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6 Rackwise, Inc.

7 **IN THE UNITED STATES DISTRICT COURT**  
8 **FOR THE EASTERN DISTRICT OF CALIFORNIA**

9  
10 RACKWISE, INC., a Nevada corporation,

CASE NO. 2:17-cv-00797-WBS-CKD

11 Plaintiff,

**FINAL JUDGMENT**

12 v.

13  
14 GUY ARCHBOLD, an individual,

15 Defendant.  
16

17 The Court has ORDERED, ADJUDGED and DECREED that Final Judgment is hereby  
18 entered in favor of Rackwise, Inc. and against Defendant Guy Archbold with respect to the  
19 following findings of fact:

20 1. On March 22, 2017, Rackwise Funding II, LLC validly exercised its warrants  
21 and purchased 1,448,400 shares of Rackwise common stock.

22 2. On March 22, 2017, Triple R-F, LLC validly exercised its warrants and  
23 purchased 9,638,740 shares of Rackwise common stock.

24 3. On March 23, 2017, Rackwise shareholders Rackwise Funding, LLC, Rackwise  
25 Funding II, LLC, Black Diamond Financial Group, LLC, Black Diamond Holdings, LLC, and  
26 Triple R-F, LLC, acting by written consent in accordance with § 3.3 of the Rackwise Bylaws,  
27 ratified and approved the removal of Guy Archbold and Sherman Henderson as directors of  
28 Rackwise effective February 3, 2017, and ratified and approved the appointment of Patrick  
Imeson and Bart Richert as directors of Rackwise effective February 3, 2017.

1           4.     On March 23, 2017, Rackwise shareholders Rackwise Funding, LLC,  
2 Rackwise Funding II, LLC, Black Diamond Financial Group, LLC, Black Diamond Holdings,  
3 LLC, and Triple R-F, LLC, acting by written consent in accordance with § 3.3 of the Rackwise  
4 Bylaws, ratified and approved the termination of Guy Archbold as an officer and employee of  
5 Rackwise effective February 3, 2017, and ratified and approved the appointment of Patrick  
6 Imeson as chief restructuring officer for Rackwise effective February 3, 2017.

7           5.     No later than March 23, 2017, Defendant Archbold ceased to have any legal  
8 authority to hold himself out as an officer, director, or employee of Rackwise, Inc., or to act on  
9 behalf of Rackwise, Inc.

10          6.     The Rackwise Board, in acting to terminate defendant Archbold as an officer,  
11 director, and employee of Rackwise effective February 3, 2017, and as ratified by the  
12 Rackwise shareholders, had just cause.

13           IT IS THE JUDGMENT OF THE COURT that defendant Guy Archbold, his agents,  
14 and any party acting in concert with him or his agents are hereby permanently enjoined from:

15           1.     accessing or logging into, or attempting to access or log into, Rackwise, Inc.'s  
16 account in the U.S. SEC's online EDGAR filing system;

17           2.     representing himself to anyone as being an officer, director, or employee of, or  
18 otherwise affiliated with Rackwise, Inc.; and

19           3.     acting, attempting to act, or purporting to act on behalf of Rackwise, Inc.

20           AND IT IS HEREBY ORDERED, ADJUDGED and DECREED that each party shall  
21 bear its own costs and attorneys' fees incurred in this action.

22           IT IS FURTHER ORDERED, ADJUDGED and DECREED that this Court shall retain  
23 jurisdiction over any matter pertaining to this Final Judgment, including enforcing the terms of  
24 this Final Judgment.

25           AND IT IS FURTHER ORDERED, ADJUDGED and DECREED that this case is  
26 DISMISSED, and the Clerk of the Court is ordered to enter this Final Judgment forthwith and  
27 without further notice. This is a final appealable order.

28           Dated: May 28, 2019



**WILLIAM B. SHUBB**  
**UNITED STATES DISTRICT JUDGE**