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7 **UNITED STATES DISTRICT COURT**
8 **CENTRAL DISTRICT OF CALIFORNIA**

9 UNITED STATES SECURITIES AND
10 EXCHANGE COMMISSION,

11 Plaintiff,

12 vs.

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14 FRANCIS E. WILDE, STEVEN E.
WOODS, MARK A. GELAZELA,
15 BRUCE H. HAGLUND, MATRIX
HOLDINGS LLC, BMW MAJESTIC
16 LLC, IDLYC HOLDINGS TRUST
17 LLC, and IDLYC HOLDINGS TRUST,

18 Defendants,

19 and

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21 IBALANCE LLC, MAUREEN
22 WILDE, and SHILLELAGH CAPITAL
CORPORATION,

23 Relief Defendants.
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Case No. SA CV11-00315 (DOC)
(AJWx)

~~PROPOSED~~ FINAL JUDGMENT
OF PERMANENT INJUNCTION
AND OTHER RELIEF AGAINST
DEFENDANTS FRANCIS E.
WILDE, STEVEN E. WOODS,
MARK A. GELAZELA, BRUCE H.
HAGLUND, MATRIX HOLDINGS
LLC, BMW MAJESTIC LLC,
IDLYC HOLDINGS TRUST LLC,
and IDLYC HOLDINGS TRUST

1 Pursuant to Rule 56 of the Federal Rules of Civil Procedure, Plaintiff
2 Securities and Exchange Commission (“Commission”) filed a Motion for
3 Summary Judgment Against All Defendants and Relief Defendants (“Motion”).
4 The Motion came before the Court, and the Court, having considered the Motion,
5 the Memorandum of Points and Authorities and other documents filed in support
6 of the Motion, finds that:

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8 I.

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the
10 Commission’s Motion for Summary Judgment Against Defendants Francis E.
11 Wilde, Steven E. Woods, Mark Gelazela, Bruce H. Haglund, Matrix Holdings
12 LLC, BMW Majestic LLC, IDLYC Holdings Trust and IDLYC Holdings Trust
13 LLC and Relief Defendants IBalance LLC, Maureen Wilde, and Shillelagh Capital
14 Corporation is granted.
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16 II.
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18 IT IS FURTHER OREDERED, ADJUDGED AND DECREED that
19 Defendants Francis E. Wilde, Steven E. Woods, Mark Gelazela, Bruce H.
20 Haglund, Matrix Holdings LLC, BMW Majestic LLC, IDLYC Holdings Trust, and
21 IDLYC Holdings Trust LLC’s and the Defendants’ agents, servants, employees,
22 attorneys, and all persons in active concert or participation with them who receive
23 actual notice of this Final Judgment by personal service or otherwise are
24 permanently restrained and enjoined from violating, directly or indirectly, Section
25 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. §
26 78j(b), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5, by using
27 any means or instrumentality of interstate commerce, or of the mails, or of any
28 facility of any national securities exchange, in connection with the purchase or sale

1 of any security:

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

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

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

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10 III.

11 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that
12 Defendants Francis E. Wilde, Steven E. Woods, Mark Gelazela, Matrix Holdings
13 LLC, BMW Majestic LLC, IDLYC Holdings Trust, and IDLYC Holdings Trust
14 LLC's and the Defendants' agents, servants, employees, attorneys, and all persons
15 in active concert or participation with them who receive actual notice of this
16 Judgment by personal service or otherwise are permanently restrained and enjoined
17 from violating Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)] in
18 the offer or sale of any security by the use of any means or instruments of
19 transportation or communication in interstate commerce or by use of the mails,
20 directly or indirectly:

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

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

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

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
3 that Defendants Francis E. Wilde, Steven E. Woods, Mark Gelazela, Matrix
4 Holdings LLC, BMW Majestic LLC, IDLYC Holdings Trust, and IDLYC
5 Holdings Trust LLC's and the Defendants' agents, servants, employees, attorneys,
6 and all persons in active concert or participation with them who receive actual
7 notice of this Judgment by personal service or otherwise are permanently
8 restrained and enjoined from violating Section 5 of the Securities Act [15 U.S.C. §
9 77e] by, directly or indirectly, in the absence of any applicable exemption:

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

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
3 that Defendants Steven E. Woods and Mark Gelazela and Defendants' agents,
4 servants, employees, attorneys, and all persons in active concert or participation
5 with them who receive actual notice of this Judgment by personal service or
6 otherwise are permanently restrained and enjoined from violating, directly or
7 indirectly, Section 15(a)(1) of the Securities Exchange Act of 1934 [15 U.S.C. §
8 78o(a)(1)], by using the mails or any means or instrumentality of interstate
9 commerce to effect any transactions in, or to induce or attempt to induce the
10 purchase or sale of, any security (other than an exempted security or commercial
11 paper, bankers' acceptances, or commercial bills) unless registered in accordance
12 with subsection (b) of Section 15 of the Exchange Act [15 U.S.C. § 78o(b)].
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VI.

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3 IT IS FURTHER HEREBY ORDERED, ADJUDGED, AND DECREED
4 that Defendants Francis E. Wilde and Matrix Holdings LLC are jointly and
5 severally liable for disgorgement of \$12,106,810.75, representing illegally
6 obtained profits gained as a result of the conduct alleged in the Complaint, together
7 with prejudgment interest thereon in the amount of \$1,482,694.81 (for a total of
8 \$13,589,505.56), and a civil penalty in the amount of \$13,589,505.56 for Defendant
9 Francis E. Wilde ~~and~~ Defendant Matrix Holdings LLC pursuant to
10 Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the
11 Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendants Francis E. Wilde and Matrix
12 Holdings LLC shall ~~be~~ satisfy this obligation by paying
13 \$13,589,505.56 ~~(for Wilde)~~ and \$ ~~(for Matrix Holdings)~~
14 within 14 days after the entry of this Final Judgment by certified check, bank
15 cashier's check, or United States postal money order payable to the Securities and
16 Exchange Commission. The payment(s) shall be delivered or mailed to the Office
17 of Financial Management, Securities and Exchange Commission, 100 F Street, NE,
18 Stop 6042, Washington DC 20549, and shall be accompanied by a letter
19 identifying Francis E. Wilde and Matrix Holdings LLC as defendants in this
20 action; setting forth the title and civil action number of this action and the name of
21 this Court; and specifying that payment(s) is/are made pursuant to this Final
22 Judgment. Defendants Francis E. Wilde and Matrix Holdings LLC shall pay post-
23 judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.
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VII.

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2 IT IS FURTHER HEREBY ORDERED, ADJUDGED, AND DECREED
3 that Defendants Steven E. Woods, Mark Gelazela, Bruce H. Haglund, BMW
4 Majestic LLC, IDLYC Holdings Trust, and IDLYC Holdings Trust are jointly and
5 severally liable for disgorgement of \$6,195,908, representing illegally obtained
6 profits gained as a result of the conduct alleged in the Complaint, together with
7 prejudgment interest thereon in the amount of \$548,175.49 (for a total of
8 \$6,744,083.49), and a civil penalty in the amount of ~~\$6,195,908 for Steven E.~~
9 ~~Woods, ~~for Mark Gelazela, ~~for Bruce H. Haglund,~~~~~~
10 ~~for BMW Majestic LLC, and ~~for IDLYC Holdings Trust and IDLYC~~~~
11 ~~Holdings Trust~~ pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)]
12 and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendants
13 Steven E. Woods, Mark Gelazela, Bruce H. Haglund, BMW Majestic LLC,
14 IDLYC Holdings Trust and IDLYC Holdings Trust shall ~~not~~ satisfy this
15 obligation by paying \$ 6,195,908 ~~(for Steven E. Woods Wilde),~~
16 ~~\$ ~~(for Mark Gelazela),~~), \$ ~~(for Bruce H. Haglund),~~~~
17 ~~\$ ~~(for BMW Majestic LLC), and \$ ~~(for IDLYC~~~~
18 ~~Holdings Trust and IDLYC Holdings Trust),~~ within 14 days after the entry of this
19 Final Judgment by certified check, bank cashier's check, or United States postal
20 money order payable to the Securities and Exchange Commission. The payments
21 shall be delivered or mailed to the Office of Financial Management, Securities and
22 Exchange Commission, 100 F Street, NE, Stop 6042, Washington DC 20549, and
23 shall be accompanied by a letter identifying Defendants Steven E. Woods, Mark
24 Gelazela, Bruce H. Haglund, BMW Majestic LLC, IDLYC Holdings Trust, and
25 IDLYC Holdings Trust as defendants in this action; setting forth the title and civil
26 action number of this action and the name of this Court; and specifying that
27 payments are made pursuant to this Final Judgment.
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2 Defendants Steven E. Woods, Mark Gelazela, Bruce H. Haglund, BMW Majestic
3 LLC, IDLYC Holdings Trust, and IDLYC Holdings Trust shall pay post-judgment
4 interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.
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7 VIII.

8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that,
9 pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and/or
10 Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)], Defendants Francis E.
11 Wilde and Bruce H. Haglund are permanently prohibited from acting as an officer
12 or director of any issuer that has a class of securities registered pursuant to Section
13 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant
14 to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].
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17 IX.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this
19 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms
20 of this Final Judgment.
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22 SO ORDERED.
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24 Dated: December 18, 2012
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26 HONORABLE DAVID O. CARTER
27 UNITED STATES DISTRICT JUDGE
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