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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

RAMY Y. EL-BATRAWI, et al.,

Defendants.

Civil Action No. CV06-2247
(CAS)(VBKx)

FINAL JUDGMENT AS TO DEFENDANT WAYNE BREEDON

The Securities and Exchange Commission having filed a Complaint and Defendant Wayne Breedon (“Breedon”) having entered a general appearance; consented to the Court’s jurisdiction over Breedon 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.

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2 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
3 and Defendant's agents, servants, employees, attorneys, and all persons in active
4 concert or participation with them who receive actual notice of this Final Judgment
5 by personal service or otherwise are permanently restrained and enjoined from
6 violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of
7 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated
8 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
9 interstate commerce, or of the mails, or of any facility of any national securities
10 exchange, in connection with the purchase or sale of any security:

- 11 (a) to employ any device, scheme, or artifice to defraud;
- 12 (b) to make any untrue statement of a material fact or to omit to state a
13 material fact necessary in order to make the statements made, in the
14 light of the circumstances under which they were made, not
15 misleading; or
- 16 (c) to engage in any act, practice, or course of business which operates or
17 would operate as a fraud or deceit upon any person.

18 II.

19 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
20 that Defendant and Defendant's agents, servants, employees, attorneys, and all
21 persons in active concert or participation with them who receive actual notice of
22 this Final Judgment by personal service or otherwise are permanently restrained
23 and enjoined from violating Section 17(a) of the Securities Act of 1933 (the
24 "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use
25 of any means or instruments of transportation or communication in interstate
commerce or by use of the mails, directly or indirectly:

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

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9 III.

10 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
11 that Defendant is liable for disgorgement of \$19,500, representing profits gained as
12 a result of the conduct alleged in the Complaint, together with prejudgment interest
13 thereon in the amount of \$16,620, for a total of \$36,120. Based on Defendant's
14 sworn representations in his Statement of Financial Condition dated November 30,
15 2009, and other documents and information submitted to the Commission,
16 however, the Court is not ordering Breedon to pay a civil penalty and payment of
17 the disgorgement and pre-judgment interest thereon is waived. The determination
18 not to impose a civil penalty and to waive payment of the disgorgement and pre-
19 judgment interest is contingent upon the accuracy and completeness of
20 Defendant's Statement of Financial Condition. If at any time following the entry
21 of this Final Judgment the Commission obtains information indicating that
22 Defendant's representations to the Commission concerning his assets, income,
23 liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in
24 any material respect as of the time such representations were made, the
25 Commission may, at its sole discretion and without prior notice to Defendant,
petition the Court for an order requiring Defendant to pay the unpaid portion of the
disgorgement, pre-judgment and post-judgment interest thereon, and the maximum

1 civil penalty allowable under the law. In connection with any such petition, the
2 only issue shall be whether the financial information provided by Breedon was
3 fraudulent, misleading, inaccurate, or incomplete in any material respect as of the
4 time such representations were made. In its petition, the Commission may move
5 this Court to consider all available remedies, including, but not limited to, ordering
6 Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions
7 for contempt of this Final Judgment. The Commission may also request additional
8 discovery. Defendant may not, by way of defense to such petition: (1) challenge
9 the validity of the Consent or this Final Judgment; (2) contest the allegations in the
10 Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-
11 judgment and post-judgment interest or a civil penalty should not be ordered; (4)
12 contest the amount of disgorgement and pre-judgment and post-judgment interest;
13 (5) contest the imposition of the maximum civil penalty allowable under the law;
14 or (6) assert any defense to liability or remedy, including, but not limited to, any
15 statute of limitations defense. Defendant shall also pay post-judgment interest on
16 any delinquent amounts pursuant to 28 USC § 1961.

17 IV.

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

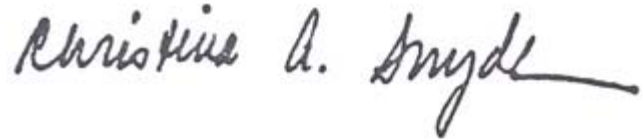
22 V.

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

VI.

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: April 1, 2010



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Honorable Christina A. Snyder
UNITED STATES DISTRICT JUDGE

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