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**UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

MAXIMUM RETURN INVESTMENTS,
INC. and CLELIA A. FLORES,

Defendants.

Case No. CV 09-2536 ODW (SHx)

**AMENDED FINAL JUDGMENT
OF PERMANENT INJUNCTION
AND OTHER RELIEF AGAINST
DEFENDANTS MAXIMUM
RETURN INVESTMENTS, INC.
AND CLELIA A. FLORES**

Now before the Court is Plaintiff Securities and Exchange Commission's ("Commission") Motion to Amend Final Judgment to Add Specific Amounts of Civil Penalties Against Defendants Maximum Return Investments, Inc. ("MRI") and Clelia A. Flores ("Flores"), pursuant to Fed. R. Civ. P. 59(e). The Court, having considered the Commission's motion, memoranda of points and authorities, the declarations relating thereto, the entire record of this case, and all evidence and other argument presented regarding this motion, finds that:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Commission's motion to amend the final judgment to add specific amounts of civil penalties against Defendants MRI and Flores is hereby GRANTED.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' 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.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and Defendants' 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) of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. § 77q(a), in the offer or sale of any security by the use

1 of any means or instruments of transportation or communication in interstate
2 commerce or by use of the mails, directly or indirectly:

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

10 **IV.**

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
12 that Defendants and Defendants' agents, servants, employees, attorneys, and all
13 persons in active concert or participation with them who receive actual notice of
14 this Final Judgment by personal service or otherwise are permanently restrained
15 and enjoined from violating Section 5 of the Securities Act, 15 U.S.C. § 77e, by,
16 directly or indirectly, in the absence of any applicable exemption:

- 17 (a) Unless a registration statement is in effect as to a security, making
18 use of any means or instruments of transportation or communication
19 in interstate commerce or of the mails to sell such security through
20 the use or medium of any prospectus or otherwise;
- 21 (b) Unless a registration statement is in effect as to a security, carrying or
22 causing to be carried through the mails or in interstate commerce, by
23 any means or instruments of transportation, any such security for the
24 purpose of sale or for delivery after sale; or
- 25 (c) Making use of any means or instruments of transportation or
26 communication in interstate commerce or of the mails to offer to sell
27 or offer to buy through the use or medium of any prospectus or
28 otherwise any security, unless a registration statement has been filed

1 with the Commission as to such security, or while the registration
2 statement is the subject of a refusal order or stop order or (prior to the
3 effective date of the registration statement) any public proceeding or
4 examination under Section 8 of the Securities Act. 15 U.S.C. § 77h.

5 **V.**

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
7 that Defendants MRI and Flores shall be jointly and severally liable for payment of
8 disgorgement in the amount of \$10,355,778.00, together with prejudgment interest
9 of \$259,738.63.

10 **VI.**

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
12 that Defendant MRI shall pay a civil penalty in the amount of \$650,000, and
13 defendant Flores shall pay a civil penalty in the amount of \$130,000, pursuant to
14 Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 20(d)(3) of the
15 Exchange Act, 15 U.S. C. § 78u(d)(3).

16 **VII.**

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
18 Defendants MRI and Flores shall make the payments ordered above within ten (10)
19 business days after entry of this Final Judgment by certified check, bank cashier's
20 check, or United States postal money order payable to the Securities and Exchange
21 Commission. The payment shall be delivered or mailed to the Office of Financial
22 Management, Securities and Exchange Commission, Operations Center, 6432
23 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be
24 accompanied by a letter identifying MRI and Flores as defendants in this action;
25 setting forth the title and civil action number of this action and the name of this
26 Court; and specifying that payment is made on behalf of MRI or Flores pursuant to
27 this Final Judgment. A copy of the letter and payment shall also be delivered or
28 mailed to counsel for the Commission in this action at the Los Angeles Regional

1 Office, located at 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California
2 90036, identifying the enforcement action as LA-3461 and providing the paying
3 defendant's Social Security Number and/or Tax Identification Number.
4 Defendants MRI and Flores shall pay post-judgment interest on any delinquent
5 amounts pursuant to 28 U.S.C. § 1961. The Commission shall remit the funds paid
6 pursuant to this paragraph to the United States Treasury.

7 **VIII.**

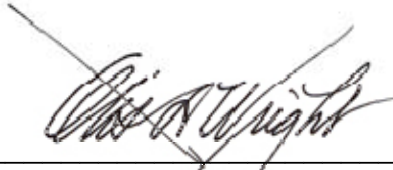
8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this
9 Court shall retain jurisdiction of this matter for the purpose of enforcing the terms
10 of this Final Judgment.

11 **IX.**

12 There being no just reason for delay, pursuant to Fed. R. Civ. P. 54(b), the
13 Clerk is ordered to enter this Final Judgment forthwith and without further notice.

14 IT IS SO ORDERED.

15
16 Dated: September 9, 2009



HONORABLE OTIS D. WRIGHT II
UNITED STATES DISTRICT JUDGE