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8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN FRANCISCO DIVISION

11
12 SECURITIES AND EXCHANGE COMMISSION,
13 Plaintiff,
14 v.
15 LEONARD P. LECLERC and MARNIE L.
16 SHARPE,
17 Defendants.

Case No. C 06 2938 SC

~~PROPOSED~~ FINAL JUDGMENT

18
19 The Securities and Exchange Commission having filed a Complaint and Defendant Marnie L.
20 Sharpe having entered a general appearance; consented to the Court’s jurisdiction over Defendant
21 and the subject matter of this action; consented to entry of this Final Judgment without admitting or
22 denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and
23 conclusions of law; and waived any right to appeal from this Final Judgment:

24
25 I.

26 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant’s
27 agents, servants, employees, attorneys, and all persons in active concert or participation with them
28 who receive actual notice of this Final Judgment by personal service or otherwise are permanently

1 restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities
2 Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated
3 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or
4 of the mails, or of any facility of any national securities exchange, in connection with the purchase or
5 sale of any security:

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

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

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

12
13 II.

14 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall
15 pay a civil penalty in the amount of \$41,852.55 pursuant to Section 21A(a)(1)(A) of the Exchange
16 Act [15 U.S.C. § 78u-1(a)(1)(A)]. Defendant shall make this payment within ten (10) business days
17 after entry of this Final Judgment by certified check, bank cashier’s check, or United States postal
18 money order payable to the Securities and Exchange Commission. The payment shall be delivered or
19 mailed to the Office of Financial Management, Securities and Exchange Commission, Operations
20 Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be
21 accompanied by a letter identifying Marnie L. Sharpe as a defendant in this action; setting forth the
22 title and civil action number of this action and the name of this Court; and specifying that payment is
23 made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such
24 payment and letter to the attention of Helene Morrison, District Administrator, at the Commission’s
25 San Francisco District Office, 44 Montgomery Street, Suite 2600, San Francisco, California 94104.
26 Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

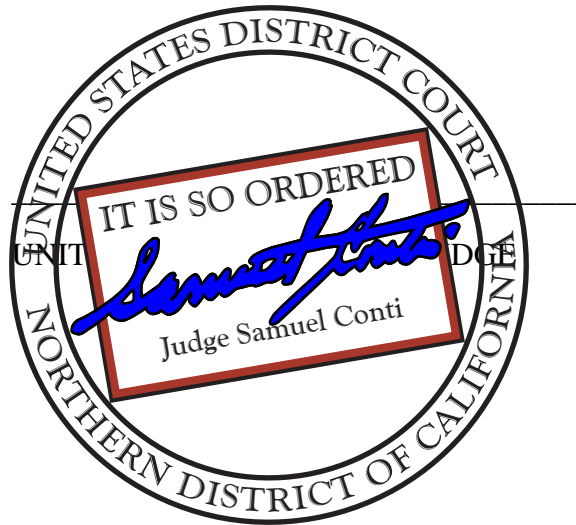
III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the 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.

V.

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.

Dated: 5/5, 2006



Approved as to form:

/s/ Thomas J. LoSavio
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