

IN nm VNITBD STATBS DISTRICT COURT POR. THB DJSTRICI' OPNEW JBRSBY

,

SECUJUTIBS AND BXCHANGB COMMISSION,

Plaintiff;

v.

BER.TL.SPALLINA. et al.,



CONSENT OF DBF.ENDANT ROBERT L.SPALLINA

J. Dofendant ·llobort L Spallina ("Defoadant") waivol service of a summona mid tho complaU;at mthis action, eaten a paeral appearance, and admits tbo Court,•juriadiction over Defendant IDCIover tbe subject matter of this action.

1. Dofendant 1111 aaned to plead guilty to criminal conduct re1atfn& to certain

*}* mattors al1epd illthe eomplaint in this action andacknowledges that his conduct violated die



. federal securitiea law& Specjficaly,Defendant bas aareed to plead guilty to a one count information which charges himwith committing securidos find involving insidor trading Jn tho aocmidca of Phannasset, Inc. ina matter to befiled inthe United States District Court *tol* tho District ofNew Jeney.(tbe ''CrimJnal Action").

1. Defendant hereby cots to the entry of the Final Judgment Jn the form attached

hereto (the "Pinal Judgment') and incorporated by retercmco herein, which, among other things:

* 1. Permanently restrains and eqjoina Deteodant Jiom violation of Sections

·lO(b) mid 14(o) of the Securities Bxchinp Aat ·o,1934 (''Bxchango Act")

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[15U.S. .§I 78j(b) and 7,n(e)] and Rules JOb-S and 14o-l thereunder (17 C.P.R. f l 240.tOb-S and 240.14e-3];

* 1. order8 Defendant to pay disgorgement inthe amount of$39,156, plus

prejudplCllt interest tlJoreon in the amount of Sl,794;provided, however,

* that 139,1545 shallbe doc:med sadafted inlight of Defendanra comont to the entry of a fbrfeiture moneyjudgment in the amount of $39,1S6 in conneotkm with tho Criminal Aationt and
  1. m:dtrs Dofmdaat to pay a ctvD penalty in tho amount of $39,156 under Seodon 21A ofdlo BxchanpAct [1.S U.S.C. f 78u-1].

4. Defondant agrees that ho ahall not seek or accept, or indirectly,

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reimbunemeDt or indoamrification &om any sourc:o. includina but not limited to payment made

pumamt to my hlsunmQe policy,with reprd to my civil penally amounts that Defendant paya panwmt to the Pinal 1uclpient, teprdle88 of whether such penaky arnounta or aay patt thereof are added to a diatn1nltion fbDd or otlaerwise uaed for the benefit of investora. Defendant .tbrther agrees that he shall not claim, asaert, or apply for atax cleductlon or tax credit with regard to .IDY federal, state, or local tax fbr any penalty amounts that Defendant P8J1 pmauant to the Final Judgment, reprdtea of whether such penalty amounfl or anypart thereof aro added to a distribution ftmcl or octi.wiao used for tbo benefit of inveaton.

$. Defendant waives the en1ry of ftndinpof llct and concluaiona of Jaw panwmt to

1. ule 52 of the Pederal Rules of Civil Pn>cedure.

*6.* Defendant waivoa the right. if any,to ajury trial and to appeal fiom the entry of

the PJnal Judgment.

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7. Defendant enters into this Consent voluntarily andrepresents that no an.ts,

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often, pzomiae1.ot inducomadl of any kind have been made by fJio Commillion or any member,offioar,employ-. .orrepresentative of theCommfaaion to induce Defendant to ents lato thia Consent.

8. Defendant agrees that this Consent shall bo incorporat.ed into the F J'vdgment

with·the same fim:e and ctToct aa if1Wlyset forth thereJn.

9. Delendant will notoppoao tho enforcement of tho Pinal Judament on tho ground,

·ifany existl, that ft fails to comply with llu1o 6S(d) of the Federal lt.ules of CivilProcedure, and .

hereby waives any objection buod thereon.

10. Dofondant waives service of the Pinal Judgment and asrees that entry of the Pinal

1udgment by dlo Court and fililJgwith the Clerk of the·Comt will oonstitu1e notice to Defendant of illtmaa and conditions. Dofendant iUrther ....to provide counael for 1ho Commiuion. within thilty clays after 1hePinal Judsmont la filed with the Clerk of the Court, with an afttdavit



or declaration 8tatina tbat Defendant bas recoived rad a copy of the PinalJudament.

11. Conaistmt with 17 c.F.R. 202..5(1),thJI Consent resolves only the claims 8SICl1ed against Defendant inthis civil pmcrdtng, Defendant acknowledges that no promise or representation has been made by the Commilaion or any momber,ooer,employee. agent, or repraeucadve of the\_ Commiaaion with rvgard to any oriminal Habillty that may have arisen or may arJae ftom. the facta underlying tbf;I action or immunity &om any sucb criminal liability.

Defendant waives any claim of Double Jeopanly based upo the settlement of this pmradin&

including tho imposition of any remedy or cfvii penalty herein. Defendant 1brtb.er aclm.owledges

that tho Court'sentry of a ent bQunction may have collatoral conaequencos under fedenJ ,

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or state law and the rules and regulations of self..regu1atory organizations, licensing boards, and

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other regulatory organizations. Such collateral consequences include, but aro not limited to, a

1. latGtory disquali8c:adon with respect to membership orparticipation in,or associationwida a

member of; a orpnizatioD. 11da atatutory disqualiftcation bas consequencea that are separate from any aanc:don imposedinID proceeding. Jn addition, iDay disciplfnlry pmceoding before the Comrmuion baaed on 1bomtiy of the injunction in this action, Defendant undontanc.fa that hoabal1not bopmmittecl to contest the factual allejadons of the complaint iathia action.

1. Defendant underabmdl and apeea to comply with tho terms of 17 C.F.R.

f 202.S(e).whlcb provides inpart that it iitho Commission•a policy •'nqt to pamit a dofendaat

or respolideM to consent to ajudgment or older that imposes a llDCtionwhllo denying the

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allepdona inthecomplaint or Older for prooeedinp." *Aa* part of DelendaDt'a

agreemant to

comply with tho tcims of Section 2015(0), Defendant acknowledges that be bua8ft\*1 to plead guilty tor rolatec1 conduct as deacribcd inpamaraph 2 above. and: (i) will not tabany acdon or make orpermit 10be made any publio statement denying directly or indirectly,any allegation in

compJafnt or creatin& the impieulon that the complaint la without W basis;(If) will not maborpermit to bomade my public statement to tho etfeot tbat Defendant doel not admit tho alleptlona ofthe complaint., or that dlla Consent eonlahw no admission ofthe alleptiou; (iH) upon the filing oftbia Conaeat. Defendant hereby withdraws any papers filed in this action to tbe extent that they dmy•Y aDepdon IDthe complaint; ad(iv) sdpul"'8 for purpoauof aceptiona to discbarp sot forth inSection 523 of the Bantruptcy Code, 11U.S.C. §523.that the allegations Jn the complablt *m* true, and fbrthor,that any dobt tor dilgorgement. prejudgplcnt interest, civil penalty or other amounts due by Defendant under the Pinal Judpient or any other

judgment. Older consent order,decreo or sottleaDeat agreement entered in connection with this

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proceeding, ia a debt tbt the violation by Defendant of tho fedeml socurities laws or any

regulation or onfcr issued under such laws, u sol forth inSection 523(a)(l 9) of the Bankruptcy Code, 11u.s.c.tS23(aXt9). If Defendant breachol 1hilaaroemant, the Commission may petidon the Court to vacate tho PinalJudgmeat andrutarethis action to 111active cfock.ot.

Nothing hitbia PM181'8Ph affocti Dofcmdant'a: (i) tmtimonia1 oblptlona; or (H)rightto take

lept or factual positions inlltipdon or adsleplproceodlnp in wMohthe Commission lanot

a party.

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1. . Dofendant hereby ·wafvea any rigbta und• tbe EqualAccoaa to Justice Act, tho !

SmaD Buinesa R.egulatory BDforoement Faimeaa Act of 1996, or anyother pmvilfon Of Jaw to aeak from the United Stafel, or·aay agency, or any ofBoial oftho United States acting Inbia or

* her official capacity,direcdy or indirectly,reimburaenaent orattoJnof •feel or other foes,

expema, or coatl expended by Defendant *to* detend lpinst thfa acdon. For tbeae pt1lp08ea, . Do.ftmdant agrees that Ddmdaat iinot the prevailing party ID this action sinco thepartiahave reached a good faith settlement,

1. Jnconnectionwith thia action and any related judicial or administrative proceeding *0t* Jnvestipdon oommonced by the Commluion or to which tho Commlulon is a party,Defendant (i)apeea to appear and be illterYiewed by Commlaicm ata1f at such dme8 and

pllooa u tho ltd'requeata upon reasonable noticoi (11) will accept service by mail or Acsimilo 11'1D81Diasion of noticee or subpoeaaa iaaued bythe Commiaaion for documeata or toadmony at depoaitlona, hearinp, or trials. or In connoadon witb any related Investigation by Coinmi'Y'ion (iH) appointl Dotendant'a undersigned attorney as.qent to receive service of such notices

and subpoonu; (iv) with respect to such nodces and subpoow, waives the terri limits on

service contained in Rule 4S of the Federal Rules of Civil P •nd any aPIJlicable 10caa . !

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rules. j>rovidcd chat die party requesdng the testimony reimburses Defendant'stravel. lodgbl& and

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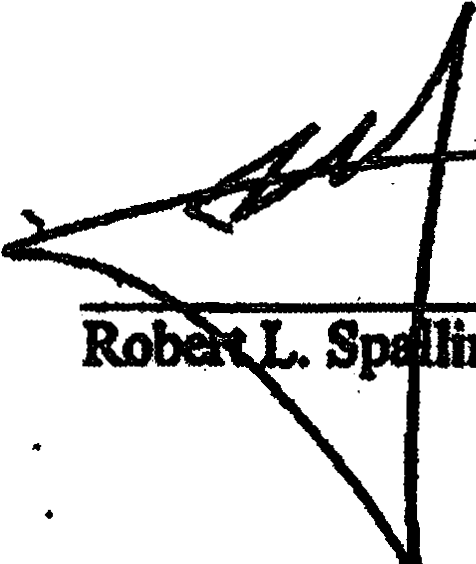
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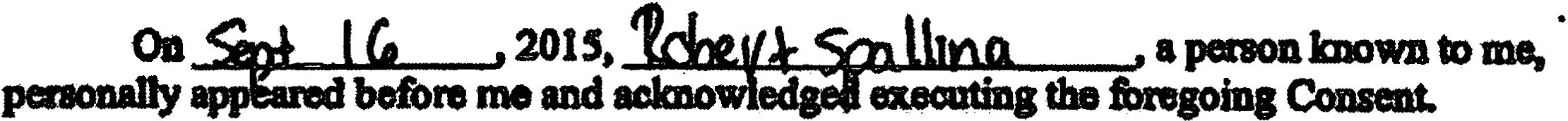
1. Defendant agrooa that tho Commission may present thePinal Judgment·to the Comt for aipatum ancl entzy without tbrtber notice.
2. Defendant asreea chat this Court aball rotain Jurisdiction ovs tbia matter for tho

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purpose of enforcing the terms of the Pinal Judgment.







Notary PubHo .

* + Commiaion expUes:

ApptQved 11to form: 

Gibbobs " I

One Oateway Center Newal'flt NJ 07102-5310

Counsel for R.obert L. Spallina

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IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY

SECURITIES AND EXCHANGE COrvlMISSION,

Plaintiff,

v.

ROBERT L. SPALLINA, et al.,

Defendants.

FINAL JUDGMENT AS TO DEFENDANT ROBERT L. SPALLINA

The Securities and Exchange Commission having filed a Complaint and Defendant Robert L. Spallina 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; waived findings of fact and conclusions of law; waived any right to appeal from this Final

Judgment; and Defendant having admitted the facts set forth in the Consent of Robert L. Spallina and acknowledged that his conduct violated the federal securities laws:

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 IO(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule IOb-5 promulgated thereunder [17 C.F.R. § 240. lOb-5], by using any means or

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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:

1. to employ any device, scheme, or artifice to defraud;
2. 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
3. to engage inany 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 persons inactive 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 Section 14(e) of the Exchange Act (15 U.S.C. § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3] promulgated thereunder, in connection with any tender offer or request or invitation for tenders, from engaging inany fraudulent, deceptive, or manipulative act or practice, by:

* 1. purchasing or selling or causing to be purchased or sold the securities sought or to be sought in such tender offer, securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities while inpossession of material information relating to such tender offer that Defendant knows or has reason to know is nonpublic and knows or has reason to know has been

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acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee or other person acting on behalf of the offering person or such issuer, unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed by press release or otherwise; or

1. comniunicating material, nonpublic information relating to a tender offer, which Defendant knows or has reason to know is nonpublic and knows or has reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee, advisor, or other person acting on behalf of the offering person ofsuch issuer, to any person under circumstances in which it is reasonably foreseeable that such communication is likely to result in the purchase or sale of securities in the manner described in subparagraph (a) above, except that this paragraph shall not apply to a communication made in good faith
   1. to the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved in the planning, financing, preparation or execution of such tender offer;
   2. to the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons involved inthe

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planning, fm'

ancing, preparation or execution of the

activities of the issuer with respect to such tender offer; or

* 1. to any person pursuant to a requirement of any statute or rule or regulation promulgated thereunder.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of $39,156, representing profits gained as a result of the conduct alleged inthe Complaint, together with \_prejudgment interest thereon inthe amount of $1,794; provided, however, that $39,156 shall be deemed satisfied in light of Defendant's consent to the entry of a forfeiture money judgment inthe amount of $39,156 in connection with the resolution of a parallel criminal action instituted inthis Court; and a civil penalty in the amount of $39,156 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]. Defendant shall satisfy this obligation by paying $40,950 to the Securities and Exchange Commission within 14 days after

entry of this Final Judgment.

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

Enterprise Setvices Center Accounts Receivable Branch

6500 South MacArthur Boulevard Oklahoma City, OK 73169

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and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; Robert L. Spallina as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

Defendant shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Defendant. The Commission shall send the funds paid pursuant to this Final Judgment to the United States Treasury.

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

*N .*

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is

incorporated herein with the saine force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

v.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the allegations in the Complaint are true and admitted by Defendant, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under this

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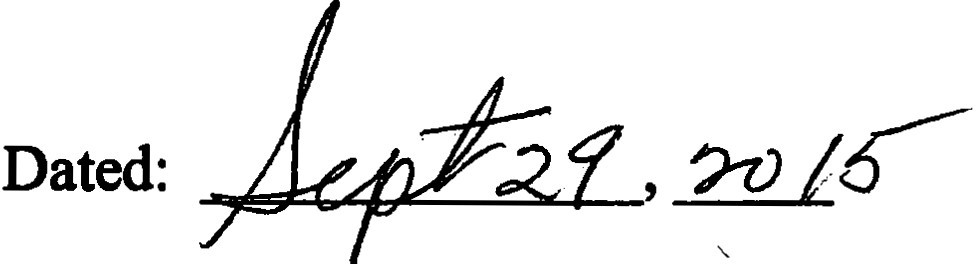
Final Judgment or any otherjudgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Defendant of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(l9) of the Bankruptcy Code, 11 U.S.C. § 523(a)(l9).

VI.

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.

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 Final Judgment forthwith and without further notice.

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IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF NEW JERSEY

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

ROBERT L. SPALLINA, et al.,

Defendants.

FINAL JUDGMENT AS TO DEFENDANT ROBERT L.SPALLINA

The Securities and Exchange Commission having filed a Complaint and Defendant Robert L. Spallina 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; waived findings of fact and conclusions of law; waived any right to appeal from this Final

Judgment; and Defendant having admitted the facts set forth in the Consent of Robert L. Spallina and acknowledged that his conduct violated the federal securities laws:

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 pennanently restrained and eajoined from violating, directly or indirectly, Section IO(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 1Ob-5 promtilgated thereunder [17 C.F.R. § 240.1Ob-5], by using any means or

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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

1. 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 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 Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule 14e..J [l7 C.F..R. § 240.14e-3] promulgated thereunder, in connection with any tender offer or request or invitation for tenders, from engaging in any fraudulent, deceptive, or manipulative act or practice, by:

* 1. purchasing or selling or cal!sing to be purchased or sold the securities sought or to be sought in such tender offer, securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities while in possession of material information relating to such tender offer that Defendant knows or has reason to know is nonpublic and knows or has reason to know has been

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acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee or other person acting on behalf of the offering person or such issuer, unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed by press release or otherwise; or

1. communicating material, nonpublic information relating to a tender offer, which Defendant knows or has reason to know is nonpublic and knows or has reason to know has been acquired directly or indirectly from the offering person; the issuer of the securities sought or to be sought by such tender offer; or any officer, director, partner, employee, advisor, or other person acting on behalf of the offering person of such issuer, to any person under circumstances in which it is reasonably foreseeable that such communication is likely to result in the purchase or sale of securities in the manner described in subparagraph (a) above, except that this paragraph shall not apply to a communication made in good faith
   1. to the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved inthe planning, financing, preparation or execution of such tender offer;

(ii) to the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons involved in the

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planning, financing, preparation or execution of the activities of the issuer with respect to such tender offer; or

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

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of $39,156, representing profits gained as a result of the conduct alleged inthe Complaint, together with prejudgment interest thereon inthe amount of $1,794; provided, however, that $39,156 shall be deemed satisfied in light of Defendant's consent to the entry of a forfeiture money judgment iilthe amount of $39,156 in connection with the resolution of a parallel criminal action instituted in this Court; and a civil penalty iilthe amount of $39,156 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-l]. Defendant shall satisfy this obligation by paying $40,950 to the Securities a.nd Exchange Commission within 14 days after entry of this Final Judgment.

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

Enterprise Services Center Accounts Receivable Branch

6500 South MacArthur Boulevard Oklahoma City, OK 73169

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and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; Robert L. Spallina as a defendant in this action; and specifying that payment. is made pursuant to this Final Judgment.

Defendant shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Defendant. The Commission shall send the funds paid pursuant to this Final Judgment to the United States Treasury.

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

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is

incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

v.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the allegations in the Complaint are true and admitted by Defendant, and funher, any debt for disgorgement, prejudgment interest, civil penalty ot other amounts due by Defendant under this

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Final Judgment or any otherjudgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Defendant of the federal securities laws or any regulation or order isSl.Jed under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(l9).

VI.

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

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 Final Judgment forthwith and without further notice.



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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 1of 22 PagelD: 143

* + Case 3:15-cv-07118-AET-LHG Document 7 Filed 09/28/15 Page 1of 14 PagelD: 104

UNrrBD STATES DISTRICT COT DISTRICT OF NEW JERSEY

*)*

C.A.·No.\_.\_

SBCURITIES AND EXCHANGE COMMISSION,

* Plainti

v.

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*DONAW* R. TBSCHBR. et al.,

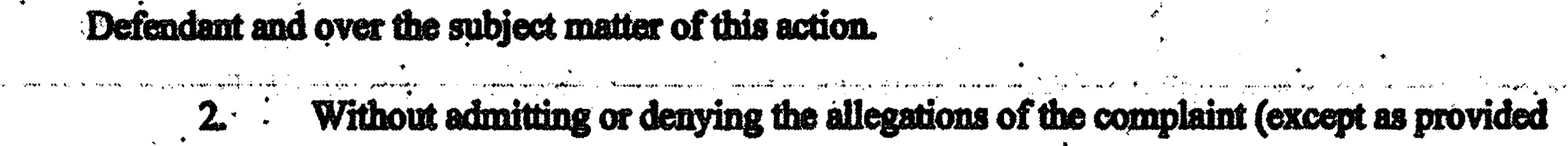
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·CONS O:FDD'ENDANT DONALD.R. TE

* + - 1. Defendant Donald.R. Tescber ("Defendant") waives service of a summons aild

the compJaint in . action. enteri a general appearance, a1icl adinita the s urisdiction over



herein inparaaraph ·12and..except as to PerDu.l and subjectmatter ction, which

. Defendant adm.. its), Defendant here.by eonsents *to* the entry of the fin*.r*al Judgmcat inthe fomi

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attached he!eto (tho "Fmal Jmit") and incoJporated reference herein, which, among other

tbjnp:



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IO(b) and 14(e) ofthe Securities change Act of t934 ("Rxchange *Act?* ··

[lSU.S.C.§§ 78j(b) and 78n{e)) and Rules lOb-S ind 14&-3 thereunder [17 C.F.R.·\*§240.lOb-S and.240. 14e-3);

(b) · orders DefeDdapt tO disgorgement inthe amount of $9,'!J7,plus · prejudgment interest thereon intheamount of $690;and

1.

Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 2 of 22 PagelD: 144

* + Case 3:15-cv-07118-AET-LHG Document 7 Filed 09/28/15 Page 2 of 14 PagelD: 105

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1. orders Deto pay a civil penalty in1heamount of $9,937 under ·

. .

Section 21A of tbe Exchange Act [ISU.S.C.§ 78u-1].

. "

1. Defendant agrees that he shall not se.ek or accept, dii'ectly or indirectly,

reimbqrsemmt or jndernnJfic.atioo from. any source, includilig but not limitedto payment made pursuant to any insurance policy,withregardto any civil penalty amounts that Defemlant pays pursuant *to* the Final Judgment. regardless ofwhether suchpenalty amounts or any part tbereo

are added to a distributi0a fund or otherwise used for the benefit of investon. ·DefeDdant fbrther

agrees that be shall not claim, assert, or apply for atax deduction or tax ciedit with regard to .,.y

·federal, stale, or local tax for any penalty .amothat Defendant pays pursuant.to the Final

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·.Judplent. ess of wbetlm·sUchpenalty amOUDts any part thereof are addedto a

diStribldi fund or otherwise used for.the benefit of investors..

1. Defendant tectP that the Court is not imposinga ciyil penalty in excess

·of$9,937 based on DefeQdant'scooperation ina Commi•on inwsdptio.n and/ormated

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action.

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Judgment Commiaion obtains infomuttion incticatins that Defendant lmowinalY pm,videcl

materially false or mislead infonnation or materials to the Commission or inarelated

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iJroceedin& the Commission may, at its sole OD am without prior notice to the Defendant;.

petitionthe ·for an order requiring Defendant·topay an additional civilpenalty. In

. ·connection with the Commission' smotion for civilpenal1ies, and at any hcmin1held on such a motion: (a) Defendant Will be preCtuded from arguing that hedid not viol8te the federal securities laws as alleged in the Complamt; (b) Defendant may not challenge the validity ofthe Judgment, this Consent, or any related Undertakings; (c) the of the cOmp solely for purposes of' motion, shall beaccepted as and deemed 1rueby the Court; and (d) the

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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 3 of 22 PagelD: 145

* Case 3:15-cv-07118-AET-Lf:iG Document 7 Filed 09/28/15 Page 3 of 14 PagefD: 106

CoUl'.lmay deterlnine the issuos raised inthe motionon the basis of affidavits, declarations, excapCB of sworn deposi or investigative testimony, anddocumentary evidence without reprdto the standards for SUIDID8I)' judsment CODtaiDecl inRule S6(c) ofthe Federal Rules of

Civil Procedme. Under these cireumstances, theparties may tab discovery,including disc.overy

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* + S. Defendant waives die Ol1tlJ of ftnclinp of fact and conclusiom of lawpursuant *to*

Rule *52* ofthe Federal Rules of Civil Procedme.

*6.* Defendant waives the right, ifany, to ajury 11'.:ial and to appeat iom the 011t1J of.

the FinalJudgment.

,7. Defendant enters into thia CODSeDt volmdarily and 1epieaerd8 that DO tbieats,

o1l\n, promises, or inducementa of any kind haw been made by. the Conmrission or any .,. " member.ofticer,employee, apnt, or representative of the Cc>mmissiou to incluce Dcfendaul to enter into this C.onsent.

1. Defendant lllW that tbia Consent shall be incorpomtecl into the Final Judpent

withthe same foJCe and effect as if 1blly set forththerein.

1. · Defendant willnot oppose the enforcement of the Final Judgment on the ground,

,.

if any exists, that itfails to comply with Rule 6S(d) ofthe Fedeml Rules of Civil Proceclme. and

hereby waives any objection basedthereon. "

1. Defendant waives aonrice of the Fm' al Judgment andaglees that entry of the Pinal Judgment by the Court and filina with the Cleit of the Court wiD constitute notice to Defendant . of its terms and conditions. Defendant fbrtber aarees to provide counsel for the Commission, within thirty days after the Final Judgment is filed widl the Clerk of die Court, with an aftidavit

or declaration stating dud Defendant bu received and read acopy of the Fm'

al Judgment.

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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 4 of 22 PagelD: 146

* + Case 3:15-cv-07118-AET-LHG Document 7· Filed 09/28/15 Page 4 of 14 PagelD: 107 ·

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11.· Consistent with 17 C.P.R. §202.S(f), tbis.ConsCnt reso.lves only the Claims

issertedaPmst Defendnt inthis.civil Ing ldatotbalt nopromise or

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w f the·C!ommissic>n with regmd *to* any al li8bility that may have arisen or

may arise JiOm the faclB underlyina this aidon or immuDitJ tiom any criniinal liabilitJ.

. Defendant waives any.claim of DoubleJeopardy uponthe eat.of tbia .... including the imposition of miy relnedy or civil penalty berebi. Defmctant fiD1h'4' ·

that the Court'sentry of apermanent on may have collateral UDder federal

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or state law and the rutes and ieguJatiOns of self-regulatory orpnimions, 1icensina boards, and

other regulatoJy organiZa.tions. Suchcollateral consequences but are·n limitedto, a

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·disciplinary procttdin1bcfme thoCommission based 0n the.eatry of the inJuDction inthis

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action. Defendant understands that he shall not be pcumitmd to contest factual allegations. of the cOmplaint inthis actiOn. ,.

12 · Defendant understands and agrees to comply with the of 17 CJl.R.

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§202.S(e), which provides inpaaUbat it is fhe·Cmmnission'spolicy "not to permit a cle&mcJarit

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o.r respondent to consent to ajudgm. ent or order that imposes a sanction wbUe denying th.e

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·allegati inthe complaint or Older for poceerlinp,"and "'aietbsal to admit the allegations is equivalent to a denial, unless the defendant or JeSpODdent stama that heneither admits nor denies the alleptiona." A:s part of Pefendaut'a agreeineDt to comj>ly wid;i the terms of Section 202.S(e),

. Defendant: (i) will 'not ..any on ormah or permit to bemade any public stalemmt

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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Pa\_ae 5 of 22 Page1Il: 147 .

* Case 3:15-cv-07118-AET-LHG Document 7. Filed 09/28/15 Page s-of 14 Page1.D. 1oa

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coiswithoqt.factual basis;(b)willnot nlake plrmit *to* be made anypublic"statemeat

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* contains no admission of the a119aons, without Defendant does not deny the

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(th)upon.·tbe filing of thii Consent, DefCDdant bmeby withdraw.s IDJpapen. filed' bi

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that they clCnJ 811)' allegation inthe Coniplaint; 8nd (iv) stipulates solely

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for purpo•i,of ex.ceptiona to discbarp set forth inSection S23 of,tbe Bankruptcy Code, 11 .·

. us. .§523,that the anepdons in the complaint aretrue, and .that .ii,debt tor .

·disgorgement, prejudsment iutmeaa, civil penahy or other amoUnt8 by Defendant under the. \ *:*

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Final Jndlment or otherj utgment, order,consent order, decree or:settleme.n,t agaeema¢ . . ·

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securities Jaws or any ieauJation.or Order issUed suCh lawl, as set forth in Section ·

S23(a)(19Jof tho Banlauptcy Code, 11U.S.C. §S23(aj{19). If DcfendaaUnachesthis

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·obligations; or (d) right to take legal or filctua1positions litigation or other legal·proceedings· ·

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13. Defendant 1-ebywaives any rights under the Accesa to Justice Act, dJe Small B•'Sinns Regulatory Enforcement Fairness.Act of 1996, or any other pmvisionof law to seek fi:Om the United States, 0r any agency, any ot1i ofthe United States acting hia or ·

* her official capacity, directly or indirectly of attomey'i fees or other tees.
  1. eXpmses, or costs eX.,ended by to defend apinst this action. For thes8 pmposes, .

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* + - . Case 3:15-cv-07118-AET-LHG Doc;ument 7 Filed 09/28115 Page s·of 14 PagelD: 109

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. Defendant agree.a tbat Defendant isnot the prevailing'party inthis action smce tho panicshave

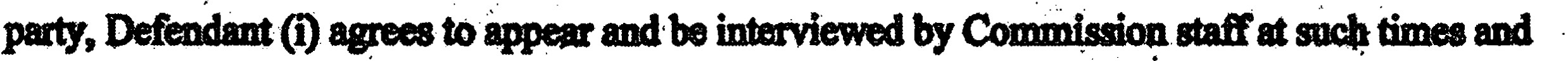
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depositions, hearings, r or connection th Oyre on by Commission

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and subpoenia; (IV) with respect *to* such'. notices subpoenas, waives thO territorial limits OD

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personal jurisdiction ovs· ant inany U States DiitridCourt for purposes of

enfOJdn& any such subpoena. .

* + - * · IS. Defendant ap.that the Commission inay present the Final Judimem to the

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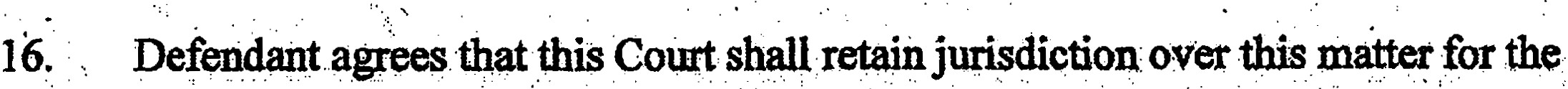
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Case 3:15-cv-071 8-AET-LHG Document 9 Filed 10/01/15 Page 7 of 22 PagelD: 149

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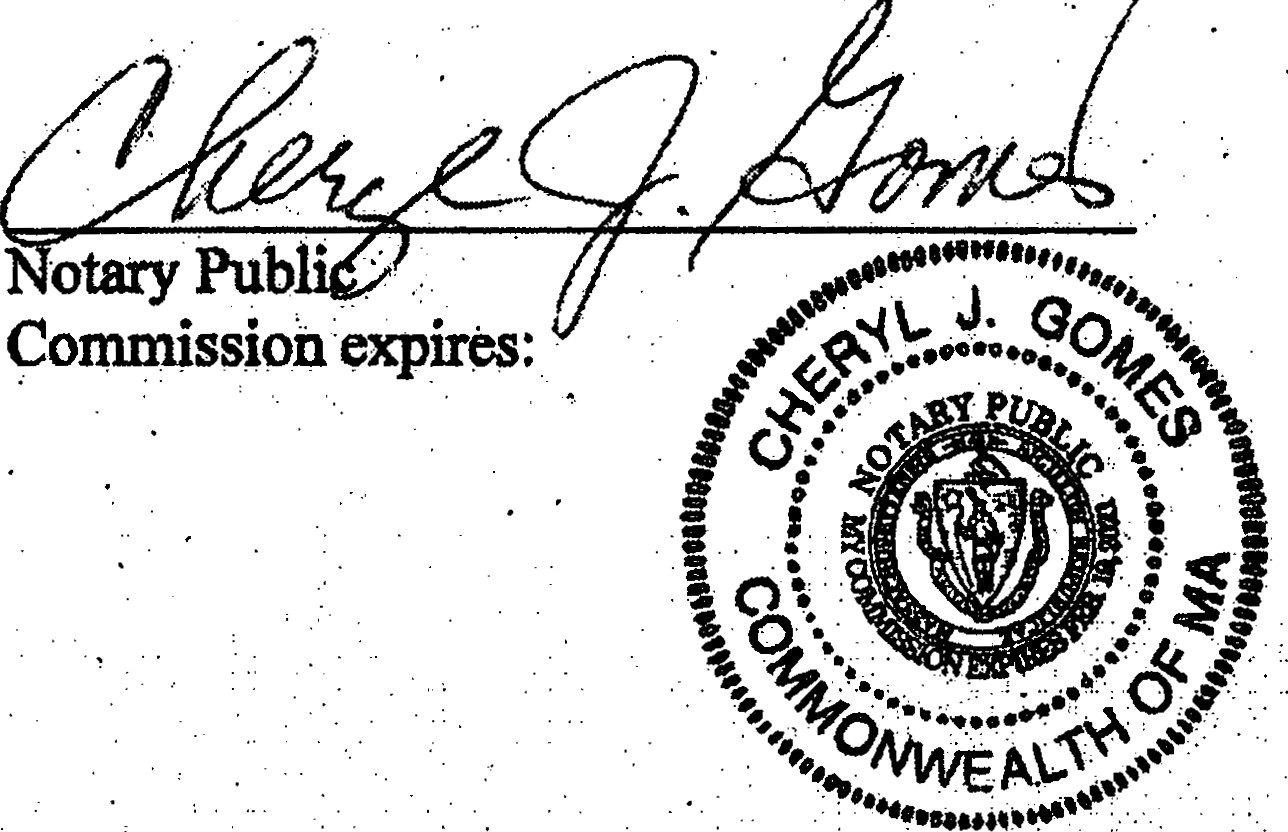
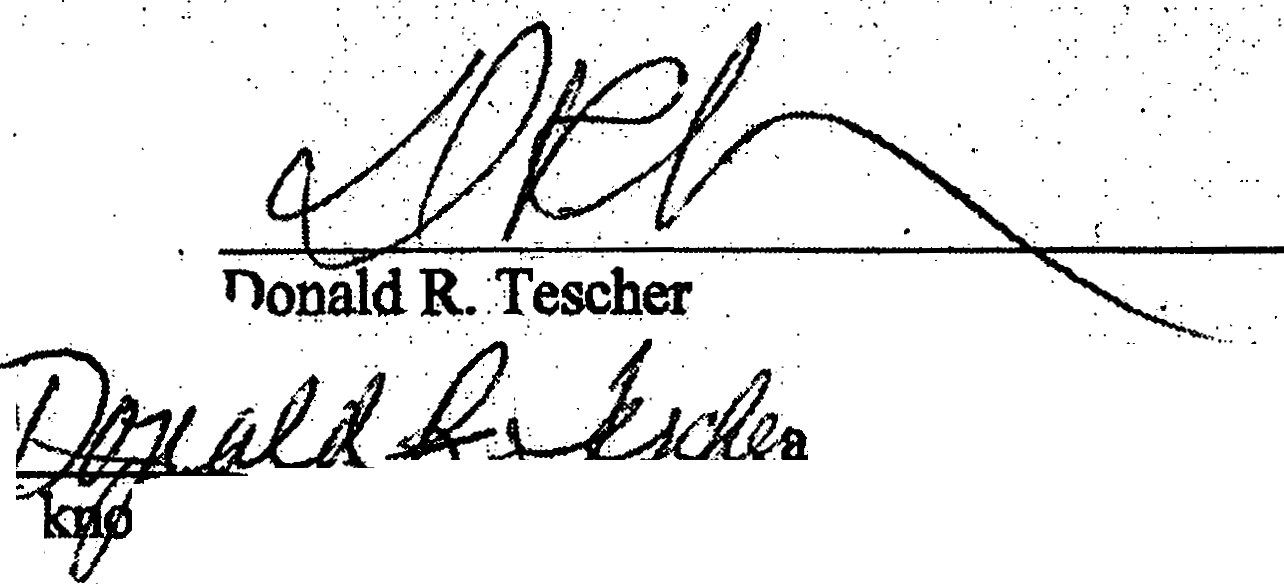
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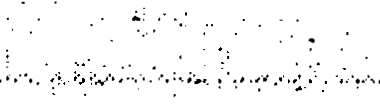
Moscowitz & MoseowitZ,P.A

* + Sabadell Financial Center. ·

lll lBrickell Ave.,. Suite 2050

Miami, FL 33131

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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 8 of 22 PagelD: 150 Case 3:15-cv-07118-AET-LHG Document *1·* Filed 09/28/15 Page 8 of 14 PagelD: 11

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UNJtBo: STA'fES DIS'fRICT COURT

. DISTIUCT OF W•l'ERSEY . .

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SBCURITIEs AND EXCHANGE coMMiss19N, .

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.,. . . v.

* DONALD R. TESCHBR et al.,

.Defendants.

C.A.No.\_-\_

·' . FINAL JUDGMENT AS DEFENDANT DONALD R.

TO TESCllER .

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* + - · Donald R. TeSc:her ("Defendant") havfug-entered a general appearance;,consented to the Court's

juriSdiction over Defendant.and tl1e subject matter of this &®on; consented to entry ·of this Fh)at

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Jucigulent With(, ·:ftdtt.itdns. or.dC11Yful ibe'.ailiegations of tlie\_ Complaint (except \_a8..t0'.



jmisdiction and except as otherwise provided herein in paragraph VI);waived findings of fact

and·conclusiot,JS of law; and waived any right to appCal from this Final JU:<fgment:

I.

IT IS-HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant an4.

Defendant's agents, ··employees, attomeys, and all persons \_ in active concert or

* + - * participation with them who receive actual notice oftbis Final Judgment by personal service·or otherwise are pennanently restrained andenjoined fl:om violating, directly or y, Section

10) ofthe Securities Exchange Act of 134 (the "Excb&nge Actj [15 {!.S.C. §78j(b)] and

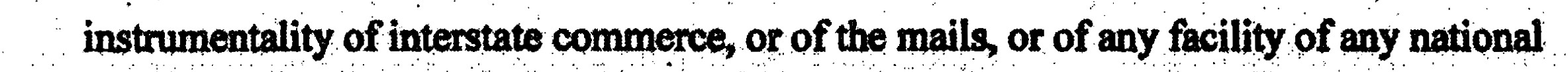
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. Rule lOb-5 promul thereunder [17 cF.R. § 240 l0b-S],by using any means or *:'*

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Case 3:15.-cv-07118-AET-LHG Document 7 Filed 09/28/15 Page of 14 PagelD:112 ;



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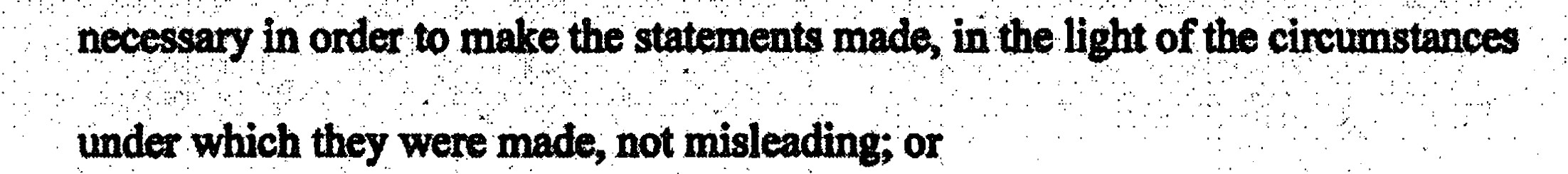
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* and Deteiidant'sagents, 'etnplbyees, attOrneys, and allpersons inactive eoneert t>r · · ·

·participatio with them who n=ive adualnotl"of.this Final Judgment by petsODal service *ot*

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.Act [lSU.S. § 78n(e)) and Rule 13 [11C.F.R. §240.13] ,in

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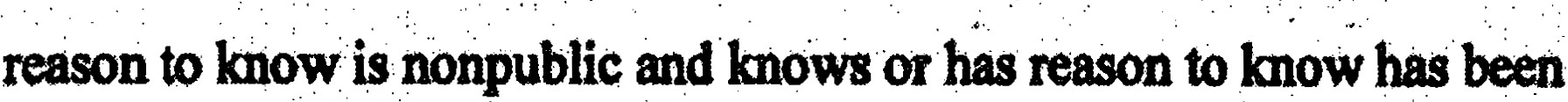
OOnnection th any offer *ot* request *o* invitation. for tenders, from enpging in any fraudulent, deceptive, or. pulative act ,or practice,by:

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. exchangeable ·for any such'securitie$ or 1my option or right to.obtain or dispose of any of the foregoiq securitieswbile inpossessfon of material infonnation lating to such tender offer that Defendant knows or has. . , .



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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 10 of 22 PagelD: 152

Case 3:15-cv-07118-AET-LHG Document.7 Filed 09/28/15 Page 10 of 14 PagelD: 113

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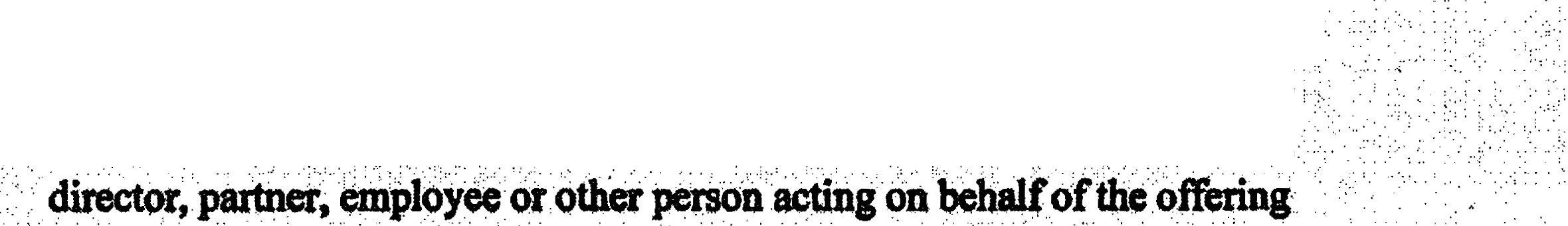
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* 1. communicating material, nonpublic information relating to a tender offer,

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.·· ' which Defendant knows or has reason to know is nonpublic and kliows or '

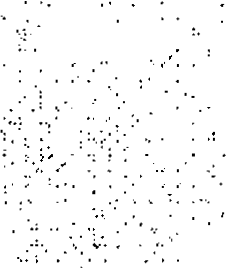
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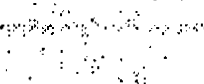


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person acting on behalf of the offering person of such issuer, to any person

1.U1der eircumDnces inwf:Uch it is reasonably foreseeable that such. .

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. . er described insubparagr8ph (a) above;, excCpt that this f'aragraph

shall not apply to a communication made in good faith . ·

1. to the officers, directors. or employees of the offering perso to its advisors or to other persons, involved inthe planning, financing, preparation or execution of such

tender offer;

1. to the issuer whose securities are sought or to be sought by

such tender offer, to its officers, directors, partners,

.. employees or.adviSC>rs or to,other persons·involved in the

Case 3:15-cv-07l18-AET-LHG . Document 9 Filed 10/01/15 . Page 1 of 22 Pa gelD: 153 · · Case 3:15-cv-07118-AET-LHG Document 7 File 09/28/15 Page 11of 14 PagelD: 114 · . ,

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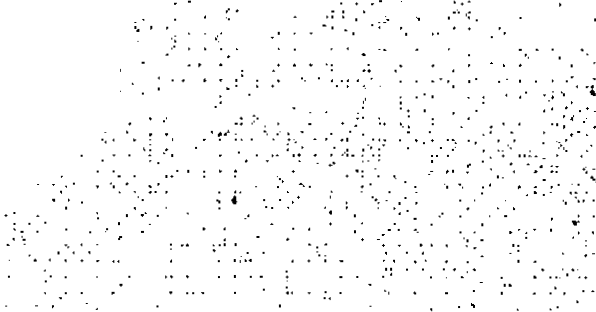
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IT IS FtJR1HER ORDERED.ADJUI>GEJ;>, AND\_DECREBD tblt r>efendands liable'

. for disgorgemen( f $9,937 reinsennn& poftts gedas a result of the ndUct alleged inthe ·

··Complaint, k>Mtier·withprejudgment blst thereon in amowrt of $690,·and a ciVil penaltj ·.

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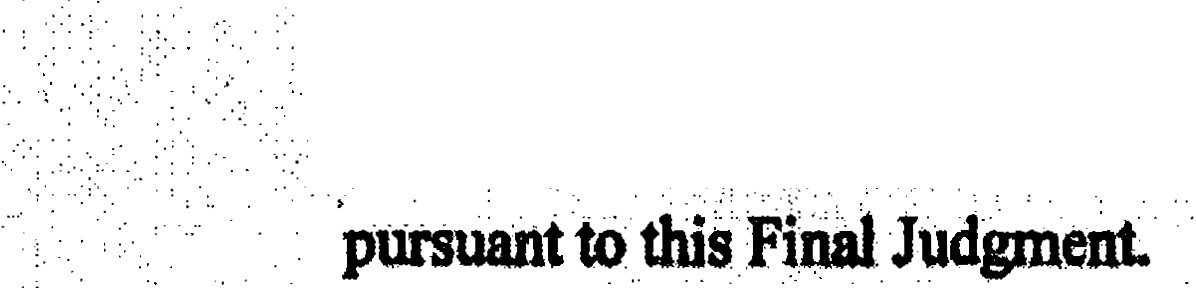
Enterprise Services Center Accounti Receivable Branch .· · *6500* South MacArthur Boulevard

OklahomaCity,OK.73169.· . ..·..

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* + - * Case 3:15-cv-07118-AET-LHG Document·7 Filed 09/28/15 Page 12 of 14 PagelD:115

Defendant shall simultaneously transmit photocopies of eviden o(payment and case

identifyin,g infon to the Coullnimon'scounselin tbiS action. By.making -payment,

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Defendant relinquishes ·all legal and equitable right, title,and·interest in such (Unds and·no part

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the funds shallbe Defendant. s ds puiSu.ant .

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to this FiiJal J t to.the Uiiited SU!tea TieasUfi."

Th OJion may enforce the ci'sjudgllient for disgorgemeDt and udgment

interest by moving for civil contempt (and/or .through ocollection procedures Wihorized by -

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law) at any tinie after 14 following ent;ry of this Final Judgment. Defendant shall pay post

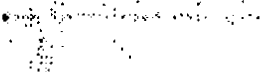
judgment .interest on. any delinquent amounts pursuant to 28U.S.C. § 1961.:

IV• .

. . .

IT IS HEREBYFUR 1HER ORDERED,ADJUDGED,AND DBcR.EED that based on

,, Defendant'scooperation ina Commission investigation and/or related enforcement action, the

 · '.co\lrt. snofoideriiii'Deti0'pay·,1c1-Yii J>eDlliY ili-exss-·01s§ 37:;rr aDY ;tlme' · following the- entiy of tho:Fini.t\_ Judgment meCommiUion obtains ormation indicating that . Defendant knowingly .provided materially false ·or misleading information or materials to the

Commission or m·a related proceeding, the <;ommission may, at its sole discretion without

. prior notke to the Defendant, petition the Court for an order requiJinl Defendant to pay an

additional civil penalt.y: In connection with any such petition and at any hearin. g held on sUch a

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·motion: (a) Defendant will be precluded ftom arguing that he did not violate the federal

securitiei laws alleged iii the \_Complaint;\_ (b) fendant may not challenge the validity of the JUdgment, ibis Consent, or any. lated Undertaking&; (c) the allegations of eComplaint, solely

for the purposes of such motion, shall be accepted as and deemed true by the urt; and (d) the

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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 13 of 22 PaaeJo· 155

Case 3:15-cv-07118-AET-LHG Document 7 . Filed 09128/15 Page 13 of 14 Paget o.: 6l

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. Curt may determine the issues nUsed inthe motion on tho basis of affidaVits, declarations,

* excerpts of sWom. sition or inv.estiptive testimo!ly,an documen .evidence without

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* regard to the standards foi' summary jud8ment containCd in Rulo 6(c) of the Federal Rules of' Civil Pr. Under th circumstar1ces, t1te parties Y take diseovery,hicluding discovery . from ippro}>riate non-parties. · . .

v. .

IT IS FUR'IHER ORDERED,ADJUDGED,AND DECREED that the Consent is

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incorporated herein with the sameforce and effect as iffully set forth h and that Defendant

shall comply;with all of the undertakinp and agreements set fot;tli therein.

VI.

ITIS 'IHER ORDERED,ADJUOOBp, AND DECREED that, solely for purpoSes of

.. . ..;... •. ..exns to.diScharge set forth *Section s* of.the.Bantauptcy ."code,..11u.s.c.:..f 523 the.. ..

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allegations inthe Complaint are true admitted by Defendant, and er,any debt for

·diSgorgement, prejgmen interest, ciVn penalty or other amowits due by endant under this Final Judgment or any otherjudgment, order, consent order,decree or settlement agreement

entered inconnection with, this proceeding, is a.debt for the violation by Defam,nt of the federal

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securities Jaws or any regulation or order issued under such laws, a;S set forth in Section 523(a)(l9) of the BanlQuptey Code, 11 U.S.C.§ 523(aXl9)..

VIL

IT IS FURTHER. ORDERED, ADJUDGED,AND DECREED that this Court shall·retain

* jurisdiction of this m8tter for the purpo&es of enforcing the tenns of this Final Judgment.

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Case 3:15-cv-07118-AET-LHG Doument 9 Filed 10/01/15 Page 14 of 22 PagelD: 156

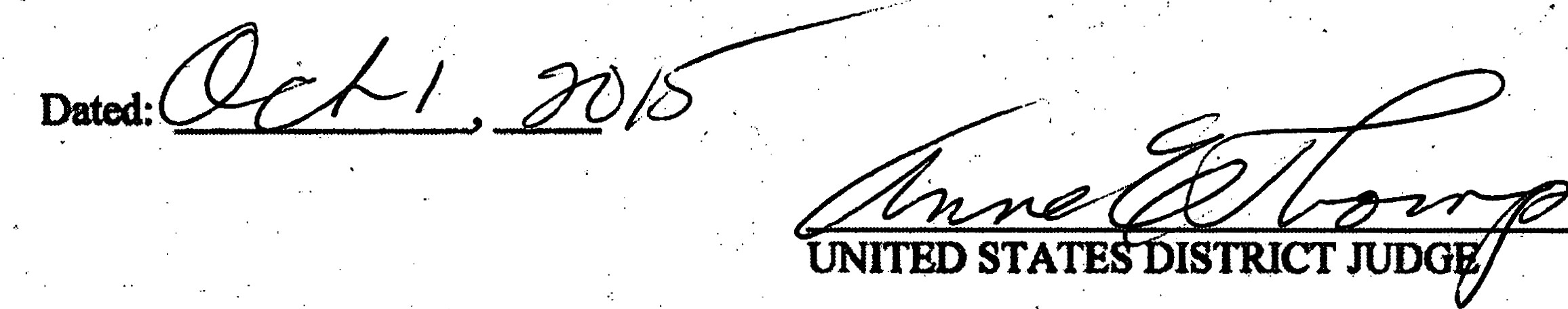
Case 3:15-cv07118-AET-LHG Document 7 Filed 09/28/15 · Page 14 of 14 PagelD: 117

Vlll.

There being nojust reason for delay, pursuant to Rule 54(b) of the Federal .Rules of Cvil

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cedure, the .Clerk isordered to.enter this Final Judgment forthwith and without further n0tice.··



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Case 3:15-cv-07118-AET·LHG · Document 9 · Filed 10/01/15 ·Page 15 of 22 P@elD: 157

Case 3:15;.cv-07118-AET-LHG Document 7-1 .Filed 09/28/15 Page 1 of 7 PagelD: 118 \_.

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UNJ'fBD:STATES DISTRICT COURT

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SBCURITlES AND EXCHANOE COMMISSON, . ·

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DONALD R. TESCHER et al.,

Plajn .

C.A. No.-•-

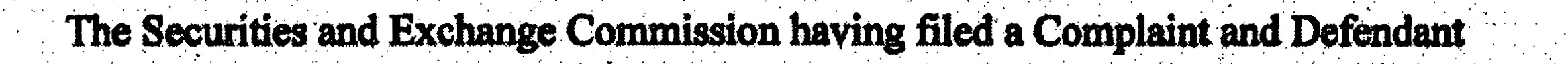
.Defendants.;

.· FINAL roooMENTAS To.DEFENDANT DONALD0 R. TESCBE1t·

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Donald riTeseher ('Defendant") havirig entered · general appearan;·consen to the Coul"t's .·



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jurisdicti n over .Defendant and die subjectinatter of tms adion; consented to entJy of this Final .

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jurisdicti and exas otherwise provided herein ·inparagraph VI);waived findings of fact

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llnd·conclusions of law; and waived any right to appCal from this Final 11l;dgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant an

Defendant' s agents, servants,.elDJ>loyees, attorneys, and allpersons.in active concert or

* participation with them who receive tual notice of'this Final Judgment by personal Service or

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otherwise are pennanently restrained and.enjoined m violating, ·directly or indhectly,.Section

l) of the Securities Exchange A of 1934 (the."Excb8nge Act") [IS v.s.c.§78j(b)] and

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Rule lOJ>..S promul thereunder (17cF.R. §240.101>-5],by using any means or ,.·

Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page. 16 of 22 PagelD: 158

Case 3:15-cv-07118-AET-LHG Document 7-1 Filed 09/28/15 Pag 2 of 7 PagelD: 119 ...



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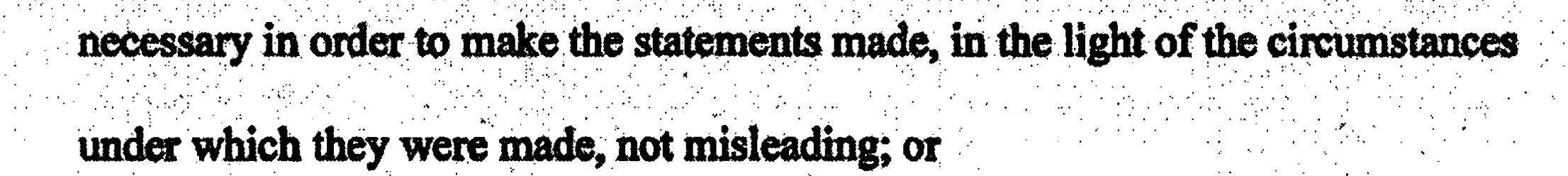


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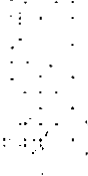
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operate as a fraud ·or deceit upon ally person.

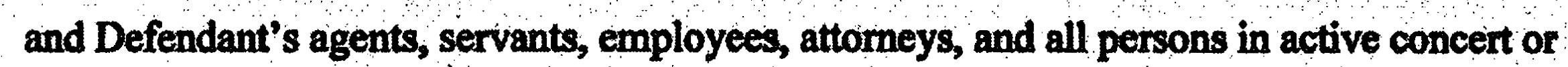
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Act (IS U.S.C.§ 78ii(e)] and .Rule 14e 3.[17C.F. §240.14e-3]promulgated thereunder,in

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nnection with any tender offer or request o invitation. for tenders, .from engaging in.any fraudulent, deceptive or. pulative act\_or practice, by:

1. purchasing or selliDg or causing to be purchased or sold the securities

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sought or 19be sought in such tendet offer, securities convertibe into .or. exchange11ble for·any'such ,securitie$ or any opuon or right to .obtain or dispose of any.of the foregoing securities while ·inpossessian ofmaterial

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information latingto such.tender offer that Pefendant .knows orhas . · ·. ' .

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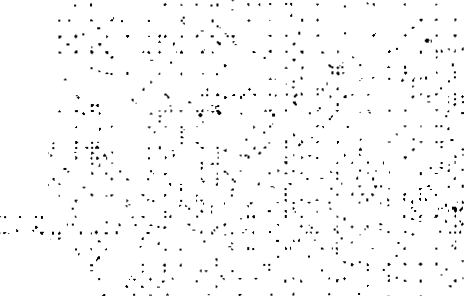
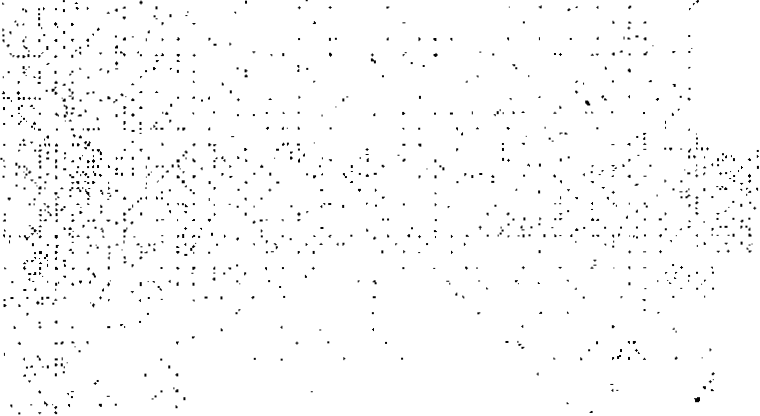
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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 17 of 22 Pq\_qelD: 159

Case 3:15-cv-07118-AET-LHG Document 7-1 Filed 09/28/15 Page 3 of 7 Pagel 120 ·

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release ·or otherwiSe; or

1. communicating material, nonpublic information relating to a tender offer,

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which Defendant knows or has reason to know is nonpublic a,iJ.d or ·

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person acting on behalf of the offering person of such issuer,· any person

* + - under circumstances inwb,ich it is reasonably foreseeable that such

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shall not apply to a communication made in gQOd faith ,

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

offering person, to its advisors or to other persons, involved

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inthe planning, . financing, preparation or execution of such tender offer;

1. to the.issuer whose securities are sought or to be sought by

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such tender offer,to its ofticen,directors, partners,

employees or.advisors or to.other persons•involved in the

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Case 3:15-cv-071)8'."AET-LHG Document 9 . Filed 10/01/15 Page 18 .of 22 PagelD: 160

Case 3:15-cv-07.118-AET-LHG Document 7-1· Filed 09/28/15 Page 4 of 7 PagelD: 121

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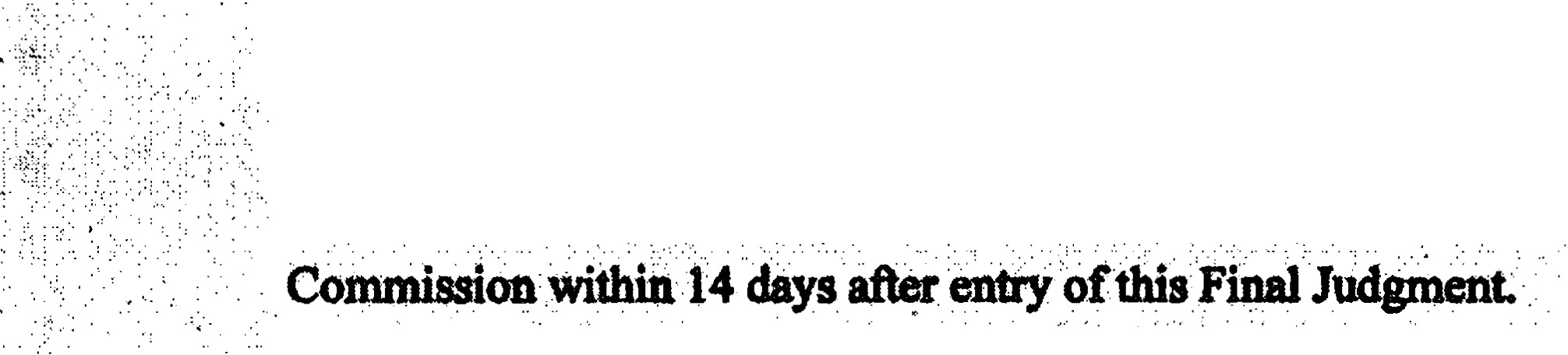
IT IS FURiHER ORDERED,ADJU00ED,AND DECREED dult Defendantis liable,

. for disgorgemein,'6r$9,937 representing pi-Ofits gam as a result of the condUct alleged in the

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* · Complaint, together with prejudgment illthereon in ·amount *of* $690, amd .ciVilpenatty, ·. .



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the amount ()f $9,937 pursuant to n 21Aof•·Exchatlge *[,s* U.S.C. 181] . ·

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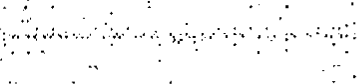


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cashier' check,. or Uted States postal money or4ef payable to the Securities and Exchange

Commi.on, which shall be delivered or mailed

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Enterprise Services Center AccOwtts Receivable Branch

6500 South MacArthur Boulevai'd

Okllhoma City, OK 73169 ·. *:*.· . .

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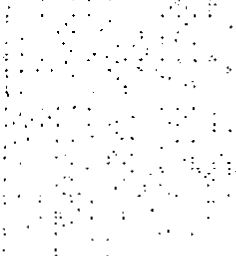
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·pursuant to this Final Judgment. · ·· ·



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Case 3:15-cv-07118-AET-LHG Document 9 Filed 10/01/15 Page 19 of 22 PagelD: 161·

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Defendant shall simultaneously transmit photocopies of evidence opayment and case identifying infol'1D8tion to the Commission•s counselin this action.· By mang · payment, Defen- retitlquishes 'ml legal aDd equitable right. title and intetat in such (imds. andno part .·

. of tlie funds sh.llbe J:Ctllmedto Defe. The oon sluill sCnd the fund$ paid pufsuam

t0 this Final Juct8me.fit tothe United StatesTmdUrY.. :

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*1* The coniMb.sion may enforee the Com1'sjudg[nent for disgorgement and prejudgment

interest by moving far clvil·contempt (arul/or through ocollection procedmes aUihorl7.ed by

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law) at any time after 14days following entfy of this Final JUdgment. Defendant shall pay post .

judgment cinterest on any delinquent am01D1ts·pursuant to 28·u.sc.§ 1961..:·

* + - IV.·

IT IS HEREBY FURTHER ORDERED,ADJUDGED,AND DECREED that based on

, · Defendant'scooperation ina on investigation and/or related enforcement action.the

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following the·entry of the .Fm81 Judgment thC Commission obtains nnation indican. that Defendant knowingly proVidedmaterially false or misleading infonnation or material$ to the Commission or in are proceeding..the <;OlllDliuion may,at its sole discretion without

. prior notice to the Defendant. petition the Court for an order requirinl Defendant to pay an

additional . civil ·penal In connection with any such petition and at any hearig held o such a .

·motion: (a) Defendant will be precluded ftom arguing that he did not violate the federal secwitiei laws alleged hi the Complaint;.(b) fendant may not challenge the validity of the · JUdgment, this Consent, or any. lated Undertakings; (c) the allegations of tl,te .Complaint, solely for the purposes of such motion, shall be·accepted as Ind deemed true by ·the Court;•and (d) the

*s*

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Court may dthe issuCs..msed inthe motion on tb"basis of llffidav.its, dlarations,

excerpts of swom deposition or ingative testimoy, arul documentary .evidence ·witho . \.

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·regard to the .standards for summaryjudgment contaiD.ed in Rule c)·of the Federal Rules of\_ · ·

. . .

Civil Proeedure.. Under these·circwnstances, .the parties Y take disCovery,iticluding discovery

. ttolll ·appro non-parties. ·

v. .

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is

incorporated herein with the same force an4 effect as iffully set forth here and that Defendant .

shall comply·with all of the undertakings and qreements set foi:th therein.

VI.

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IT IS THER. ORDER.SD, ADJUDGEµ, AND DECREED that, solely for purpoSe& of

..ex•to .diSchatge set forthinSectionS3 of !MJJankruptcy,.Code.1lU.S.C.§.:523,..the.. . allegations inthe:Complaint are e aind admitted by Defendant, and fWther,.&DY debt for

disgorgem.,prejugmen int.erest, ciVn penalty or other amounts due by Defendant under this Final Judgment or an other judgment, order, consent order, decree or settlement agreement

·entered in connection wi this proceeding, is adebt for the violation by Defenda.nt of the federal secwities laws or any regulation or order issued under such laws, set forth in Section 523(a)(19) of the Bmdquptcy Code, l 1U.S.C7 § 523(a)(19).

VII.

* IT IS FUR'lllER. ORDERED, ADJUDGED,AND DECREED that this Court shall retain

jurisdiction of this matter for the purpoies of enforcing the terms of this Final Judgment

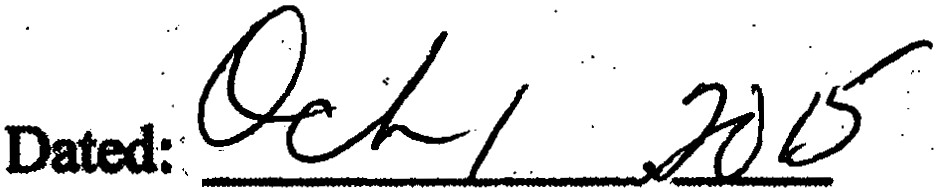
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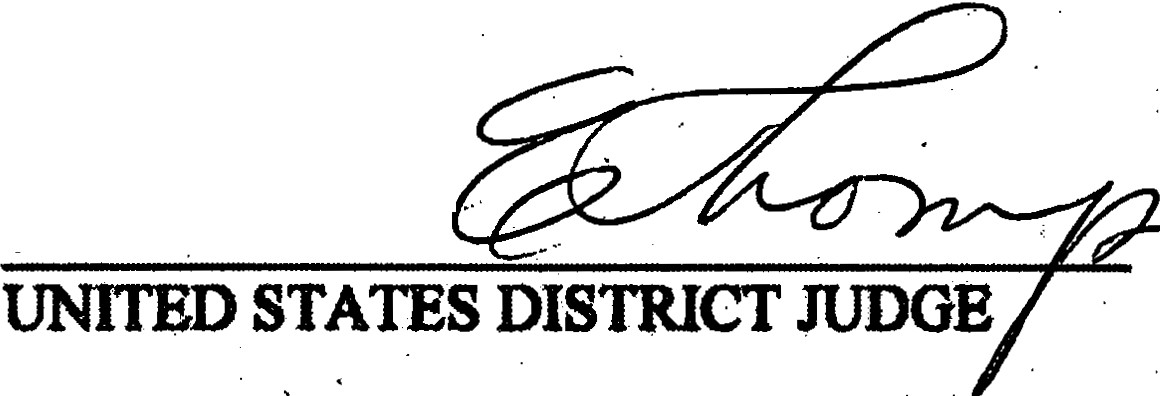
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There being nojust reason for delay, pursuant to Rule S4(b) of the Federal \_Rules of Civil

* + 'the Clerk is ordered to entei- this Final Judgment forthWith and without further n0tice.



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