UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

SOUTHRIDGE CAPITAL MANAGEMENT LLC,
SOUTHRIDGE ADVISORS LLC, and
STEPHEN M. HICKS,

Defendants.

Case No. 3:10-cv-1685-RNC

PARTIAL FINAL JUDGMENT AS TO DEFENDANTS

This Court, having on September 12, 2016, granted partial summary judgment in favor of Plaintiff Securities and Exchange Commission, having considered the testimony and exhibits submitted by the parties during an evidentiary hearing on remedies held on January 10 and January 11, 2017, and having found Defendants liable on the Fifth Claim for Relief of the Complaint, hereby enters this partial final judgment as to that count. Accordingly, the Court ORDERS the following:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants are permanently restrained and enjoined from violating, directly or indirectly, Section 206 of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. § 80b-6] by, directly or indirectly, using the mails or any means or instrumentality of interstate commerce to: (a) employ any device, scheme, or artifice to defraud any client or prospective client; or (b) engaging in any transaction, practice, course of business which operates as a fraud or deceit upon any client or prospective client.

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

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants are joint and severally liable for disgorgement of $5,843,017, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of $2,021,047.04, for a total of $7,864,064.04. Defendants shall satisfy this obligation by paying $7,864,064.04 to the Securities and Exchange Commission within 14 days of the entry of this final judgment.

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

Enterprise Services Center
Accounts Receivable Branch
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; the name of the paying defendant making the payment; and specifying that payment is made pursuant to this Final Judgment.

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

The Commission shall hold the funds (collectively, the "Fund") and may propose a plan to distribute the Fund subject to the Court's approval. The Court shall retain jurisdiction over the administration of any distribution of the Fund. If the Commission staff determines that the Fund will not be distributed, the Commission shall send the funds paid pursuant to this Final Judgment to the United States Treasury.

The Commission may enforce the Court's judgment for disgorgement and prejudgment interest by moving for civil contempt (and/or through other collection procedures authorized by law) at any time after 14 days following entry of this Final Judgment. Defendants shall pay post judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Hicks shall pay a civil penalty in the amount of $ 5 million to the Securities and Exchange Commission pursuant to Advisers Act Section 209 [15 U.S.C. § 80b-9].

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Southridge Capital Management, LLC, shall pay a civil penalty in the amount of $ — to the Securities and Exchange Commission pursuant to Advisers Act Section 209 [15 U.S.C. § 80b-9].

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Southridge Advisors, LLC, shall pay a civil penalty in the amount of $____________ to the Securities and Exchange Commission pursuant to Advisers Act Section 209 [15 U.S.C. § 80b-9].

Defendants shall make these payments within 14 days of the entry of this Final Judgment.

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

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Defendants shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Defendants relinquish all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Defendants. The Commission shall send the funds paid pursuant to this Final Judgment to the United States Treasury. Defendants shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

IV.

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.

V.

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: August 2, 2017

/s/ Robert N. Chatigny

Robert N. Chatigny
UNITED STATES DISTRICT JUDGE