

1 THOMAS J. KRYSA ([krysat@sec.gov](mailto:krysat@sec.gov)) Colorado Bar No. 28440  
2 ELIZABETH E. KRUPA ([krupae@sec.gov](mailto:krupae@sec.gov)) Colorado Bar No. 26028  
3 Attorneys for U.S. Securities and Exchange Commission  
4 1801 California Street, Suite 1500  
5 Denver, Colorado 80202  
6 Telephone: (303) 844-1000  
7 Facsimile: (303) 844-1068

8 UNITED STATES DISTRICT COURT  
9 NORTHERN DISTRICT OF CALIFORNIA  
10 SAN JOSE DIVISION

\*E-FILED - 10/10/06\*

|                            |   |                           |
|----------------------------|---|---------------------------|
| 11 SECURITIES AND EXCHANGE | : | Case Number C-05-3843 RMW |
| 12 COMMISSION,             | : |                           |
| 13 Plaintiff,              | : | FINAL JUDGMENT AS TO      |
| 14 v.                      | : | DEFENDANT RONALD J.       |
| 15 KEITH G. BAXTER,        | : | GOEDDE                    |
| 16 RONALD J. GOEDDE,       | : |                           |
| 17 RICHARD D. NYE,         | : |                           |
| 18 Defendants.             | : |                           |

19 The Securities and Exchange Commission having filed a Complaint and Defendant  
20 Ronald J. Goedde, having entered a general appearance; consented to the Court's jurisdiction  
21 over Defendant and the subject matter of this action; consented to entry of this Final Judgment  
22 without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived  
23 findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

24 I.

25 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant,  
26 Defendant's agents, servants, employees, attorneys, assigns, and all persons in active concert or  
27 participation with them who receive actual notice of this Final Judgment by personal service or  
28

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

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

14 II.

15 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and  
16 Defendant's agents, servants, employees, attorneys, and all persons in active concert or  
17 participation with them who receive actual notice of this Final Judgment by personal service or  
18 otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section  
19 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] and Rule 13b2-1 promulgated thereunder  
20 [17 C.F.R. § 240.13b2-1] by:  
21

- 22 (a) falsifying or causing to be falsified any book, record or account subject to Section  
23 13(b)(2)(A) of the Exchange Act; or
- 24 (b) knowingly circumventing or knowingly failing to implement a system of internal  
25 accounting controls.  
26  
27  
28

1 III.

2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
3 and Defendant's agents, servants, employees, attorneys, and all persons in active concert or  
4 participation with them who receive actual notice of this Final Judgment by personal service or  
5 otherwise are permanently restrained and enjoined from violating Rule 13b2-2 under the  
6 Exchange Act [17 C.F.R. § 240.13b2-2] by directly or indirectly making or causing to be made  
7 materially false or misleading statements, or omitting to state or causing other persons to omit to  
8 state material facts necessary in order to make statements made, in light of the circumstances  
9 under which such statements are made, not misleading to an accountant in connection with: (1)  
10 an audit or examination of the financial statements of an issuer required to be made pursuant to  
11 the Exchange Act; or (2) the preparation or filing of any document or report required to be filed  
12 with the Commission pursuant to the Exchange Act or otherwise.  
13  
14

15 IV.

16 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
17 and Defendant's agents, servants, employees, attorneys, and all persons in active concert or  
18 participation with them who receive actual notice of this Final Judgment by personal service or  
19 otherwise are permanently restrained and enjoined from aiding and abetting any violations of  
20 Sections 13(a) and 13(b)(2) of the Exchange Act [15 U.S.C. §§ 78m(a), and 78m(b)(2)] and  
21 Rules 12b-20, 13a-1 and 13a-13 thereunder [17 C.F.R. §§ 240.12b-20 and 240.13a-13], by  
22 knowingly providing substantial assistance to an issuer that:  
23  
24

- 25 (a) fails to file with the Commission any report or statement required to be filed with  
26 the Commission pursuant to Section 13(a) of the Exchange Act and the rules and  
27 regulations promulgated thereunder, or information and documents required by  
28

1 the Commission to keep reasonably current the information and documents  
2 required to be included in or filed with an application or registration statement  
3 filed pursuant to Section 12 of the Exchange Act;

4 (b) fails, in addition to the information expressly required to be included in a  
5 statement or report, to add such further material information as is necessary to  
6 make the required statements, in the light of the circumstances under which they  
7 were made not misleading;

8 (c) fails to make and keep books, records, and accounts, which, in reasonable detail,  
9 accurately and fairly reflect the transactions and dispositions of assets of the  
10 issuer.  
11

12  
13 V.

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a  
15 civil penalty in the amount of \$35,000 pursuant to Section 21(d)(3) of the Exchange Act [15  
16 U.S.C. § 78u(d)(3)]. Defendant shall make this payment within ten (10) business days after  
17 entry of this Final Judgment by certified check, bank cashier's check, or United States postal  
18 money order payable to the Securities and Exchange Commission. The payment shall be  
19 delivered or mailed to the Office of Financial Management, Securities and Exchange  
20 Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia  
21 22312, and shall be accompanied by a letter identifying Ronald J. Goedde as a defendant in this  
22 action; setting forth the title and civil action number of this action and the name of this Court;  
23 and specifying that payment is made pursuant to this Final Judgment. Defendant shall also mail  
24 a copy of the letter and check to counsel for plaintiff at 1801 California Street, Suite 1500,  
25  
26  
27  
28

1 Denver, Colorado, 80202. Defendant shall pay post-judgment interest on any delinquent  
2 amounts pursuant to 28 USC § 1961.

3  
4 VI.

5 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
6 has agreed to pay \$82,717, representing disgorgement of alleged profits gained as a result of the  
7 conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of  
8 \$20,629.88, for a total of \$103,346.88. Defendant shall make this payment within ten (10)  
9 business days after entry of this Final Judgment by certified check, bank cashier's check, or  
10 United States postal money order payable to the Securities and Exchange Commission. The  
11 payment shall be delivered or mailed to the Office of Financial Management, Securities and  
12 Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3,  
13 Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Ronald J. Goedde  
14 as a defendant in this action; setting forth the title and civil action number of this action and the  
15 name of this Court; and specifying that payment is made pursuant to this Final Judgment.

16  
17 Defendant shall also mail a copy of the letter and check to counsel for plaintiff at 1801 California  
18 Street, Suite 1500, Denver, Colorado, 80202. By making this payment, Defendant relinquishes  
19 all legal and equitable right, title, and interest in such funds, and no part of the funds shall be  
20 returned to Defendant.  
21

22  
23 VII.

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section  
25 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant is prohibited from acting as an  
26 officer or director of any issuer that has a class of securities registered pursuant to Section 12 of  
27 the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of  
28

1 the Exchange Act [15 U.S.C. § 78o(d)] for a period of five years from the date of entry of this  
2 order.

3  
4 VIII.

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

8 IX.

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain  
10 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.  
11

12 X.

13 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil  
14 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.  
15

16 Dated: 10/6, 2006

17 /s/ Ronald M. Whyte  
18 UNITED STATES DISTRICT JUDGE