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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

JAMES V. MAZZO, et al.,

Defendants.

Case No. SACV 12-1327-DOC(AFM)

**FINAL JUDGMENT AS TO
DEFENDANT JAMES V. MAZZO [181]**

Complaint Filed: Aug. 17, 2012
Judge: Honorable David O. Carter

The Securities and Exchange Commission having filed a Complaint and Defendant James V. Mazzo 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 and except as otherwise provided herein in paragraph VI); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

1

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

- 7
- 8 (a) to employ any device, scheme, or artifice to defraud;
 - 9 (b) to make any untrue statement of a material fact or to omit to state a material fact
10 necessary in order to make the statements made, in the light of the circumstances
11 under which they were made, not misleading; or
 - 12 (c) to engage in any act, practice, or course of business which operates or would
13 operate as a fraud or deceit upon any person.

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal
15 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive
16 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers,
17 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation
18 with Defendant or with anyone described in (a).
19

20 II.

21 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is
22 permanently restrained and enjoined from violating Section 14(e) of the Exchange Act [15 U.S.C.
23 § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3] promulgated thereunder, in connection with any
24 tender offer or request or invitation for tenders, from engaging in any fraudulent, deceptive, or
25 manipulative act or practice, by:
26

1 (a) purchasing or selling or causing to be purchased or sold the securities sought
2 or to be sought in such tender offer, securities convertible into or
3 exchangeable for any such securities or any option or right to obtain or
4 dispose of any of the foregoing securities while in possession of material
5 information relating to such tender offer that Defendant knows or has reason
6 to know is nonpublic and knows or has reason to know has been acquired
7 directly or indirectly from the offering person; the issuer of the securities
8 sought or to be sought by such tender offer; or any officer, director, partner,
9 employee or other person acting on behalf of the offering person or such
10 issuer, unless within a reasonable time prior to any such purchase or sale
11 such information and its source are publicly disclosed by press release or
12 otherwise; or

14 (b) communicating material, nonpublic information relating to a tender offer,
15 which Defendant knows or has reason to know is nonpublic and knows or
16 has reason to know has been acquired directly or indirectly from the offering
17 person; the issuer of the securities sought or to be sought by such tender
18 offer; or any officer, director, partner, employee, advisor, or other person
19 acting on behalf of the offering person of such issuer, to any person under
20 circumstances in which it is reasonably foreseeable that such communication
21 is likely to result in the purchase or sale of securities in the manner described
22 in subparagraph (a) above, except that this paragraph shall not apply to a
23 communication made in good faith

26 (i) to the officers, directors, partners or employees of the

1 offering person, to its advisors or to other persons, involved
2 in the planning, financing, preparation or execution of such
3 tender offer;

4 (ii) to the issuer whose securities are sought or to be sought by
5 such tender offer, to its officers, directors, partners,
6 employees or advisors or to other persons involved in the
7 planning, financing, preparation or execution of the
8 activities of the issuer with respect to such tender offer; or
9

10 (iii) to any person pursuant to a requirement of any statute or
11 rule or regulation promulgated thereunder.

12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal
13 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive
14 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers,
15 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation
16 with Defendant or with anyone described in (a).
17

18 III.

19 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to
20 Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant is prohibited, for five
21 years following the date of entry of this Final Judgment, from acting as an officer or director of any
22 issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15
23 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15
24 U.S.C. § 78o(d)].
25

26 IV.

1 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
2 shall pay a civil penalty in the amount of \$1,500,000 to the Securities and Exchange Commission
3 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]. Defendant shall make this
4 payment within 14 days after entry of this Final Judgment.
5

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

13 Enterprise Services Center
14 Accounts Receivable Branch
15 6500 South MacArthur Boulevard
16 Oklahoma City, OK 73169

17 and shall be accompanied by a letter identifying the case title, civil action number, and name of
18 this Court; James V. Mazzo as a defendant in this action; and specifying that payment is made
19 pursuant to this Final Judgment.

20 Defendant shall simultaneously transmit photocopies of evidence of payment and case
21 identifying information to the Commission's counsel in this action. By making this payment,
22 Defendant relinquishes all legal and equitable right, title, and interest in such funds and no part of
23 the funds shall be returned to Defendant. The Commission shall send the funds paid pursuant to
24 this Final Judgment to the United States Treasury. Defendant shall pay post-judgment interest on
25 any delinquent amounts pursuant to 28 USC § 1961.

26 V

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1 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
2 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant
3 shall comply with all of the undertakings and agreements set forth therein.
4

5 VI.

6 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for purposes of
7 exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the
8 allegations in the complaint are true and admitted by Defendant, and further, any debt for
9 disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under this
10 Final Judgment or any other judgment, order, consent order, decree or settlement agreement
11 entered in connection with this proceeding, is a debt for the violation by Defendant of the federal
12 securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19)
13 of the Bankruptcy Code, 11 U.S.C. §523(a)(19).
14


15 VII.

16 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
17 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.
18

19 VIII.

20 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil
21 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.
22

23 Dated: December 6, 2018

24 
25 THE HONORABLE DAVID O. CARTER
26 UNITED STATES DISTRICT JUDGE