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CLERK, U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

BY:

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

11 SECURITIES AND EXCHANGE
12 COMMISSION,

13 Plaintiff,

14 vs.

15 JOHN J. TODD, ROBERT D. MANZA, and
16 JEFFREY WEITZEN,

Defendants.

Case No. 03-CV-2230 BEN (WMC)

**FINAL JUDGMENT AS TO DEFENDANT
JOHN J. TODD**

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The Securities and Exchange Commission having filed a Complaint and Defendant John J. Todd 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); 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 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 aiding and abetting any violation of Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), and Rules 12b-20, 13a-1 and 13a-13 thereunder, 17 C.F.R. §§ 240.12b-20, 240.13a-1 & 240.13a-13, by knowingly providing substantial assistance to any issuer that files annual reports with the Commission on Forms 10-K

1 and quarterly reports with the Commission on Forms 10-Q that fail to contain such further
2 material information as may be necessary to make the required statements, in the light of the
3 circumstances under which they are made, not misleading.

4 **III.**

5 **IT IS FURTHER ORDERED, ADJUDGED AND DECREED** that Defendant and
6 Defendant's agents, servants, employees, attorneys, and all persons in active concert or
7 participation with any of them who receive actual notice of this Final Judgment by personal
8 service or otherwise are permanently restrained and enjoined from violating, directly or
9 indirectly, Rule 13b2-2 of the Exchange Act, 17 C.F.R. § 240.13b2-2, while an officer or director
10 of an issuer by:

- 11 A. making or causing to be made a materially false or misleading statement; or
- 12 B. omitting to state, or causing another person to omit to state, any material fact
13 necessary in order to make statements made, in light of the circumstances under
14 which such statements are made, not misleading; to an accountant in connection
15 with:
 - 16 1. any audit, review or examination of the financial statements of the issuer
17 required to be made, or
 - 18 2. the preparation or filing of any document or report required to be filed
19 with the Commission.

20 **IV.**

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

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2 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant is liable for
3 disgorgement of \$165,000, representing profits gained as a result of the conduct alleged in the
4 Complaint, together with prejudgment interest thereon in the amount of \$138,162.24, and a civil
5 penalty in the amount of \$110,000 pursuant to Section 21(d)(3) of the Exchange Act. Defendant
6 shall satisfy this obligation by paying \$413,162.24 within 30 days after entry of this Final
7 Judgment by certified check, bank cashier's check, or United States postal money order payable
8 to the Securities and Exchange Commission. The payment shall be delivered or mailed to the
9 Office of Financial Management, Securities and Exchange Commission, 100 F Street, NE, Stop
10 6042, Washington DC 20549, and shall be accompanied by a letter identifying John J. Todd as a
11 defendant in this action; setting forth the title and civil action number of this action and the name
12 of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant
13 shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961. The
14 Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

VI.

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

VII.

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

VIII.

23 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, there being no just
24 reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is
25 ordered to enter this Final Judgment forthwith and without further notice.

27 | DATED: April 9, 2012

HONORABLE ROGER T. BENITEZ
UNITED STATES DISTRICT JUDGE