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10 **UNITED STATES DISTRICT COURT**  
11 **CENTRAL DISTRICT OF CALIFORNIA**  
12 **SOUTHERN DIVISION**

13  
14 SECURITIES AND EXCHANGE  
15 COMMISSION,

16 Plaintiff,

17 vs.

18 NANCY M. TULLOS,  
19

20 Defendant.  
21

Case No. SACV 08-242-CJC (MLGx)

**[PROPOSED] AMENDED FINAL  
JUDGMENT OF DEFENDANT  
NANCY M. TULLOS**

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1 The Securities and Exchange Commission (the “Commission”) having filed  
2 a Complaint and Defendant Nancy M. Tullos (“Tullos”) having entered a general  
3 appearance; consented to the Court’s jurisdiction over Tullos and the subject  
4 matter of this action; consented to entry of this Final Judgment without admitting  
5 or denying the allegations of the Complaint (except as to jurisdiction); waived  
6 findings of fact and conclusions of law; and waived any right to appeal from this  
7 Final Judgment:

8 I.

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Tullos  
10 and her agents, servants, employees, attorneys, and all persons in active concert or  
11 participation with them who receive actual notice of this Final Judgment by  
12 personal service or otherwise are permanently restrained and enjoined from  
13 violating Section 17(a)(3) of the Securities Act of 1933 (the “Securities Act”), 15  
14 U.S.C. § 77q(a)(3), in the offer or sale of any security by the use of any means or  
15 instruments of transportation or communication in interstate commerce or by use  
16 of the mails, directly or indirectly, to obtain money or property by means of any  
17 untrue statement of a material fact or any omission of a material fact necessary in  
18 order to make the statements made, in light of the circumstances under which they  
19 were made, not misleading; or to engage in any transaction, practice, or course of  
20 business which operates or would operate as a fraud or deceit upon the purchaser.

21 II.

22 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Tullos  
23 and her agents, servants, employees, attorneys, and all persons in active concert or  
24 participation with them who receive actual notice of this Final Judgment by  
25 personal service or otherwise are permanently restrained and enjoined from  
26 violating Section 13(b)(5) of the Securities Exchange Act of 1934 (the “Exchange  
27 Act”), 15 U.S.C. § 78m(b)(5), by knowingly circumventing or knowingly failing to  
28 implement a system of internal accounting controls or knowingly falsifying any

1 book, record or account described in Section 13(b)(2) of the Exchange Act, 15  
2 U.S.C. § 78m(b)(2).

3 III.

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Tullos  
5 and her agents, servants, employees, attorneys, and all persons in active concert or  
6 participation with them who receive actual notice of this Final Judgment by  
7 personal service or otherwise are permanently restrained and enjoined from aiding  
8 and abetting any violation of Section 13(a) of the Exchange Act, 15 U.S.C.  
9 § 78m(a), and Rules 12b-20, 13a-1 and 13a-13 thereunder, 17 C.F.R. §§ 240.12b-  
10 20, 240.13a-1, and 240.13a-13, by knowingly providing substantial assistance to an  
11 issuer which has a class of securities registered pursuant to Section 12 of the  
12 Exchange Act, 15 U.S.C. § 78l, that files quarterly and annual reports with the  
13 Commission on Forms 10-Q and Forms 10-K that fail to contain material  
14 information necessary to make the required statements in the Forms 10-Q and  
15 Forms 10-K, in light of the circumstances under which they are made, not  
16 misleading.

17 IV.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Tullos  
19 and her agents, servants, employees, attorneys, and all persons in active concert or  
20 participation with them who receive actual notice of this Final Judgment by  
21 personal service or otherwise are permanently restrained and enjoined from aiding  
22 and abetting any violation of Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C.  
23 § 78m(b)(2)(A), by knowingly providing substantial assistance to an issuer which  
24 has a class of securities registered pursuant to Section 12 of the Exchange Act, 15  
25 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the  
26 Exchange Act, 15 U.S.C. § 78o(d), in failing to make and keep books, records, and

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1 accounts, which, in reasonable detail, accurately and fairly reflect the transactions  
2 and disposition of the assets of the issuer.

3 V.

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Tullos  
5 and her agents, servants, employees, attorneys, and all persons in active concert or  
6 participation with them who receive actual notice of this Final Judgment by  
7 personal service or otherwise are permanently restrained and enjoined from aiding  
8 and abetting any violation of Section 13(b)(2)(B) of the Exchange Act, 15 U.S.C.  
9 § 78m(b)(2)(B), by knowingly providing substantial assistance to an issuer which  
10 has a class of securities registered pursuant to Section 12 of the Exchange Act, 15  
11 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the  
12 Exchange Act, 15 U.S.C. § 78o(d), in failing to devise and maintain a system of  
13 internal accounting controls sufficient to provide reasonable assurances that  
14 (i) transactions are executed in accordance with management's general or specific  
15 authorization; (ii) transactions are recorded as necessary (I) to permit preparation  
16 of financial statements in conformity with generally accepted accounting principles  
17 or any other criteria applicable to such statements, and (II) to maintain  
18 accountability for assets; (iii) access to assets is permitted only in accordance with  
19 management's general or specific authorization; and (iv) the recorded  
20 accountability for assets is compared with the existing assets at reasonable  
21 intervals and appropriate action is taken with respect to any differences.

22 VI.

23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Tullos  
24 and her agents, servants, employees, attorneys, and all persons in active concert or  
25 participation with them who receive actual notice of this Final Judgment by  
26 personal service or otherwise are permanently restrained and enjoined from  
27 violating Rule 13b2-1 of the Exchange Act, 17 C.F.R. § 240.13b2-1, by, directly or

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1 indirectly, falsifying or causing to be falsified, any book, record or account subject  
2 to Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A).

3 VII.

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Tullos  
5 shall pay a civil penalty in the amount of \$100,000 pursuant to Section 20(d) of the  
6 Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15  
7 U.S.C. § 78u(d)(3). Tullos shall make this payment within ten (10) business days  
8 after entry of this Final Judgment by certified check, bank cashier's check, or  
9 United States postal money order payable to the Securities and Exchange  
10 Commission. The payment shall be delivered or mailed to the Office of Financial  
11 Management, Securities and Exchange Commission, Operations Center, 6432  
12 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be  
13 accompanied by a letter identifying Nancy M. Tullos as a defendant in this action;  
14 setting forth the title and civil action number of this action and the name of this  
15 Court; and specifying that payment is made pursuant to this Final Judgment.  
16 Tullos shall pay post-judgment interest on any delinquent amounts pursuant to 28  
17 U.S.C. § 1961. The Commission shall remit the funds paid pursuant to this  
18 paragraph to the United States Treasury.

19 VIII.

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

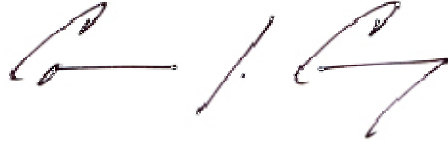
24 IX.

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

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X.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Amended Final Judgment shall be entered *nunc pro tunc*, and stand in place of the Final Judgment entered by this Court on March 10, 2008.



Dated: November 10, 2010

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CORMAC J. CARNEY  
UNITED STATES DISTRICT JUDGE

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