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

SECURITIES AND EXCHANGE  
COMMISSION,  
  
Plaintiff,  
  
vs.  
  
COMMODORE FINANCIAL  
CORPORATION, CHRISTOPHER  
SCHLEGEL, M&G CAP SERVICES,  
and ANDRES CALVO,  
  
Defendants.

Case No 8:15-cv-01567-DOC-KES

**FINAL JUDGMENT AS TO  
DEFENDANT COMMODORE  
FINANCIAL CORPORATION [59]**

1 The Securities and Exchange Commission having filed a Complaint and  
2 Defendant Commodore Financial Corporation having consented to the Court's  
3 jurisdiction over Defendant and the subject matter of this action; consented to entry  
4 of this Final Judgment without admitting or denying the allegations of the Complaint  
5 (except as to jurisdiction); waived findings of fact and conclusions of law; and  
6 waived any right to appeal from this Final Judgment:

7 I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is  
9 permanently restrained and enjoined from violating, directly or indirectly, Section  
10 10(b) of the Securities Exchange Act (the "Exchange Act") [[15 U.S.C. § 78j\(b\)](#)] and  
11 Rule 10b-5 promulgated thereunder [[17 C.F.R. § 240.10b-5](#)], by using any means or  
12 instrumentality of interstate commerce, or of the mails, or of any facility of any  
13 national securities exchange, in connection with the purchase or sale of any security:

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

20 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as  
21 provided in [Federal Rule of Civil Procedure 65\(d\)\(2\)](#), the foregoing paragraph also  
22 binds the following who receive actual notice of this Final Judgment by personal  
23 service or otherwise: (a) Defendant's officers, agents, servants, employees, and  
24 attorneys; and (b) other persons in active concert or participation with Defendant or  
25 with anyone described in (a).

26 II.

27 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
28 Defendant is permanently restrained and enjoined from violating Section 17(a) of the

1 Securities Act of 1933 (the “Securities Act”) [[15 U.S.C. § 77q\(a\)](#)] in the offer or sale  
2 of any security by the use of any means or instruments of transportation or  
3 communication in interstate commerce or by use of the mails, directly or indirectly:

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

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as  
12 provided in [Federal Rule of Civil Procedure 65\(d\)\(2\)](#), the foregoing paragraph also  
13 binds the following who receive actual notice of this Final Judgment by personal  
14 service or otherwise: (a) Defendant’s officers, agents, servants, employees, and  
15 attorneys; and (b) other persons in active concert or participation with Defendant or  
16 with anyone described in (a).

17 III.

18 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
19 Defendant is permanently restrained and enjoined from violating Section 5 of the  
20 Securities Act [[15 U.S.C. § 77e](#)] by, directly or indirectly, in the absence of an  
21 applicable exemption:

- 22 (a) Unless a registration statement is in effect as to a security, making use of  
23 any means or instruments of transportation or communication in  
24 interstate commerce or of the mails to sell such security through the use  
25 or medium of any prospectus or otherwise;
- 26 (b) Unless a registration statement is in effect as to a security, carrying or  
27 causing to be carried through the mails or in interstate commerce, by any  
28 means or instruments of transportation, any such security for the purpose

1 of sale or for delivery after sale; or

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

10 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as  
11 provided in [Federal Rule of Civil Procedure 65\(d\)\(2\)](#), the foregoing paragraph also  
12 binds the following who receive actual notice of this Final Judgment by personal  
13 service or otherwise: (a) Defendant's officers, agents, servants, employees, and  
14 attorneys; and (b) other persons in active concert or participation with Defendant or  
15 with anyone described in (a).

16 IV.

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the SEC  
18 has determined to forego seeking disgorgement, prejudgment interest and a civil  
19 penalty against Defendant.

20 VI.

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

25 VII.

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

VIII.

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

Dated: June 25, 2020



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UNITED STATES DISTRICT JUDGE  
DAVID O. CARTER

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