

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

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

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

14 II.

15 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
16 Defendant is permanently restrained and enjoined from violating, directly or
17 indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange
18 Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R.
19 § 240.10b-5], by using any means or instrumentality of interstate commerce, or of
20 the mails, or of any facility of any national securities exchange, in connection with
21 the purchase or sale of any security:

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

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

26 (c) to engage in any act, practice, or course of business which operates or
27 would operate as a fraud or deceit upon any person.
28

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

7 III.

8 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
9 that Defendant is permanently restrained and enjoined from violating Exchange
10 Act Section 13(a) [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1 and 13a-16
11 promulgated thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-16] by
12 knowingly providing substantial assistance to any issuer of a security registered
13 pursuant to Exchange Act Section 12 [15 U.S.C. §78l] that files or causes to be
14 filed with the Commission any report which contains any untrue statement of
15 material fact, which omits to state any material fact necessary in order to make the
16 statements made, in light of the circumstances under which they were made, not
17 misleading, or which omits to disclose any information required to be disclosed.

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

25 IV.

26 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
27 Defendant is permanently restrained and enjoined from violating Exchange Act
28 Sections 13(b)(2)(A) and 13(b)(2)(B) [15 U.S.C. §§78m(b)(2)(A) and

1 78m(b)(2)(B)] by knowingly providing substantial assistance to any issuer of a
2 security registered pursuant to Exchange Act Section 12 [15 U.S.C. §78I] or to any
3 issuer which is required to file reports pursuant to Exchange Act Section 15(d) [15
4 U.S.C. §78o(d)] that:

5 (a) fails to make and keep books, records, and accounts which, in
6 reasonable detail, accurately and fairly reflect the transactions and
7 dispositions of the assets of the issuer; or
8

9 (b) fails to devise and maintain a system of internal accounting
10 controls sufficient to provide reasonable assurances that: (1) transactions are
11 executed in accordance with management's general or specific authorization;
12 (2) transactions are recorded as necessary (i) to permit preparation of
13 financial statements in conformity with generally accepted accounting
14 principles or any other criteria applicable to such statements and (ii) to
15 maintain accountability for assets; (3) access to assets is permitted only in
16 accordance with management's general or specific authorization; and (4) the
17 recorded accountability for assets is compared with the existing assets at
18 reasonable intervals and appropriate action is taken with respect to any
19 differences.
20

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

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

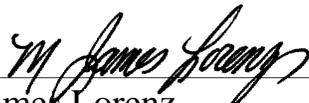
6 VI.

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

10 VII.

11 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
12 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment
13 forthwith and without further notice.
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15 DATED: March 28, 2017

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18 M. James Lorenz
19 United States District Court Judge
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