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12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 SAN FRANCISCO DIVISION

15 SECURITIES AND EXCHANGE COMMISSION, Case No. C 06 2938 SC

16 Plaintiff,

17 v.

18 LEONARD P. LECLERC and MARNIE L.
19 SHARPE,

20 Defendants.

21 [PROPOSED] FINAL JUDGMENT

22 The Securities and Exchange Commission having filed a Complaint and Defendant Leonard
23 P. Leclerc having entered a general appearance; consented to the Court's jurisdiction over Defendant
24 and the subject matter of this action; consented to entry of this Final Judgment without admitting or
25 denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and
26 conclusions of law; and waived any right to appeal from this Final Judgment:

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

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

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$41,852.55, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$1,160.94, for a total of \$43,013.49. Defendant shall make this payment within ten (10) business days after entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Leonard P. Leclerc as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such payment and letter to the attention of Helane Morrison, District Administrator, at the Commission's San Francisco District Office, 44 Montgomery Street, Suite 2600, San Francisco, California 94104. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no

1 part of the funds shall be returned to Defendant. Defendant shall pay post-judgment interest on any
2 delinquent amounts pursuant to 28 U.S.C. § 1961.

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4 III.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a
6 civil penalty in the amount of \$41,852.55 pursuant to Section 21A(a)(1)(A) of the Exchange Act [15
7 U.S.C. § 78u-1(a)(1)(A)]. Defendant shall make this payment within ten (10) business days after
8 entry of this Final Judgment by certified check, bank cashier's check, or United States postal money
9 order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed
10 to the Office of Financial Management, Securities and Exchange Commission, Operations Center,
11 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a
12 letter identifying Leonard P. Leclerc as a defendant in this action; setting forth the title and civil
13 action number of this action and the name of this Court; and specifying that payment is made
14 pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of such
15 payment and letter to the attention of Helane Morrison, District Administrator, at the Commission's
16 San Francisco District Office, 44 Montgomery Street, Suite 2600, San Francisco, California 94104.
17 Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

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IV.

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

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1 V.
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4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
5 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.
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10 Dated: May 5, 2006
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Approved as to form:

/s/ Thomas J. LoSavio
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