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U.S. Securities and Exchange Commission

**UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA SOUTHERN DIVISION**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

OMAR ALI RIZVI, BELLWETHER  
VENTURE CAPITAL FUND I, INC.,  
and STRATEGY PARTNERS, LLC,

Defendants.

Case No. SA 8:10-cv-01632-JVS-FFM

**JUDGMENT AS TO DEFENDANTS  
OMAR ALI RIZVI, BELLWETHER  
VENTURE CAPITAL FUND I, INC.,  
and STRATEGY PARTNERS, LLC.**

Date: July 23, 2012  
Time: 1:30 PM  
Place: Courtroom 10C  
Ronald Reagan Fed.  
Bldg. & U.S. Courthouse  
411 W. 4th Street  
Santa Ana, CA 92701

Plaintiff Securities and Exchange Commission (“Commission”) having moved for summary judgment against Defendants Omar Ali Rizvi, Bellwether Venture Capital Fund I, Inc. (Bellwether), and Strategy Partners, LLC; the Court having granted summary judgment as to disgorgement and prejudgment interest; the defendants consenting to injunctive relief on those claims for which Defendants were found liable; and the Court being fully advised in the premises and good cause appearing:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants Rizvi, Bellwether, and Strategy Partners and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from further violating Section 5 of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

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

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

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

1 II.

2 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
3 Rizvi and his agents, servants, employees, attorneys, and all persons in active  
4 concert or participation with them who receive actual notice of this Judgment by  
5 personal service or otherwise are permanently restrained and enjoined from further  
6 violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] in the offer or  
7 sale of any security by the use of any means or instruments of transportation or  
8 communication in interstate commerce or by use of the mails, directly or  
9 indirectly:

- 10 (a) to employ any device, scheme, or artifice to defraud;
- 11 (b) to obtain money or property by means of any untrue statement of a  
12 material fact or any omission of a material fact necessary in order to make  
13 the statements made, in light of the circumstances under which they were  
14 made, not misleading; or
- 15 (c) to engage in any transaction, practice, or course of business which  
16 operates or would operate as a fraud or deceit upon the purchaser.

17 III.

18 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
19 Rizvi and his agents, servants, employees, attorneys, and all persons in active  
20 concert or participation with them who receive actual notice of this Judgment by  
21 personal service or otherwise are permanently restrained and enjoined from further  
22 violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of  
23 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated  
24 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of  
25 interstate commerce, or of the mails, or of any facility of any national securities  
26 exchange, in connection with the purchase or sale of any security:

- 27 (a) to employ any device, scheme, or artifice to defraud;
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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  
3 the 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 IV.

7 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
8 Bellwether and its agents, servants, employees, attorneys, and all persons in active  
9 concert or participation with them who receive actual notice of this Judgment by  
10 personal service or otherwise are permanently restrained and enjoined from further  
11 violating, directly or indirectly, Section 7(a) of the Investment Company Act [15  
12 U.S.C. § 80a-7(a)], which provides: No investment company organized or  
13 otherwise created under the laws of the United States or of a State and having a  
14 board of directors, unless registered under section 8, shall, in transactions not  
15 merely incidental to its dissolution, directly or indirectly—

16 (1) offer for sale, sell, or deliver after sale, by the use of the mails  
17 or any means or instrumentality of interstate commerce, any security or any  
18 interest in a security, whether the issuer of such security is such investment  
19 company or another person; or offer for sale, sell, or deliver after sale any  
20 such security or interest, having reason to believe that such security or  
21 interest will be made the subject of a public offering by use of the mails or  
22 any means or instrumentality of interstate commerce;

23 (2) purchase, redeem, retire, or otherwise acquire or attempt to  
24 acquire, by use of the mails or any means or instrumentality of interstate  
25 commerce, any security or any interest in a security, whether the issuer of  
26 such security is such investment company or another person;

27 (3) control any investment company which does any of the acts  
28 enumerated in paragraphs (1) and (2);

1 (4) engage in any business in interstate commerce; or

2 (5) control any company which is engaged in any business in  
3 interstate commerce.

4 V.

5 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
6 that Defendant Rizvi, Strategy Partners, and Bellwether are jointly and severally  
7 liable for disgorgement of \$1,815,885, representing profits gained as a result of the  
8 conduct alleged in the Complaint, together with prejudgment interest thereon in the  
9 amount of \$786,571.06 for a total of \$2,602,456.06. Defendants shall satisfy this  
10 obligation by paying \$2,602,456.06, jointly and severally, to the Securities and  
11 Exchange Commission within 180 after entry of this Judgment.

12 Defendants may transmit payment electronically to the Commission, which  
13 will provide detailed ACH transfer/Fedwire instructions upon request. Payment  
14 may also be made directly from a bank account via Pay.gov through the  
15 Commission website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant  
16 may also pay by certified check, bank cashier's check, or United States postal  
17 money order payable to the Securities and Exchange Commission, which shall be  
18 delivered or mailed to

19 Enterprise Services Center  
20 Accounts Receivable Branch  
21 6500 South MacArthur Boulevard  
22 Oklahoma City, OK 73169

23 and shall be accompanied by a letter identifying the case title, civil action number,  
24 and name of this Court; Defendant's name; and specifying that payment is made  
25 pursuant to this Judgment.

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1 Defendants shall simultaneously transmit photocopies of evidence of  
2 payment and case identifying information to the Commission's counsel in this  
3 action. By making this payment, Defendants relinquish all legal and equitable  
4 right, title, and interest in such funds and no part of the funds shall be returned to  
5 Defendants.

6 The Commission shall hold the funds (collectively, the "Fund") and may  
7 propose a plan to distribute the Fund subject to the Court's approval. The Court  
8 shall retain jurisdiction over the administration of any distribution of the Fund. If  
9 the Commission staff determines that the Fund will not be distributed, the  
10 Commission shall send the funds paid pursuant to this Judgment to the United  
11 States Treasury.

12 The Commission may enforce the Court's judgment for disgorgement and  
13 prejudgment interest by moving for civil contempt (and/or through other collection  
14 procedures authorized by law) at any time after 180 days following entry of this  
15 Judgment. Defendants shall pay post judgment interest on any delinquent amounts  
16 pursuant to 28 U.S.C. § 1961.

17 VI.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this  
19 Court shall retain jurisdiction over this action for all purposes, including to  
20 implement and enforce the terms of this Judgment and other orders and decrees  
21 which may be entered, and to grant such other relief as this Court may deem  
22 necessary and just.

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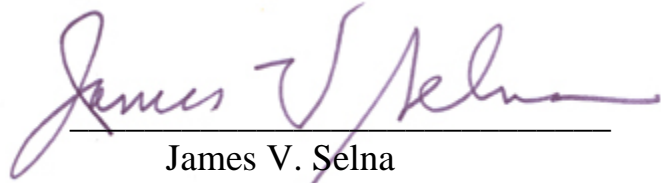
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VII.

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 Judgment forthwith and without further notice.

Dated: July 24, 2012



James V. Selna  
United States District Court Judge

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1 Presented by:

2 /s/Timothy S. McCole

3 Attorney for Plaintiff

4 Securities and Exchange Commission

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**CERTIFICATE OF SERVICE**

1  
2 I hereby certify that on this 18th of June 2012, I electronically filed the  
3 foregoing document with Clerk of the Court for the Central District of California,  
4 by using the CM/ECF system which will send a notice of electronic filing to the  
5 following CM/ECF participants.  
6

7 Timothy S. McCole, *Counsel for Securities and Exchange Commission*

8 John McCoy, *Counsel for Securities and Exchange Commission*

9 Mohammed I Abdulla, *Counsel for Defendants*

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14 */s/ Timothy S. McCole*  
15 Timothy S. McCole  
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