



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

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

MICHAEL F. CROWLEY, JR.

Case No. 08cv1388 BEN(RBB)

**FINAL JUDGMENT AS TO DEFENDANT**  
**MICHAEL F. CROWLEY, JR.**

Defendant.

The Securities and Exchange Commission (the “Commission”) having filed a Complaint and Defendant Michael F. Crowley, Jr. (“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); 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 Section 17(a)(2) and (3) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)(2) and (3)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (b) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, 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 an issuer's filing of quarterly reports with the Commission on Forms 10-Q that fail to contain material information necessary

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1 to make the required statements in the Forms 10-Q, in light of the circumstances in which they  
2 are made, not misleading, in violation of Section 13(a) of the Securities Exchange Act of 1934  
3 [15 U.S.C. § 78m(a)], and Rules 12b-20 and 13a-13 thereunder [17 C.F.R. §§ 240.12b-20 and  
4 240.13a-13].

5 **III.**

6 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and  
7 Defendant's agents, servants, attorneys, and all persons in active concert or participation with  
8 them who receive actual notice of this Final Judgment by personal service or otherwise are  
9 permanently restrained and enjoined from aiding and abetting an issuer's filing of current reports  
10 with the Commission on Forms 8-K that fail to contain material information necessary to make  
11 the required statements in the Forms 8-K, in light of the circumstances in which they are made,  
12 not misleading, in violation of Section 13(a) of the Securities Exchange Act of 1934 [15 U.S.C.  
13 § 78m(a)], and Rules 12b-20 and 13a-11 thereunder [17 C.F.R. §§ 240.12b-20 and 240.13a-11].

14 **IV.**

15 IT IS FURTHER 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 Rule 13a-14 of the Exchange  
19 Act [17 C.F.R. § 240.13a-14] by falsely certifying that:

20 (a) any required issuer report does not contain any untrue statement of a material fact  
21 or omit to state a material fact necessary to make the statements made, in light of  
22 the circumstances under which such statements were made, not misleading with  
23 respect to the period covered by the report; and  
24 (b) the information contained in the report fairly presents in all material respects the  
25 financial condition, results of operations, and cash flows of the issuer as of, and  
26 for the periods presented in the report.

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V.

2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable  
3 for a civil penalty in the amount of \$25,000.00 pursuant to Section 20(d) of the Securities Act  
4 [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].  
5 Defendant shall satisfy this obligation by paying \$25,000.00 within ten (10) business days after  
6 entry of this Final Judgment by certified check, bank cashier's check, or United States postal  
7 money order payable to the Securities and Exchange Commission. The payment shall be  
8 delivered or mailed to the Office of Financial Management, Securities and Exchange  
9 Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia  
10 22312, and shall be accompanied by a letter identifying Michael F. Crowley, Jr. as a defendant in  
11 this action; setting forth the title and civil action number of this action and the name of this  
12 Court; and specifying that payment is made pursuant to this Final Judgment. Defendant shall  
13 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.

Dated: August 1, 2008



Roger T. Benitez  
United States District Judge