



Section 2 of the Consent executed by Brooks on July 20, 2009; waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

**I.**

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that Defendant and those persons in active concert or participation with him, including, but not limited to Defendant's agents, officers, servants, employees, attorneys, who receive actual notice of this Order of Permanent Injunction by personal service or otherwise, be and hereby are permanently restrained and enjoined from, directly or indirectly, in the offer or sale of any securities, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- (1) employing any device, scheme or artifice to defraud;
- (2) obtaining money or property by means of any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (3) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchasers or prospective purchasers of any security,

in violation of Sections 17(a)(1), 17(a)(2) or 17(a)(3) of the Securities Act of 1933 [15 U.S.C. §§77q(a)(1), (2) or (3)].

**II.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant and those persons in active concert or participation with him, including, but not limited to Defendant's agents, officers, servants, employees, attorneys, who receive actual notice of this Order of Permanent Injunction by personal service or otherwise, be and hereby are permanently restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of securities, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (1) employing any device, scheme or artifice to defraud;
- (2) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (3) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person,

in violation of Section 10(b) of the Securities Exchange Act of 1934 [15 U.S.C. §78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. §240.10b-5].

**III.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant and those persons in active concert or participation with him, including, but

not limited to Defendant's agents, officers, servants, employees, attorneys, who receive actual notice of this Order of Permanent Injunction by personal service or otherwise, be and hereby are permanently restrained and enjoined from, directly or indirectly, making use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of, any security (other than commercial paper, bankers' acceptances, or commercial bills) in contravention of such rules and regulations as the Commission shall prescribe as necessary or appropriate in the public interest or for the protection of investors to provide safeguards with respect to the financial responsibility and related practices of brokers and dealers including, but not limited to, the acceptance of custody and use of customers' securities and the carrying and use of customers' deposits or credit balances, in violation of Section 15(c)(3) of the Exchange Act [15 U.S.C. §78o(c)(3)] and Rule 15c3-3 [17 C.F.R. §240.15c3-3] promulgated thereunder.

#### **IV.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant and those persons in active concert or participation with him, including, but not limited to Defendant's agents, officers, servants, employees, attorneys, who receive actual notice of this Order of Permanent Injunction by personal service or otherwise, be and hereby are permanently restrained and enjoined from, directly or indirectly, failing to make and keep for prescribed periods such records, to furnish such copies thereof, and to

make, disseminate and file the reports as required, which set forth requirements concerning records and reports required to be made and preserved by certain exchange members, brokers and dealers, in violation of Section 17(a) of the Exchange Act [15 U.S.C. §78q(a)] and Rules 17a-3 and 17a-5 [17 C.F.R. §240.17a-3 and 17 C.F.R. §240.17a-5] promulgated thereunder.

**V.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant is liable for disgorgement of \$41,586, representing profits gained as a result of the conduct alleged in the Complaint, together with pre-judgment interest thereon in the amount of \$23,080, for a total of \$64,666. Based on Defendant's sworn representations in his Statement of Financial Condition dated July 20, 2009, and other documents and information submitted to the Commission, however, the Court is not ordering Defendant to pay a civil penalty and payment of all but \$15,000 of the disgorgement and pre-judgment interest thereon is waived. Defendant shall satisfy this obligation by paying \$15,000 within ten (10) business days after entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment of \$15,000 shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Thomas G. Brooks as a defendant in this

action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury. The determination not to impose a civil penalty and to waive payment of all but \$15,000 of the disgorgement and pre-judgment interest is contingent upon the accuracy and completeness of Defendant's Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant's representations to the Commission concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to Defendant, petition the Court for an order requiring Defendant to pay the unpaid portion of the disgorgement, pre-judgment and post-judgment interest thereon, and the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by Defendant was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also

request additional discovery. Defendant may not, by way of defense to such petition: (1) challenge the validity of the Consent or this Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

**VI.**

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

\_\_\_\_s/ Arthur J. Boylan\_\_\_\_\_  
**HONORABLE JUDGE ARTHUR J. BOYLAN**  
**UNITED STATES MAGISTRATE JUDGE**

Dated: November 20, 2009