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**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

5 Fruits Enterprises, LLC; Calvin
Guess; and Marcus Ligon

Defendants.

Case No.

**[PROPOSED] FINAL JUDGMENT AS
TO CALVIN GUESS**

1 The Securities and Exchange Commission having filed a Complaint and
2 Defendant Calvin Guess (“Defendant”) having entered a general appearance;
3 consented to the Court’s jurisdiction over Defendant and the subject matter of this
4 action; consented to entry of this Final Judgment without admitting or denying the
5 allegations of the Complaint (except as to jurisdiction and except as otherwise
6 provided herein in paragraph VI.); waived findings of fact and conclusions of law;
7 and waived any right to appeal from this Final Judgment:

8 **I.**

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
10 permanently restrained and enjoined from violating, directly or indirectly, Section
11 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. §
12 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5], by using any means
13 or instrumentality of interstate commerce, or of the mails, or of any facility of any
14 national securities exchange, in connection with the purchase or sale of any security:

15 (a) to employ any device, scheme, or artifice to defraud;

16 (b) to make any untrue statement of a material fact or to omit to state a
17 material fact necessary in order to make the statements made, in the light of the
18 circumstances under which they were made, not misleading; or

19 (c) to engage in any act, practice, or course of business which operates or
20 would operate as a fraud or deceit upon any person

21 by, directly or indirectly, (i) creating a false appearance or otherwise deceiving any
22 person, or (ii) disseminating false or misleading documents, materials, or information
23 or making, either orally or in writing, any false or misleading statement in any
24 communication with any investor or prospective investor, about:

25 (A) any investment in or offering of securities,

26 (B) the registration status of such offering or of such securities,

27 (C) the prospects for success of any product or company,

28 (D) the use of investor funds; or

1 (E) the misappropriation of investor funds or investment proceeds.

2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
3 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
4 binds the following who receive actual notice of this Final Judgment by personal
5 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
6 attorneys; and (b) other persons in active concert or participation with Defendant or
7 with anyone described in (a).

8 **II.**

9 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
10 Defendant is permanently restrained and enjoined from violating Section 17(a) of the
11 Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale
12 of any security by the use of any means or instruments of transportation or
13 communication in interstate commerce or by use of the mails, directly or indirectly:

14 (a) to employ any device, scheme, or artifice to defraud;

15 (b) to obtain money or property by means of any untrue statement of a
16 material fact or any omission of a material fact necessary in order to make the
17 statements made, in light of the circumstances under which they were made,
18 not misleading; or

19 (c) to engage in any transaction, practice, or course of business which
20 operates or would operate as a fraud or deceit upon the purchaser
21 by, directly or indirectly, (i) creating a false appearance or otherwise deceiving any
22 person, or (ii) disseminating false or misleading documents, materials, or information
23 or making, either orally or in writing, any false or misleading statement in any
24 communication with any investor or prospective investor, about:

25 (A) any investment in or offering of securities,

26 (B) the registration status of such offering or of such securities,

27 (C) the prospects for success of any product or company,

28 (D) the use of investor funds; or

1 (E) the misappropriation of investor funds or investment proceeds.

2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
3 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
4 binds the following who receive actual notice of this Final Judgment by personal
5 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
6 attorneys; and (b) other persons in active concert or participation with Defendant or
7 with anyone described in (a).

8 **III.**

9 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
10 Defendant is permanently restrained and enjoined from violating Section 5 of the
11 Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any
12 applicable exemption:

13 (a) Unless a registration statement is in effect as to a security, making use of
14 any means or instruments of transportation or communication in interstate
15 commerce or of the mails to sell such security through the use or medium of
16 any prospectus or otherwise;

17 (b) Unless a registration statement is in effect as to a security, carrying or
18 causing to be carried through the mails or in interstate commerce, by any
19 means or instruments of transportation, any such security for the purpose of
20 sale or for delivery after sale; or

21 (c) Making use of any means or instruments of transportation or
22 communication in interstate commerce or of the mails to offer to sell or offer to
23 buy through the use or medium of any prospectus or otherwise any security,
24 unless a registration statement has been filed with the Commission as to such
25 security, or while the registration statement is the subject of a refusal order or
26 stop order or (prior to the effective date of the registration statement) any
27 public proceeding or examination under Section 8 of the Securities Act [15
28 U.S.C. § 77h].

1 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
2 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
3 binds the following who receive actual notice of this Final Judgment by personal
4 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
5 attorneys; and (b) other persons in active concert or participation with Defendant or
6 with anyone described in (a).

7 **IV.**

8 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
9 that pursuant to Sections 21(d)(1) and 21(d)(5) of the Exchange Act [15 U.S.C. §
10 78u(d)(1) and (5)], and Section 20(b) of the Securities Act [15 U.S.C. § 77t(b)],
11 Defendant is permanently restrained and enjoined from directly or indirectly,
12 including, but not limited to, through any entity owned or controlled by Defendant, (i)
13 participating in the offer, sale or purchase of any security, and (ii) soliciting or
14 accepting funds from any investor or potential investor in connection with the offer,
15 sale or purchase of any security; provided, however, that such injunction shall not
16 prevent Defendant from purchasing or selling securities for his own personal account.

17 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
18 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
19 binds the following who receive actual notice of this Final Judgment by personal
20 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
21 attorneys; and (b) other persons in active concert or participation with Defendant or
22 with anyone described in (a).

23 **V.**

24 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
25 Defendant is liable for disgorgement of \$1,995,439.08, representing net profits gained
26 as a result of the conduct alleged in the Complaint, together with prejudgment interest
27 thereon in the amount of \$414,196.40. Of these amounts, Defendant is jointly and
28 severally liable for disgorgement in the amount of \$1,156,166.13 and prejudgment

1 interest thereon in the amount of \$253,048.11 with 5 Fruits Enterprises, LLC and
2 Marcus Ligon. The Court further imposes a civil penalty in the amount of \$236,451
3 pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section
4 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall satisfy this
5 obligation by paying a total of \$2,646,086.48, of which \$1,409,214.24 is subject to
6 joint and several liability with 5 Fruits Enterprises, LLC and Marcus Ligon, to the
7 Securities and Exchange Commission within 30 days after entry of this Final
8 Judgment.

9 Defendant may transmit payment electronically to the Commission, which will
10 provide detailed ACH transfer/Fedwire instructions upon request. Payment may also
11 be made directly from a bank account via Pay.gov through the SEC website at
12 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified
13 check, bank cashier's check, or United States postal money order payable to the
14 Securities and Exchange Commission, which shall be delivered or mailed to

15 Enterprise Services Center

16 Accounts Receivable Branch

17 6500 South MacArthur Boulevard

18 Oklahoma City, OK 73169

19 and shall be accompanied by a letter identifying the case title, civil action number,
20 and name of this Court; Calvin Guess, as a defendant in this action; and specifying
21 that payment is made pursuant to this Final Judgment.

22 Defendant shall simultaneously transmit photocopies of evidence of payment
23 and case identifying information to the Commission's counsel in this action. By
24 making this payment, Defendant relinquishes all legal and equitable right, title, and
25 interest in such funds and no part of the funds shall be returned to Defendant.

26 The Commission may enforce the Court's judgment for disgorgement and
27 prejudgment interest by using all collection procedures authorized by law, including,
28 but not limited to, moving for civil contempt at any time after 30 days following entry

1 of this Final Judgment.

2 The Commission may enforce the Court’s judgment for penalties by the use of
3 all collection procedures authorized by law, including the Federal Debt Collection
4 Procedures Act, 28 U.S.C. § 3001 et seq., and moving for civil contempt for the
5 violation of any Court orders issued in this action. Defendant shall pay post judgment
6 interest on any amounts due after 30 days of the entry of this Final Judgment pursuant
7 to 28 U.S.C. § 1961. The Commission shall hold the funds, together with any interest
8 and income earned thereon (collectively, the “Fund”), pending further order of the
9 Court.

10 The Commission may propose a plan to distribute the Fund subject to the
11 Court’s approval. Such a plan may provide that the Fund shall be distributed pursuant
12 to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The
13 Court shall retain jurisdiction over the administration of any distribution of the Fund
14 and the Fund may only be disbursed pursuant to an Order of the Court.

15 Regardless of whether any such Fair Fund distribution is made, amounts
16 ordered to be paid as civil penalties pursuant to this Judgment shall be treated as
17 penalties paid to the government for all purposes, including all tax purposes. To
18 preserve the deterrent effect of the civil penalty, Defendant shall not, after offset or
19 reduction of any award of compensatory damages in any Related Investor Action
20 based on Defendant’s payment of disgorgement in this action, argue that he is entitled
21 to, nor shall he further benefit by, offset or reduction of such compensatory damages
22 award by the amount of any part of Defendant’s payment of a civil penalty in this
23 action (“Penalty Offset”). If the court in any Related Investor Action grants such a
24 Penalty Offset, Defendant shall, within 30 days after entry of a final order granting
25 the Penalty Offset, notify the Commission’s counsel in this action and pay the amount
26 of the Penalty Offset to the United States Treasury or to a Fair Fund, as the
27 Commission directs. Such a payment shall not be deemed an additional civil penalty
28 and shall not be deemed to change the amount of the civil penalty imposed in this

1 Judgment. For purposes of this paragraph, a “Related Investor Action” means a
2 private damages action brought against Defendant by or on behalf of one or more
3 investors based on substantially the same facts as alleged in the Complaint in this
4 action.

5 **VI.**

6 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for
7 purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code,
8 11 U.S.C. §523, the allegations in the complaint are true and admitted by Defendant,
9 and further, any debt for disgorgement, prejudgment interest, civil penalty or other
10 amounts due by Defendant under this Final Judgment or any other judgment, order,
11 consent order, decree or settlement agreement entered in connection with this
12 proceeding, is a debt for the violation by Defendant of the federal securities laws or
13 any regulation or order issued under such laws, as set forth in Section 523(a)(19) of
14 the Bankruptcy Code, 11 U.S.C. §523(a)(19).

15 **VII.**

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

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21 Dated: _____, 2025
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23 _____
UNITED STATES DISTRICT JUDGE
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