

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

FILED
U.S. DISTRICT COURT E.D.N.Y.
BROOKLYN OFFICE

★ MAR 18 2011 ★

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SECURITIES AND EXCHANGE COMMISSION, :
: :
Plaintiff, :
: :
vs. :
: :
A.B. WATLEY GROUP, INC., PAUL F. COUGHLIN, :
WILLIAM B. DEAKINS, WARREN R. FELLUS, :
KEITH M. GELLER, KEEVIN H. LEONARD, :
ROBERT F. MALIN, STEVEN E. MALIN, :
LINUS N. NWAIGWE, MICHAEL A. PICONE, :
BRYAN S. ROGERS, AND KEITH A. ROGERS, :
: :
Defendants. :
: :
-----X

BROOKLYN OFFICE

2006 Civ. 1274

FINAL JUDGMENT AS TO DEFENDANT STEVEN E. MALIN

The Securities and Exchange Commission having filed a Complaint, and Defendant Steven E. Malin ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); 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 Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this 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 (the "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 material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (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 HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section 15(c) of the Exchange Act [15 U.S.C. § 78o(c)] by knowingly providing substantial assistance to a broker-dealer:

- (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 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.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)], Defendant is prohibited for one year following the date of entry of this Final Judgment, from acting as an officer or director of any issuer that has a class of securities

registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that, within 14 days after entry of this Final Judgment, Defendant shall waive \$110,000 of monies owed to him by A.B. Watley Group, Inc., and shall rescind his options to purchase 800,000 shares of A.B. Watley Group, Inc. stock he received from A.B. Watley Group, Inc., representing profits gained as a result of the conduct alleged in the Complaint. Disgorgement shall be deemed satisfied at the time A.B. Watley Group, Inc. cancels the options and reduces by \$110,000 any liability reflecting amounts owed to Defendant on its balance sheet. Defendant shall submit a letter to Commission counsel in this matter specifying that the waiver and rescission are made pursuant to this Final Judgment. Defendant relinquishes all legal and equitable right, title, and interest in such funds and stock options, and no part of the funds or options shall be returned to Defendant.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$10,000 pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall make this payment pursuant to the terms of the payment schedule set forth in paragraph VII below 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 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 Steven E. Malin 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 USC § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Steven E. Malin shall pay \$10,000 as follows: (1) \$2,500 within 14 days of entry of this Final Judgment; and (2) the outstanding balance within twelve months from the entry of this Final Judgment, plus post-judgment interest on the outstanding balance pursuant to 28 U.S.C. § 1961 , payable in arrears. If Steven E. Malin fails to make any payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all outstanding payments under this Final Judgment, including post-judgment interest, minus any payments made, shall become due and payable immediately without further application to the Court.

VIII.

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

IX.

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.

X.

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: 3/21/11
Brooklyn, N.Y.

S/ILG

UNITED STATES DISTRICT JUDGE

FILED

IN CLERK'S OFFICE
U.S. DISTRICT COURT E.D.N.Y

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK ★ MAR 18 2011 ★**

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SECURITIES AND EXCHANGE COMMISSION,	:	BROOKLYN OFFICE
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Plaintiff,	:	
	:	
vs.	:	2006 Civ. 1274 (ILG)(SMG)
	:	
A.B. WATLEY GROUP, INC., PAUL F. COUGHLIN,	:	
WILLIAM B. DEAKINS, WARREN R. FELLUS,	:	
KEITH M. GELLER, KEEVIN H. LEONARD,	:	
ROBERT F. MALIN, STEVEN E. MALIN,	:	
LINUS N. NWAIGWE, MICHAEL A. PICONE,	:	
BRYAN S. ROGERS, AND KEITH A. ROGERS,	:	
	:	
Defendants.	:	
	:	
-----X	:	

CONSENT OF DEFENDANT STEVEN E. MALIN

1. Defendant Steven E. Malin ("Defendant") acknowledges having been served with the complaint in this action, enters a general appearance, and admits the Court's jurisdiction over Defendant and over the subject matter of this action.

2. Without admitting or denying the allegations of the complaint (except as to personal and subject matter jurisdiction, which Defendant admits), Defendant hereby consents to the entry of the final Judgment in the form attached hereto (the "Final Judgment") and incorporated by reference herein, which, among other things:

- (a) permanently restrains and enjoins Defendant from violation of Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)] and Section 10(b) of the Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], and

from aiding and abetting violations of Section 15(c) of the Exchange Act [15 U.S.C. § 78o(c)];

- (b) orders Defendant to disgorge his ill gotten gains by rescinding his options to purchase 800,000 shares of A.B. Watley Group, Inc. stock, and to waive \$110,000 owed to Defendant by A.B. Watley Group, Inc. Disgorgement shall be deemed satisfied at the time A.B. Watley Group, Inc. cancels the options and reduces by \$110,000 any liability reflecting amounts owed to Defendant on its balance sheet;
- (c) orders Defendant to pay a civil penalty in the amount of \$10,000 under Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]; and
- (d) prohibits Defendant, pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] for a period of one year from the entry of the Final Judgment;

3. Defendant agrees that he shall not seek or accept, directly or indirectly, reimbursement or indemnification from any source, including but not limited to payment made pursuant to any insurance policy, with regard to any civil penalty amounts that Defendant pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors. Defendant further agrees that he shall not claim, assert, or apply for a tax deduction or tax credit with regard to any

federal, state, or local tax for any penalty amounts that Defendant pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors.

4. Defendant waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

5. Defendant waives the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

6. Defendant enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce Defendant to enter into this Consent.

7. Defendant agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

8. Defendant will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waives any objection based thereon.

9. Defendant waives service of the Final Judgment and agrees that entry of the Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to Defendant of its terms and conditions. Defendant further agrees to provide counsel for the Commission, within thirty days after the Final Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Defendant has received and read a copy of the Final Judgment.

10. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Defendant in this civil proceeding. Defendant acknowledges that no promise or representation has been made by the Commission or any member, officer, employee, agent, or

representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendant waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Defendant further acknowledges that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, Defendant understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

11. Defendant understands and agrees to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Defendant agrees: (i) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the complaint or creating the impression that the complaint is without factual basis; and (ii) that upon the filing of this Consent, Defendant hereby withdraws any papers filed in this action to the extent that they deny any allegation in the complaint. If Defendant breaches this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Defendant's: (i) testimonial obligations; or (ii) right to take

legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

12. Defendant hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by Defendant to defend against this action. For these purposes, Defendant agrees that Defendant is not the prevailing party in this action since the parties have reached a good faith settlement.

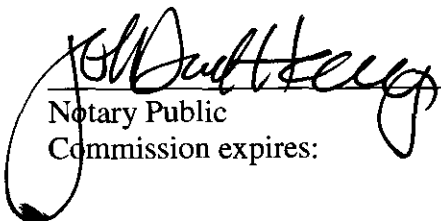
13. Defendant agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

14. Defendant agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.


Dated: 11/13/10


STEVEN E. MALIN

On 11/13, 2010, Steven Malin, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.


Notary Public
Commission expires:

JOHN DAVID HEMMINGS
ID # 2334732
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires 9/20/2015

Approved as to form:


William Maderer
Saiber Law
18 Columbia Turnpike, Suite 200
Florham Park, NJ 07932-2266
Attorney for Defendant



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
NEW YORK REGIONAL OFFICE
3 World Financial Center
NEW YORK, NEW YORK 10281

WRITER'S DIRECT DIAL LINE
WILLIAM FINKEL
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March 17, 2011

VIA UPS OVERNIGHT DELIVERY

Hon. I. Leo Glasser
United States District Judge
Eastern District of New York
225 Cadman Plaza East
Brooklyn, NY 11201

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FILED
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U.S. DISTRICT COURT E.D. N.Y. Glasser
Chambers of
U.S.D.J.
★ MAR 18 2011 ★

BROOKLYN OFFICE

Re: SEC v. Amore, et al. (05-cv-3885) (ILG)(SMG)(EDNY)
✓ SEC v. A. B. Watley Group, Inc., et al., (06-cv-1274) (ILG)(SMG)(EDNY)

Dear Judge Glasser:

I represent plaintiff Securities and Exchange Commission in this case. Enclosed for your consideration are signed Consents and proposed Judgments for Steven Malin and Michael Picone, defendants in the above referenced related civil actions. These proposed settlements would resolve the Commission's claims against two of the remaining six defendants in these actions.

Respectfully submitted,

William Finkel
Attorney for Plaintiff
Securities & Exchange Commission
(212) 336-0068
finkelw@sec.gov

cc:
Hon. Steven M. Gold
Chief Magistrate Judge
Eastern District of New York
225 Cadman Plaza East
Brooklyn, NY 11201

All Defendants (via email)
Jerry Bernstein
Attorney for Defendant A.B. Watley Group, Inc.

Hon. I. Leo Glasser
March 17, 2010
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Hon. I. Leo Glasser
March 17, 2010
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