

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

SECURITIES AND)	
EXCHANGE COMMISSION,)	
)	
Plaintiff,)	Case No. 2:08-CV-667
)	
v.)	
)	
ONE EQUITY CORPORATION,)	Hon. Edmund A. Sargus, Jr.
TRIANGLE EQUITIES GROUP, INC.,)	
VICTORY MANAGEMENT GROUP, INC.,)	Magistrate Judge Mark R. Abel
DAFCAN FINANCE, INC.,)	
MICHAEL S. SPILLAN and)	
MELISSA K. SPILLAN,)	
)	
Defendants.)	
)	

FINAL JUDGMENT AS TO DEFENDANT MICHAEL S. SPILLAN

The Securities and Exchange Commission (“SEC” or “Commission”) having filed a Complaint; Defendant Michael S. Spillan (“Defendant”) having entered a general appearance, consented to the Court’s jurisdiction over Defendant and the subject matter of this action, consented to entry of an order of permanent injunction (hereinafter the “Consent”) (Docket # 35) 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 that order of permanent injunction; the Court having entered an Order of Permanent Injunction and Other Relief as to Defendant (hereinafter the “Order,”) (Docket # 37); the Commission having filed a Motion to Set Disgorgement Plus Prejudgment Interest and Impose Third-Tier Civil Penalties Against Defendants (hereinafter the “Motion”) (Docket # 127); and the Court having considered the Commission’s Motion, the submissions of all parties concerning this Motion, and being

apprised of the premises, the Court orders as follows:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently 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 \$1,816,265, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$515,389, for a total of \$2,331,654, for which amount Defendant is jointly and severally liable with Defendant Melissa K. Spillan. Defendant shall satisfy this obligation by paying \$2,331,654 within 14 days after entry of this Final Judgment to the Clerk of this Court, together with a cover

letter identifying Defendant 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 Commission's counsel in this action. By making this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to Defendant. The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS") or any other type of interest bearing account that is utilized by the Court. These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held in the interest bearing account until further order of the Court. In accordance with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The Commission may propose a plan to distribute the Fund subject to the Court's approval. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

III.


IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$908,132 pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall make this payment within 14 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 Defendant 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 pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

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.

Dated: Nov. 3, 2010



UNITED STATES DISTRICT JUDGE
E. S. Lyons