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CASE CLOSED

11 **UNITED STATES DISTRICT COURT**
 12 **CENTRAL DISTRICT OF CALIFORNIA**

14 **SECURITIES AND EXCHANGE**
COMMISSION,

Plaintiff,

vs.

18 **GORDON A. DRIVER and AXCESS**
 19 **AUTOMATION, LLC,**

Defendants.

Case No.: CV 09-3410 ODW (RZx)
 (The Hon. Otis D. Wright II)

FINAL JUDGMENT AGAINST
GORDON A. DRIVER

1 Plaintiff Securities and Exchange Commission (“Commission”) having filed a
2 Complaint and Defendant Gordon A. Driver (“Driver”) having entered a general
3 appearance; consented to the Court’s jurisdiction over him and the subject matter of
4 this action; consented to entry of this Judgment without admitting or denying the
5 allegations of the Complaint (except as to jurisdiction); having waived findings of fact
6 and conclusions of law; and having consented to the determination of disgorgement
7 with prejudice interest and civil penalties by motion; and the Commission’s
8 Motion for Entry of Final Judgment Imposing Disgorgement, Prejudgment Interest,
9 and a Civil Penalty Against Driver having come before the Court:

10 **I.**

11 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Driver and
12 his agents, servants, employees, attorneys, and all persons in active concert or
13 participation with them who receive actual notice of this Judgment by personal service
14 or otherwise are permanently restrained and enjoined from violating, directly or
15 indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange
16 Act”), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder, 17 C.F.R. §
17 240.10b-5, by using any means or instrumentality of interstate commerce, or of the
18 mails, or of any facility of any national securities exchange, in connection with the
19 purchase or sale of any security:

20 (a) to employ any device, scheme, or artifice to defraud;

21 (b) to make any untrue statement of a material fact or to omit to state a
22 material fact necessary in order to make the statements made, in the light of the
23 circumstances under which they were made, not misleading; or

24 (c) to engage in any act, practice, or course of business which operates or
25 would operate as a fraud or deceit upon any person.

1 **II.**

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

9 (a) to employ any device, scheme, or artifice to defraud;

10 (b) to obtain money or property by means of any untrue statement of a
11 material fact or any omission of a material fact necessary in order to make the
12 statements made, in light of the circumstances under which they were made, not
13 misleading; or

14 (c) to engage in any transaction, practice, or course of business which
15 operates or would operate as a fraud or deceit upon the purchaser.

16 **III.**

17 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
18 Driver and his agents, servants, employees, attorneys, and all persons in active concert
19 or participation with them who receive actual notice of this Final Judgment by
20 personal service or otherwise are permanently restrained and enjoined from violating
21 Section 5 of the Securities Act, 15 U.S.C. § 77e, by, directly or indirectly, in the
22 absence of any applicable exemption:

23 (a) Unless a registration statement is in effect as to a security, making use of
24 any means or instruments of transportation or communication in interstate commerce
25 or of the mails to sell such security through the use or medium of any prospectus or
26 otherwise;

27 (b) Unless a registration statement is in effect as to a security, carrying or
28 causing to be carried through the mails or in interstate commerce, by any means or

1 instruments of transportation, any such security for the purpose of sale or for delivery
2 after sale; or

3 (c) Making use of any means or instruments of transportation or
4 communication in interstate commerce or of the mails to offer to sell or offer to buy
5 through the use or medium of any prospectus or otherwise any security, unless a
6 registration statement has been filed with the Commission as to such security, or while
7 the registration statement is the subject of a refusal order or stop order or (prior to the
8 effective date of the registration statement) any public proceeding or examination
9 under Section 8 of the Securities Act, 15 U.S.C. § 77h.

10 **IV.**

11 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Driver and
12 his agents, servants, employees, attorneys, and all persons in active concert or
13 participation with any of them who receive actual notice of this Judgment by personal
14 service or otherwise are permanently restrained and enjoined from violating, directly
15 or indirectly, Section 15(a) of the Exchange Act, 15 U.S.C. § 78o(a), by making use of
16 the mails or any means or instrumentality of interstate commerce to effect any
17 transaction in, or to induce or attempt to induce the purchase or sale of, any security,
18 without being registered as a broker or dealer in accordance with Section 15(b) of the
19 Exchange Act, 15 U.S.C. § 78o(a).

20 **V.**

21 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Driver is
22 liable for disgorgement of \$13,710,147.00, representing profits gained as a result of
23 the conduct alleged in the Complaint, together with prejudgment interest thereon in
24 the amount of \$3,399,414.81, for a total of \$17,109,561.81. Defendant shall satisfy
25 this obligation by paying \$17,109,561.81 to the Securities and Exchange Commission
26 within 14 days [*or* pursuant to the terms of the payment schedule set forth in
27 paragraph XI below] after entry of this Final Judgment.

1 Defendant may transmit payment electronically to the Commission, which will
2 provide detailed ACH transfer/Fedwire instructions upon request. Payment may also
3 be made directly from a bank account via Pay.gov through the SEC website at
4 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified
5 check, bank cashier's check, or United States postal money order payable to the
6 Securities and Exchange Commission, which shall be delivered or mailed to

7 Enterprise Services Center
8 Accounts Receivable Branch
9 6500 South MacArthur Boulevard
10 Oklahoma City, OK 73169

11 and shall be accompanied by a letter identifying the case title, civil action number,
12 and name of this Court; Gordon A. Driver as a defendant in this action; and specifying
13 that payment is made pursuant to this Final Judgment.

14 Defendant shall simultaneously transmit photocopies of evidence of payment
15 and case identifying information to the Commission's counsel in this action. By
16 making this payment, Defendant relinquishes all legal and equitable right, title, and
17 interest in such funds and no part of the funds shall be returned to Defendant. The
18 Commission shall send the funds paid pursuant to this Final Judgment to the United
19 States Treasury.

20 Defendant shall pay post judgment interest on any delinquent amounts pursuant
21 to 28 U.S.C. § 1961.

22 VI.

23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Driver shall
24 pay a civil penalty in the amount of \$13,710,147.00 pursuant to Section 20(d) of the
25 Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15
26 U.S.C. § 78u(d)(3). Defendant shall make this payment within 14 days after entry of
27 this Final Judgment.

1 Defendant may transmit payment electronically to the Commission, which will
2 provide detailed ACH transfer/Fedwire instructions upon request. Payment may also
3 be made directly from a bank account via Pay.gov through the SEC website at
4 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified
5 check, bank cashier's check, or United States postal money order payable to the
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14 and case identifying information to the Commission's counsel in this action. By
15 making this payment, Defendant relinquishes all legal and equitable right, title, and
16 interest in such funds and no part of the funds shall be returned to Defendant. The
17 Commission shall send the funds paid pursuant to this Final Judgment to the United
18 States Treasury. Defendant shall pay post-judgment interest on any delinquent
19 amounts pursuant to 28 USC § 1961.

20 **VII.**

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
22 previously filed Consent is incorporated herein with the same force and effect as if
23 fully set forth herein, and that Driver shall comply with all of the undertakings and
24 agreements set forth therein.

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VIII.

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



Dated: _September 23, 2014

**HONORABLE OTIS D. WRIGHT
UNITED STATES DISTRICT JUDGE**

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