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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

LADP ACQUISITION, INC.;
WILLIAM A. GOLDSTEIN and
MARC E. BERCOON,

Defendants.

Case No. CV 10-6835 RGK (JCGx)

**ORDER GRANTING MOTION
BY PLAINTIFF SECURITIES
AND EXCHANGE COMMISSION
FOR SUMMARY JUDGMENT
AND FINAL JUDGMENT AS TO
DEFENDANTS LADP
ACQUISITION, INC.; WILLIAM
A. GOLDSTEIN AND MARC E.
BERCOON**

1 This matter having come before the Court on Plaintiff Securities and
2 Exchange Commission's Motion For Summary Judgment As To Disgorgement
3 And Civil Penalties Against Defendants LADP Acquisition, Inc., William A.
4 Goldstein, And Marc E. Bercoon; the Defendants previously having admitted the
5 Court's jurisdiction over each of them and over the subject matter of this action
6 and consented to the entry of a Judgment Of Permanent Injunction And Other
7 Relief as to each of them, which Judgments were entered as to each of the
8 Defendants (Docket Nos. 52-54); and the Court having considered the motion by
9 the Securities and Exchange Commission ("Commission"), and all papers and
10 arguments submitted regarding that motion:

11 **I.**

12 IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the
13 Commission's Motion For Summary Judgment As To Disgorgement And Penalties
14 Against Defendants LADP Acquisition, Inc., William A. Goldstein, And Marc E.
15 Bercoon is GRANTED.

16 **II.**

17 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that
18 Defendants and Defendants' officers, agents, servants, employees, attorneys-in-
19 fact, and all persons in active concert or participation with them who receive actual
20 notice of this Final Judgment by personal service or otherwise are permanently
21 restrained and enjoined from violating, directly or indirectly, Section 10(b) of the
22 Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. § 78j(b), and
23 Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5, by using any means or
24 instrumentality of interstate commerce, or of the mails, or of any facility of any
25 national securities exchange, in connection with the purchase or sale of any
26 security:

- 27 (a) to employ any device, scheme, or artifice to defraud;
28 (b) to make any untrue statement of a material fact or to omit to state a

1 material fact necessary in order to make the statements made, in the
2 light of the circumstances under which they were made, not
3 misleading; or

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

6 **III.**

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

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

22 **IV.**

23 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that
24 Defendants and Defendants’ officers, agents, servants, employees, attorneys-in-
25 fact, and all persons in active concert or participation with them who receive actual
26 notice of this Final Judgment by personal service or otherwise are permanently
27 restrained and enjoined from violating Section 5 of the Securities Act, 15 U.S.C.
28 § 77e, by, directly or indirectly, in the absence of any applicable exemption:

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

17 **V.**

18 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that
19 Defendants are jointly and severally liable for disgorgement of \$3,192,735, which
20 represents profits gained in connection with the Defendants' offering of securities
21 as alleged in the Complaint, and prejudgment interest thereon of \$267,477.61, for a
22 total of \$3,460,212.61. Defendants shall satisfy this obligation by paying
23 \$3,460,212.61 within 14 days after entry of this Final Judgment by certified check,
24 bank cashier's check, or United States postal money order payable to the Clerk of
25 this Court, together with a cover letter identifying the Defendant as a defendant in
26 this action; setting forth the title and civil action number of this action and the
27 name of this Court; and specifying that payment is made pursuant to this Final
28 Judgment. Defendant shall simultaneously transmit photocopies of such payment

1 and letter to the Commission’s counsel in this action. By making payments
2 pursuant to this Final Judgment, the Defendants relinquish all legal and equitable
3 right, title, and interest in such funds, and no part of the funds shall be returned to
4 the Defendants. Pursuant to Local Rule 67-1, the Clerk shall deposit the funds into
5 an interest bearing account. These funds, together with any funds paid by any
6 financial institution or brokerage firm pursuant to paragraph VI of this Final
7 Judgment in partial satisfaction of this Final Judgment, and any interest and
8 income earned thereon (collectively, the “Fund”), shall be held in the interest
9 bearing account until further order of the Court. In accordance with Local Rule
10 67-2, the Clerk is authorized and directed, without further order of this Court, to
11 deduct from the income earned on the money in the Fund a fee not to exceed the
12 amount prescribed by the Judicial Conference of the United States. The
13 Commission may propose a plan to distribute the Fund subject to the Court’s
14 approval. Defendants shall pay post-judgment interest on any delinquent amounts
15 pursuant to 28 U.S.C. § 1961.

16 **VI.**

17 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, except
18 as otherwise ordered by this Court, the previously ordered freeze placed on all
19 monies and assets (with an allowance for necessary and reasonable living expenses
20 to be granted only upon good cause shown by application to the Court with notice
21 to and an opportunity for the Commission to be heard) in all accounts at any bank,
22 financial institution or brokerage firm, all certificates of deposit, and other funds or
23 assets, held in the name of, for the benefit of, and/or over which account authority
24 is held by any of the Defendants or any entity affiliated with any of the
25 Defendants, remains in full force and effect, except to the extent that all funds and
26 assets held in any such accounts shall be disgorged by the financial institution or
27 brokerage firm holding the account in partial satisfaction of this Final Judgment,
28 such accounts including but not limited to, the accounts set forth below:

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Institution	Account name/signatories	Account number
Alpha Bank and Trust	Marc E. Bercoon	Account number unknown
Bank of North Georgia	JCN Holdings, Inc.	00100001767
Bank of North Georgia	William A. Goldstein C. John Dean	100019090
Mesirow Financial	Marc E. Bercoon	Account number unknown
Mesirow Financial	Marc E. Bercoon IRA	88016593
RBC Wealth Management (fka RBC Dain, fka Reliance Securities LLC)	Marc E. Bercoon	820-03610
RBC Wealth Management (fka RBC Dain, fka Reliance Securities LLC)	Marc E. Bercoon	832-00867
RBC Wealth Management (fka RBC Dain, fka Reliance Securities LLC)	WAG Holdings LLC	832-00814
RBC Wealth Management (fka RBC Dain, fka Reliance Securities LLC)	William A. Goldstein	820-03936
RBC Wealth Management (fka RBC Dain, fka Reliance Securities LLC)	William A. Goldstein	815-01513
RBC Wealth Management (fka RBC Dain, fka Reliance Securities LLC)	William A. Goldstein	832-00323
RBC Wealth Management (fka RBC Dain, fka Reliance Securities LLC)	William A. Goldstein	832-00322
Suntrust Bank	Find.com Acquisition Inc.	1000096485494
Suntrust Bank	Marc E. Bercoon Rhonda Bercoon	8815069235

Institution	Account name/signatories	Account number
Suntrust Bank	Marc E. Bercoon	0008815069243
Suntrust Bank	NPORTA Inc.	0008801042733
TD Ameritrade	Marc E. Bercoon	Account number unknown
Wells Fargo Bank NA (fka Wachovia Bank)	Find.com Acquisition Inc.	20000043566570
Wells Fargo Bank NA (fka Wachovia Bank)	HMRZ Consulting	2000032231382
Wells Fargo Bank NA (fka Wachovia Bank)	IBAR Management Group	2000042167912
Wells Fargo Bank NA (fka Wachovia Bank)	LADP Acquisition Inc.	2000043566936
Wells Fargo Bank NA (fka Wachovia Bank)	LADP Acquisition Inc.	2000044678506
Wells Fargo Bank NA (fka Wachovia Bank)	LADP LLC	2000043566172
Wells Fargo Bank NA (fka Wachovia Bank)	LADP LLC	2000057392536
Wells Fargo Bank NA (fka Wachovia Bank)	Marc E. Bercoon	1010287139149
Wells Fargo Bank NA (fka Wachovia Bank)	Marc E. Bercoon William A. Goldstein	1100005945328
Wells Fargo Bank NA (fka Wachovia Bank)	Marc E. Bercoon	3000209898489
Wells Fargo Bank NA (fka Wachovia Bank)	Marc E. Bercoon	4737023988168328
Wells Fargo Bank NA (fka Wachovia Bank)	RA Rothman William A. Goldstein	1010258391709
Wells Fargo Bank NA (fka Wachovia Bank)	SEO Holdings LLC	2000043566392
Wells Fargo Bank NA (fka Wachovia Bank)	SEO Holdings LLC	4828802619087019
Wells Fargo Bank NA (fka Wachovia Bank)	SEO Holdings LLC	4828803051909017

Institution	Account name/signatories	Account number
Wells Fargo Bank NA (fka Wachovia Bank)	Willfind LLC	20000042167705
Wells Fargo Bank NA (fka Wachovia Bank)	William A. Goldstein Ray Alyssa Rothman	3000218306593

The financial institutions and/or brokerage firms shall comply with this Final Judgment by paying any funds held, and by liquidating any securities held and paying all proceeds from such liquidation, within 14 days after notice of entry of this Final Judgment, by certified check, bank cashier's check, or United States postal money order payable to the Clerk of the Court, together with a cover letter identifying the account number from which the funds are being paid and the account name(s); setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. The financial institution and/or brokerage firm shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. As set forth in paragraph V of this Final Judgment, any payments made pursuant to this paragraph shall be included in the Fund, and held in an interest bearing account until further order of the Court. Notice of entry of this Final Judgment may be effected by the Commission causing delivery of a copy of the Final Judgment to the financial institution or brokerage firm by United States mail, overnight delivery service, email, telefacsimile or hand delivery.

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Goldstein shall pay a third tier civil penalty in the amount of \$150,000 and Defendant Bercoon shall pay a third tier civil penalty in the amount of \$150,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). Defendants Goldstein and Bercoon shall each make their required payment within 14 days

1 after entry of this Final Judgment by certified check, bank cashier's check, or
2 United States postal money order payable to the Securities and Exchange
3 Commission. The payment shall be delivered or mailed to the Office of Financial
4 Management, Securities and Exchange Commission, Operations Center, 6432
5 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be
6 accompanied by a letter identifying the respective defendant making the payment
7 and identifying him as a defendant in this action; setting forth the title and civil
8 action number of this action and the name of this Court; and specifying that
9 payment is made pursuant to this Final Judgment. A copy of the letter and
10 payment shall be simultaneously served on counsel for the Commission in this
11 action. Defendants shall pay post-judgment interest on any delinquent amounts
12 pursuant to 28 U.S.C. § 1961. The Commission shall remit the funds paid pursuant
13 to this paragraph to the United States Treasury.

14 **VIII.**

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

18 **IX.**

19 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, there
20 being no just reason for delay, the Clerk of the Court is hereby directed, pursuant
21 to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment
22 forthwith.

23
24 DATED: August 30, 2011



25 HONORABLE R. GARY KLAUSNER
26 UNITED STATES DISTRICT JUDGE
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