

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF ARIZONA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

DAVID B. STOCKER, and
CARRERA CAPITAL, INC.,

Defendants.

No. CIV-08-1475-PHX-FJM

FINAL JUDGMENT AS TO
DAVID B. STOCKER

The Securities and Exchange Commission having filed a Complaint and Defendant David B. Stocker (“Stocker”) having entered a general appearance; consented to the Court’s jurisdiction over him 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 David B. Stocker and his 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;

1 (b) to make any untrue statement of a material fact or to omit to state a
2 material fact necessary in order to make the statements made, in the light of the
3 circumstances under which they were made, not 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 II.

7 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
8 David B. Stocker and his agents, servants, employees, attorneys, and all persons in
9 active concert or participation with them who receive actual notice of this Final
10 Judgment by personal service or otherwise are permanently restrained and enjoined
11 from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15
12 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or
13 instruments of transportation or communication in interstate commerce or by use of the
14 mails, directly or indirectly:

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

16 (b) to obtain money or property by means of any untrue statement of a
17 material fact or any omission of a material fact necessary in order to make the
18 statements made, in light of the circumstances under which they were made, not
19 misleading; or

20 (c) to engage in any transaction, practice, or course of business which
21 operates or would operate as a fraud or deceit upon the purchaser.

22 III.

23 IT IS ORDERED, ADJUDGED, AND DECREED that Defendant David B.
24 Stocker and his agents, servants, employees, attorneys, and all persons in active concert
25 or participation with them who receive actual notice of this Final Judgment by personal
26 service or otherwise are permanently restrained and enjoined from violating Section 5 of
27 the Securities Act, 15 U.S.C. § 77e, by, directly or indirectly, in the absence of any
28 applicable exemption:

1 (a) Unless a registration statement is in effect as to a security, making use of
2 any means or instruments of transportation or communication in interstate commerce or
3 of the mails to sell such security through the use or medium of any prospectus or
4 otherwise;

5 (b) Unless a registration statement is in effect as to a security, carrying or
6 causing to be carried through the mails or in interstate commerce, by any means or
7 instruments of transportation, any such security for the purpose of sale or for delivery
8 after sale; or

9 (c) Making use of any means or instruments of transportation or
10 communication in interstate commerce or of the mails to offer to sell or offer to buy
11 through the use or medium of any prospectus or otherwise any security, unless a
12 registration statement has been filed with the Commission as to such security, or while
13 the registration statement is the subject of a refusal order or stop order or (prior to the
14 effective date of the registration statement) any public proceeding or examination under
15 Section 8 of the Securities Act [15 U.S.C. § 77h].

16 IV.

17 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that,
18 pursuant to Section 20(g) of the Securities Act and Section 21(d)(6) of the Exchange
19 Act [15 U.S.C. § 77t(g) and § 78u(d)(6)], Defendant is permanently barred from
20 participating in an offering of penny stock, including engaging in activities with a
21 broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to
22 induce the purchase or sale of any penny stock. A penny stock is any equity security
23 that has a price of less than five dollars, except as provided in Rule 3a51-1 under the
24 Securities Exchange Act of 1934 [17 C.F.R. § 240.3a51-1].

25 V.

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
27 David B. Stocker is liable, jointly and severally with Defendant Carrera Capital, Inc.,
28 for disgorgement of \$505,000, representing profits gained as a result of the conduct

1 alleged in the Complaint, together with prejudgment interest thereon in the amount of
2 \$87,802, for a total of \$592,802. Payment of such disgorgement and prejudgment
3 interest will be deemed satisfied in full upon entry of a restitution order requiring
4 Stocker to pay restitution in the criminal proceeding captioned *United States v. David B.*
5 *Stocker*, Case No. 1:09CR118 (E.D. Va. filed March 11, 2009).

6 VI.

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent
8 of David B. Stocker is incorporated herein with the same force and effect as if fully set
9 forth herein, and that Stocker shall comply with all of the undertakings and agreements
10 set forth therein.

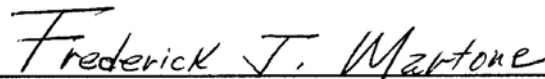
11 VII.

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

15 VIII.

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

19 Dated this 11th day of May, 2009.

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23 Frederick J. Martone
24 United States District Judge
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