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3:04-CV-01966 SEC V. ROKE  
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\*CONSJGM.\*

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CLERK, U.S. DISTRICT COURT SOUTHERN DISTRICT OF CALIFORNIA

BY *RR* DEPUTY

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8 UNITED STATES DISTRICT COURT  
9 SOUTHERN DISTRICT OF CALIFORNIA

10 SECURITIES AND EXCHANGE  
11 COMMISSION,

12 Plaintiff,

13 v.

14 MARCY WILSON ROKE,

15 Defendant.

Case No. 04 CV 1966 H (POR)

~~PROPOSED~~ FINAL JUDGMENT AS  
TO DEFENDANT MARCY WILSON  
ROKE

16  
17  
18 The Securities and Exchange Commission having filed a Complaint and Defendant  
19 Marcy Wilson Roke having entered a general appearance; consented to the Court's jurisdiction  
20 over Defendant and the subject matter of this action; consented to entry of this Final Judgment  
21 without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived  
22 findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

23 I

24 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
25 and Defendant's agents, servants, employees, attorneys, and all persons in active concert or  
26 participation with them who receive actual notice of this Final Judgment by personal service or  
27 otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities  
28 Act of 1933 (the "Securities Act"), 15 U.S.C. § 77q(a), in the offer or sale of any security by the

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ENTERED ON 9/8/05

1 use of any means or instruments of transportation or communication in interstate commerce or  
2 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 material fact  
5 or any omission of a material fact necessary in order to make the statements made, in  
6 light of the circumstances under which they were made, not misleading; or

7 (c) to engage in any transaction, practice, or course of business which operates or would operate  
8 as a fraud or deceit upon the purchaser.

9 II.

10 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and  
11 Defendant's agents, servants, employees, attorneys, and all persons in active concert or  
12 participation with them who receive actual notice of this Final Judgment by personal service or  
13 otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section  
14 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. § 78j(b), and  
15 Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5, by using any means or  
16 instrumentality of interstate commerce, or of the mails, or of any facility of any national  
17 securities exchange, in connection with the purchase or sale of any security:

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

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

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

24 III.

25 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
26 and Defendant's agents, servants, employees, attorneys, and all persons in active concert or  
27 participation with them who receive actual notice of this Final Judgment by personal service or  
28 otherwise are permanently restrained and enjoined from aiding and abetting any violation of

1 Section 13(b)(2)(A) of the Exchange Act, 15 U.S.C. § 78m(b)(2)(A), and violating Rule 13b2-1,  
2 17 C.F.R. § 240.13b2-1, thereunder, by knowingly providing substantial assistance to an issuer  
3 using any means or instrumentality of interstate commerce or of the mails, or of any facility of  
4 any national securities exchange to cause the failure to make and keep accurate books, records,  
5 and accounts which, in reasonable detail, accurately and fairly reflect financial transactions and  
6 disposition of assets.

7 IV.

8 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
9 and Defendant's agents, servants, employees, attorneys, and all persons in active concert or  
10 participation with them who receive actual notice of this Final Judgment by personal service or  
11 otherwise are permanently restrained and enjoined from violating, directly, or indirectly, Section  
12 13(b)(5) of the Exchange Act, 15 U.S.C. § 78m(b)(5), by using any means or instrumentality of  
13 interstate commerce or the mails, or of any facility of any national securities exchange:

- 14 (a) causing the failure to devise and maintain a system of internal accounting controls  
15 sufficient to provide reasonable assurance that financial statements are prepared in  
16 conformity with Generally Accepted Accounting Principles;
- 17 (b) falsifying or causing to be falsified books, records or accounts subject to Section  
18 13(b)(2)(A) of the Exchange Act; or
- 19 (c) making or causing to be made, or causing another person to omit or state, a  
20 materially false or misleading statement, or omitting to state a material fact in order to  
21 make statements made, in light of the circumstances under which such statements were  
22 made, not misleading to an accountant in connection with (1) an audit or examination of  
23 financial statements required to be made pursuant to the Exchange Act regulations, or (2)  
24 the preparation or filing of reports or documents required to be filed with the Commission  
25 pursuant to Exchange Act regulations or otherwise.

26 V.

27 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant  
28 is liable for disgorgement of \$50,616.75, representing profits gained as a result of the conduct

1 alleged in the Complaint, together with prejudgment interest thereon in the amount of \$5,841.45,  
2 for a total of \$56,458.20. Defendant shall satisfy this obligation by: (a) paying \$16,000.00  
3 within ten business days to the Clerk of this Court, together with a cover letter identifying Marcy  
4 Wilson Roke as a defendant in this action; setting forth the title and civil action number of this  
5 action and the name of this Court; and specifying that payment is made pursuant to this Final  
6 Judgment, and by: (b) paying the remaining \$40,458.20 plus post-judgment <sup>interest</sup> calculated in  
7 accordance with 28 U.S.C. § 1961, to the Clerk of this Court within 100 days, together with a  
8 cover letter identifying Marcy Wilson Roke as a defendant in this action; setting forth the title  
9 and civil action number of this action and the name of this Court; and specifying that payment is  
10 made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of  
11 such payment and letter to the Commission's counsel in this action. By making this payment,  
12 Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no part  
13 of the funds shall be returned to Defendant. The Clerk shall deposit the funds into an interest  
14 bearing account, ~~with the Court Registry Investment System ("CRIS"), or any other type of~~  
15 ~~interest-bearing account that is utilized by the Court.~~ These funds, together with any interest and  
16 income earned thereon (collectively, the "Fund"), shall be held in the interest-bearing account  
17 until further order of the Court. In accordance with 28 U.S.C. § 1914 and the guidelines set by  
18 the Director of the Administrative Office of the United States Courts, the Clerk is directed,  
19 without further order of this Court, to deduct from the income earned on the money in the Fund a  
20 fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that  
21 authorized by the Judicial Conference of the United States. The Commission may propose a plan  
22 to distribute the Fund subject to the Court's approval. Defendant shall pay post-judgment  
23 interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

24 VI.

25 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a  
26 civil penalty in the amount of \$25,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C.  
27 § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). Defendant shall  
28 make this payment within ten (10) business days after entry of this Final Judgment by certified

1 check, bank cashier's check, or United States postal money order payable to the Securities and  
2 Exchange Commission. The payment shall be delivered or mailed to the Office of Financial  
3 Management, Securities and Exchange Commission, Operations Center, 6432 General Green  
4 Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter  
5 identifying Marcy Wilson Roke as a defendant in this action; setting forth the title and civil  
6 action number of this action and the name of this Court; and specifying that payment is made  
7 pursuant to this Final Judgment. Defendant shall pay post-judgment interest on any delinquent  
8 amounts pursuant to 28 USC § 1961.

9 VII.

10 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is  
11 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant  
12 shall comply with all of the undertakings and agreements set forth therein.

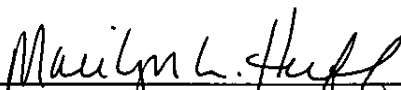
13 VIII.

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

16 IX.

17 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil  
18 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

19  
20 Dated: 9-7-05, 2005

  
\_\_\_\_\_  
THE HONORABLE MARILYN L. HUFF  
UNITED STATES DISTRICT JUDGE

**PROOF OF SERVICE**

I am over the age of 18 years and not a party to this action. My business address is:

U.S. SECURITIES AND EXCHANGE COMMISSION, 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036-3648

Telephone No. (323) 965-3998; Facsimile No. (323) 965-3908.

On August 30, 2005, I served the document entitled **[PROPOSED] FINAL JUDGMENT AS TO DEFENDANT MARCY WILSON ROKE** upon the parties to this action addressed as stated on the attached service list:

**OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency's practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

**PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

**EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

**HAND DELIVERY:** I caused to be hand delivered each such envelope to the office of the addressee.

**FEDERAL EXPRESS BY AGREEMENT OF ALL PARTIES:** By placing in sealed envelope(s) designated by Federal Express with delivery fees paid or provided for, which I deposited in a facility regularly maintained by Federal Express or delivered to a Federal Express courier, at Los Angeles, California.

**ELECTRONIC MAIL:** By transmitting the document by electronic mail to the electronic mail address as stated on the attached service list.

**FAX (BY AGREEMENT ONLY):** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

**(Federal)** I declare that I am employed in the office of a member of the bar of this Court, at whose direction the service was made. I declare under penalty of perjury that the foregoing is true and correct.

Date: August 30, 2005

Magnolia M. Marcelo  
MAGNOLIA M. MARCELO

1                                    **SEC v. MARCY WILSON ROKE**  
2                                    **United States District Court – Southern District of California**  
3                                    **Case No. 04 CV 1966 H (POR)**  
4                                    **(LA-2749)**

5                                    **SERVICE LIST**

6                                    Frank Vecchione, Esq.  
7                                    Law Offices of Frank Vecchione  
8                                    105 W. "F" Street, Suite 215  
9                                    San Diego, CA 92101  
10                                    *Attorney for Defendant Marcy Wilson Roke*