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

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

ABS MANAGER, LLC and GEORGE  
CHARLES CODY PRICE,

Defendants,

ABS FUND, LLC [ARIZONA]; ABS  
FUND, LLC [CALIFORNIA]; CAPITAL  
ACCESS, LLC; CAVAN PRIVATE  
EQUITY HOLDINGS, LLC; and LUCKY  
STAR EVENTS, LLC,

Relief Defendants.

Case No. 13 CV 0319 GPC (BGS)

**FINAL JUDGMENT AS TO  
DEFENDANT GEORGE  
CHARLES CODY PRICE**

**FINAL JUDGMENT AS TO DEFENDANT  
GEORGE CHARLES CODY PRICE**

The Securities and Exchange Commission (“SEC”) having filed a Complaint and Defendant George Charles Cody Price (“Defendant”) 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.**

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant’s 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;
- (b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

**II.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant’s agents, servants, employees, attorneys, and all

1 persons in active concert or participation with them who receive actual notice of  
2 this Final Judgment by personal service or otherwise are permanently restrained  
3 and enjoined from violating Section 17(a) of the Securities Act of 1933 (the  
4 “Securities Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use  
5 of any means or instruments of transportation or communication in interstate  
6 commerce or by use of the mails, directly or indirectly:

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

14 III.

15 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
16 that Defendant and Defendant’s agents, servants, employees, attorneys, and all  
17 persons in active concert or participation with them who receive actual notice of  
18 this Final Judgment by personal service or otherwise are permanently restrained  
19 and enjoined from violating Section 206 of the Investment Advisers Act of 1940  
20 (“Advisers Act”) [15 U.S.C. § 80b-6] by use of the mails or means and  
21 instrumentalities of interstate commerce:

- 22 (a) to employ devices, schemes or artifices to defraud clients or  
23 prospective clients; or
- 24 (b) engage in transactions, practices, or courses of business which operate  
25 as a fraud or deceit upon clients or prospective clients.

26 IV.

27 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
28 that Defendant and Defendant’s agents, servants, employees, attorneys, and all

1 persons in active concert or participation with them who receive actual notice of  
2 this Final Judgment by personal service or otherwise are permanently restrained  
3 and enjoined from violating Section 206(4) of the Advisers Act [15 U.S.C. § 80b-  
4 6(4)] and Rule 206(4)-8 [17 C.F.R. § 240.206(4)-8] promulgated thereunder by use  
5 of the mails or means and instrumentalities of interstate commerce:

6 (a) make untrue statements of a material fact or omit to state a material  
7 fact necessary in order to make the statements made, in the light of the  
8 circumstances under which there were made, not misleading, to any investor or  
9 prospective investor in the pooled investment vehicle; or

10 (b) engage in acts, practices, or courses of business that are fraudulent,  
11 deceptive, or manipulative with respect to any investor or prospective investor in  
12 the pooled investment vehicle.

13 V.

14 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
15 that Defendant is liable, jointly and severally with co-Defendant ABS Manager,  
16 LLC, for disgorgement of \$339,900, representing profits gained as alleged in the  
17 Complaint, together with prejudgment interest thereon in the amount of  
18 \$22,748.83. Defendant is also individually liable for a civil penalty in the amount  
19 of \$150,000 pursuant to Section 20(d) of the Securities Act, Section 21(d)(3) of the  
20 Exchange Act, and Section 209(e) of the Advisers Act. Defendant shall satisfy  
21 these obligations by paying \$512,648.83 to the Securities and Exchange  
22 Commission within 14 days after entry of this Final Judgment.

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

1 Enterprise Services Center  
2 Accounts Receivable Branch  
3 6500 South MacArthur Boulevard  
4 Oklahoma City, OK 73169

5 and shall be accompanied by a letter identifying the case title, civil action number,  
6 and name of this Court; George Charles Cody Price as a defendant in this action;  
7 and specifying that payment is made pursuant to this Final Judgment.

8 Defendant shall simultaneously transmit photocopies of evidence of  
9 payment and case identifying information to the SEC's counsel in this action. By  
10 making this payment, Defendant relinquishes all legal and equitable right, title, and  
11 interest in such funds and no part of the funds shall be returned to Defendant.

12 The SEC 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 14 days following entry of this  
15 Final Judgment. Defendant shall pay post judgment interest on any delinquent  
16 amounts pursuant to 28 U.S.C. § 1961. The SEC shall hold the funds, together  
17 with any interest and income earned thereon (collectively, the "Fund"), pending  
18 further order of the Court.

19 The SEC may propose a plan to distribute the Fund subject to the Court's  
20 approval. Pursuant to the provisions of Section 308(a) of the Sarbanes-Oxley Act  
21 of 2002, the civil penalty paid by Defendant may be added to and become part of  
22 the Fund. The Court shall retain jurisdiction over the administration of any  
23 distribution of the Fund. If the SEC staff determines that the Fund will not be  
24 distributed, the SEC shall send the funds paid pursuant to this Final Judgment to  
25 the United States Treasury.

26 Regardless of whether any such distribution is made, amounts ordered to be  
27 paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to  
28 the government for all purposes, including all tax purposes. To preserve the

1 deterrent effect of the civil penalty, Defendant shall not, after offset or reduction of  
2 any award of compensatory damages in any Related Investor Action based on  
3 Defendant's payment of disgorgement in this action, argue that he is entitled to,  
4 nor shall he further benefit by, offset or reduction of such compensatory damages  
5 award by the amount of any part of Defendant's payment of a civil penalty in this  
6 action ("Penalty Offset"). If the court in any Related Investor Action grants such a  
7 Penalty Offset, Defendant shall, within 30 days after entry of a final order granting  
8 the Penalty Offset, notify the SEC's counsel in this action and pay the amount of  
9 the Penalty Offset to the United States Treasury or to a Fund, as the SEC directs.  
10 Such a payment shall not be deemed an additional civil penalty and shall not be  
11 deemed to change the amount of the civil penalty imposed in this Judgment. For  
12 purposes of this paragraph, a "Related Investor Action" means a private damages  
13 action brought against Defendant by or on behalf of one or more investors based  
14 on substantially the same facts as alleged in the Complaint in this action.

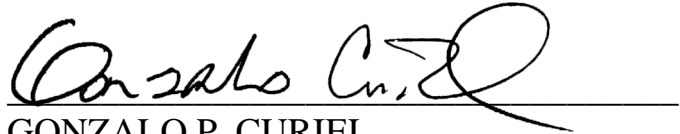
15 VI.

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

VII.

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: July 16, 2015

  
GONZALO P. CURIEL  
UNITED STATES DISTRICT JUDGE

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