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9 **UNITED STATES DISTRICT COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA**
11 **WESTERN DIVISION**

12 SECURITIES AND EXCHANGE
13 COMMISSION,

14 Plaintiff,

15 vs.

16 RAINMAKER MANAGED LIVING, LLC,
a New York limited liability company;
17 RAINMAKER MANAGED LIVING, LLC,
a California limited liability company;
18 FURMAN & DILMAGHANI P.C., a New
York professional service corporation;
19 ALIREZA DILMAGHANI; FREDERICK
CELANI A/K/A SIDNEY F. LEVINE; and
20 JAMES JOSEPH CONWAY,

21 Defendants.

Case No. CV 05-6121 SJO (SHx)

**AMENDED FINAL JUDGMENT
OF PERMANENT INJUNCTION
AND OTHER RELIEF AGAINST
DEFENDANTS FURMAN &
DILMAGHANI P.C. AND
FREDERICK CELANI A/K/A
SIDNEY F. LEVINE**

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I.

IT IS HEREBY ORDERED that defendants Furman & Dilmaghani P.C. (“Furman & Dilmaghani”) and Fredrick Celani a/k/a Sidney F. Levine (“Celani”) and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Amended Final Judgment of Permanent Injunction and Other Relief Against Defendants Furman & Dilmaghani P.C. and Frederick Celani a/k/a Sidney F. Levine (“Amended Final Judgment”) by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. § 77e, by directly or indirectly, in the absence of any applicable exemption:

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

II.

IT IS FURTHER ORDERED that Furman & Dilmaghani and Celani and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Amended Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

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

III.

IT IS FURTHER ORDERED that Furman & Dilmaghani and Celani and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Amended Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5, by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (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 **IV.**

7 IT IS FURTHER ORDERED that Celani shall be liable for disgorgement of
8 \$4,294,601, representing proceeds gained as a result of the conduct alleged in the
9 Complaint, together with prejudgment interest thereon in the amount of
10 \$11,967.86, for a total of \$4,306,568.86. Celani shall satisfy this obligation by
11 paying \$4,306,568.86 within ten (10) business days after entry of this Amended
12 Final Judgment by certified check, bank cashier's check, or United States postal
13 money order payable to the Securities and Exchange Commission. The payment
14 shall be delivered or mailed to the Office of Financial Management, Securities and
15 Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-
16 3, Alexandria, Virginia 22312 and shall be accompanied by a letter identifying
17 Celani as a defendant in this action, setting forth the title and civil action number
18 of this action and the name of this Court; and specifying that payment is made
19 pursuant to this Amended Final Judgment. By making this payment, Celani
20 relinquishes all legal and equitable right, title, and interest in such funds, and no
21 part of the funds shall be returned to Celani. Celani shall pay post-judgment
22 interest on any delinquent amounts pursuant to 28 U.S.C. § 1961. The
23 Commission shall remit the funds paid pursuant to this Paragraph to the United
24 States Treasury.

25 **V.**

26 IT IS FURTHER ORDERED that Celani shall pay a civil penalty in the
27 amount of \$130,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. §
28 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). Celani

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

12 **VI.**

13 IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this
14 matter for the purposes of enforcing the terms of this Amended Final Judgment and
15 for purposes of administering the receivership.

16 **VII.**

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

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21 DATED: September 15, 2009

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HONORABLE S. JAMES OTERO
23 UNITED STATES DISTRICT JUDGE
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PROOF OF SERVICE

I am over the age of 18 years and not a party to this action. My business address is:

[X] U.S. SECURITIES AND EXCHANGE COMMISSION, 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036-3648

Telephone No. (323) 965-3998; Facsimile No. (323) 965-3908.

On September 10, 2009, I caused to be served the document entitled **[PROPOSED] AMENDED FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST DEFENDANTS FURMAN & DILMAGHANI P.C. AND FREDERICK CELANI A/K/A SIDNEY F. LEVINE** upon the parties to this action addressed as stated on the attached service list:

[X] **OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency's practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

[] **PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

[] **EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

[] **HAND DELIVERY:** I caused to be hand delivered such envelope/document to each addressee on the attached service list.

[] **FEDERAL EXPRESS BY AGREEMENT WITH DEFENDANT ALIREZA DILMAGHANI:** By placing in sealed envelope(s) designated by Federal Express with delivery fees paid or provided for, which I deposited in a facility regularly maintained by Federal Express or delivered to a Federal Express courier, at Los Angeles, California.

[] **ELECTRONIC MAIL:** By transmitting the document by electronic mail to the electronic mail address as stated on the attached service list.

[] **FAX:** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

[X] **(Federal)** I declare under penalty of perjury that I am a member of the bar of this Court and that the foregoing is true and correct.

Date: September 10, 2009

/s/ Molly M. White
Molly M. White

1 **SEC v. RAINMAKER MANAGED LIVING, LLC, et al.**
2 **United States District Court – Central District of California**
3 **Case No. CV 05-6121 SJO (SHx)**
4 **(LA-3107)**

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