3 concert or participation with them who receive actual notice of this Final Judgment
 4 by personal service or otherwise are permanently restrained and enjoined from
 5 violating, directly or indirectly, Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-
 6 1], by falsifying or causing to be falsified any book, record, or account subject to
 7 section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)].

8 V.

9 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
 10 that El-Batrawi and his agents, servants, employees, and all persons in active
 11 concert or participation with them who receive actual notice of this Final Judgment
 12 by personal service or otherwise are permanently restrained and enjoined from
 13 violating, directly or indirectly, or aiding and abetting violations of Exchange Act
 14 Rule 13b2-2 [17 C.F.R. § 240.13b2-2] by, while in the position of a director or
 15 officer of an issuer, directly or indirectly making or causing to be made a
 16 materially false or misleading statement or a material omission to an accountant in
 17 connection with (1) any audit, review or examination of the financial statements of
 18 the issuer required to be made pursuant to the securities laws, or (2) the preparation
 19 or filing of any document or report required to be filed with the Securities and
 20 Exchange Commission.

21 VI.

22 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
 23 that El-Batrawi and his agents, servants, employees, and all persons in active
 24 concert or participation with them who receive actual notice of this Final Judgment
 25 by personal service or otherwise are permanently restrained and enjoined from

1 aiding and abetting any violation of Section 13(a) of the Securities Exchange Act
2 of 1934 (“Exchange Act”) [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1, and 13a-
3 13 [17 C.F.R. §§ 240.12b-20, 240.13a-1, and 240.13a-13] thereunder by
4 knowingly providing substantial assistance to an issuer that files materially false or
5 misleading statements with the Commission in information or documents required
6 to be filed with the Commission pursuant to Section 12 of the Exchange Act.

7 VII.

8 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
9 that El-Batrawi and his agents, servants, employees, and all persons in active
10 concert or participation with them who receive actual notice of this Final Judgment
11 by personal service or otherwise, are permanently restrained and enjoined from
12 aiding and abetting violations of Section 13(b)(2)(A) of the Exchange Act [15
13 U.S.C. §§ 78m(b)(2)(A)] by knowingly providing substantial assistance to an
14 issuer in making or keeping books, records, and accounts which, in reasonable
15 detail, accurately and fairly reflect the transactions and disposition of the assets of
16 the issuer.

17 VIII.

18 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
19 that that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)]
20 and/or Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)], El-Batrawi is
21 prohibited, for five years following the date of entry of this Final Judgment, from
22 acting as an officer or director of any issuer that has a class of securities registered
23 pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to
24 file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

25 IX.

1 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
2 that the Consent is incorporated herein with the same force and effect as if fully set
3 forth herein, and that El-Batrawi shall comply with all of the undertakings and
4 agreements set forth therein.

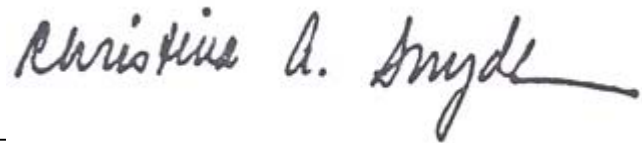
5 X.

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
7 that this Court shall retain jurisdiction of this matter for the purposes of enforcing
8 the terms of this Final Judgment.

9 XI.

10 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
11 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment
12 forthwith and without further notice.

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14 Dated: April 1, 2010



15 —
16 Honorable Christina A. Snyder
17 UNITED STATES DISTRICT JUDGE
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