

UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

WALDEN W. O'DELL,

Defendant.

CIVIL ACTION NO. **10 0909**

FILED

JUN 14 2010

*Clerk, U.S. District & Bankruptcy
Courts for the District of Columbia*

FINAL JUDGMENT AS TO DEFENDANT WALDEN W. O'DELL

The Securities and Exchange Commission having filed a Complaint and Defendant Walden W. O'Dell ("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 reimburse Diebold, Inc. ("Diebold") for \$470,016 in cash bonuses, 30,000 shares of Diebold stock, and stock options for 85,000 shares of Diebold stock, pursuant to Section 304 of the Sarbanes-Oxley Act, 15 U.S.C. § 7243. Defendant shall satisfy his reimbursement obligation to Diebold by (1) surrendering to Diebold 30,000 shares of Diebold stock and the options for 85,000 shares of Diebold stock within fourteen (14) days after entry of this Final Judgment, and (2) paying to Diebold \$470,016 within twelve (12) months after entry of this Final Judgment. Defendant shall

deliver to counsel for Plaintiff Securities and Exchange Commission proof of satisfying this reimbursement obligation.

II.

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.

III.

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.

IV.

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.

Dated: June 14, 2010


UNITED STATES DISTRICT JUDGE