

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA**

**CASE NO. 08-60698-CIV-JOHNSON**

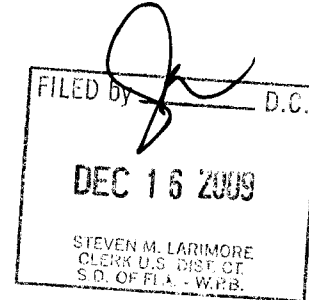
**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**v.**

**ZACHARIAH P. ZACHARIAH,  
MAMMEN P. ZACHARIAH AND  
SHELDON NASSBERG,**

**Defendants.**



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**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF  
AS TO DEFENDANT MAMMEN P. ZACHARIAH**

Plaintiff Securities and Exchange Commission commenced this action by filing its Complaint against Defendant Mammen P. Zachariah (Zachariah) and others. In its Complaint, the Commission sought, among other relief, a permanent injunction to prohibit violations by Zachariah of Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (Exchange Act); disgorgement of all ill-gotten gains and prejudgment interest thereon; and the imposition of a civil money penalty.

Zachariah, by the Consent of Defendant Mammen P. Zachariah to Entry of Final Judgment and Other Relief (DE 89-1) (Consent), has entered a general appearance; consented to the court's jurisdiction over him and the subject matter of this action; consented to entry of this Final Judgment of Permanent Injunction and Other Relief as to Defendant Mammen P. Zachariah (Final Judgment) without admitting or denying the allegations of the Complaint (except as to subject matter and personal jurisdiction); waived

findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment. This court having accepted such Consent and this court having jurisdiction over Zachariah and the subject matter of this action, and the court being fully advised in the premises, orders as follows:

I.

**PERMANENT INJUNCTION**

**IT IS ORDERED AND ADJUDGED** that Zachariah and his agents, servants, employees, attorneys, and representatives, 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.

**DISGORGEMENT, PREJUDGMENT INTEREST, AND CIVIL PENALTY**

**IT IS FURTHER ORDERED AND ADJUDGED** that Zachariah is liable for

disgorgement of \$135,747, representing ill-gotten gains received as a result of the conduct alleged in the Complaint, together with prejudgment interest in the amount of \$8,106, and a civil penalty in the amount of \$135,747 pursuant to Section 21A of the Exchange Act.

III.

**PAYMENT INSTRUCTIONS**

Zachariah shall satisfy this obligation by paying \$279,600 that he has escrowed with his counsel within ten days of entry of this Final Judgment. Zachariah shall pay this sum by sending a U.S. postal money order, certified check, bank cashier's check or bank 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 Zachariah 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 being made on Zachariah's behalf and pursuant to this Final Judgment. Zachariah shall send a copy of the letter and payment form to: Christopher E. Martin, Senior Trial Counsel, U.S. Securities and Exchange Commission, Miami Regional Office, 801 Brickell Avenue, Suite 1800, Miami, Florida 33131. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

Zachariah shall not seek or accept, directly or indirectly, reimbursement or indemnification from any source, including but not limited to payment made pursuant to any insurance policy, with regard to any civil penalty amount he pays pursuant to this Final Judgment, regardless of whether such penalty amounts or any party thereof are added to

a distribution fund or otherwise used for the benefit of investors. Zachariah further shall not claim, assert, or apply for tax deduction or tax credit with regard to any federal, state, or local tax for any penalty amounts he pays pursuant to this Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors.

**IV.**

**INCORPORATION OF CONSENT**

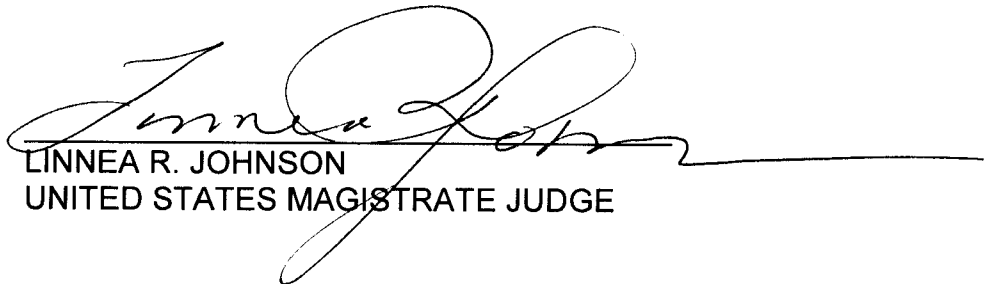
**IT IS FURTHER ORDERED AND ADJUDGED** that the Consent is incorporated into this Final Judgment with the same force and effect as if fully set forth herein, and that Zachariah shall comply with all of the undertakings and agreements set forth in the Consent.

**V.**

**RETENTION OF JURISDICTION**

**IT IS FURTHER ORDERED AND ADJUDGED** that this court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

**DONE AND ORDERED** in Chambers at West Palm Beach, Florida, this 16<sup>th</sup> day of December, 2009.

  
LINNEA R. JOHNSON  
UNITED STATES MAGISTRATE JUDGE

Copies to: All Counsel of Record