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9 **UNITED STATES DISTRICT COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA**

11 **SECURITIES AND EXCHANGE**
12 **COMMISSION,**

13 Plaintiff,

14 v.

15 **AHMAD HARIS TAJYAR,**
16 **ZACHARY W. R. BRYANT,**
OMAR AHMAD TAJYAR, and
VISPI B. SHROFF,

17 Defendants,

18 and

19 **DIONYSUS CAPITAL, LP,**

20 Relief Defendant.

Case No. CV 09-03988 SJO (PJWx)

FINAL JUDGMENT AS TO
DEFENDANT VISPI B. SHROFF

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

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 FURTHER 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 Section 17(a) of the Securities Act of 1933 (the “Securities Act”), 15 U.S.C. § 77q(a), in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a

1 material fact or any omission of a material fact necessary in order to
2 make the statements made, in light of the circumstances under which
3 they were made, not misleading; or

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

6 **III.**

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
8 Defendant is liable for disgorgement of \$207,931.70, representing profits gained
9 and/or losses avoided as a result of the conduct alleged in the Complaint, together
10 with prejudgment interest thereon in the amount of \$27,958.93, for total
11 disgorgement and prejudgment interest in the amount of \$235,890.63, and a civil
12 penalty in the amount of \$207,931.70 pursuant to Section 21(A) of the Exchange
13 Act, 15 U.S.C. § 78u-1. Defendant shall satisfy this obligation by paying \$
14 \$443,822.33 within ten (10) business days after entry of this Final Judgment by
15 certified check, bank cashier's check, or United States postal money order payable
16 to the Securities and Exchange Commission. The payment shall be delivered or
17 mailed to the Office of Financial Management, Securities and Exchange
18 Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3,
19 Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Vispi
20 B. Shroff as a defendant in this action; setting forth the title and civil action
21 number of this action and the name of this Court; and specifying that payment is
22 made pursuant to this Final Judgment. Defendant shall pay post-judgment interest
23 on any delinquent amounts pursuant to 28 USC § 1961. The Commission shall
24 remit the funds paid pursuant to this paragraph to the United States Treasury.

25 **IV.**

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
27 Consent is incorporated herein with the same force and effect as if fully set forth
28 herein, and that Defendant shall comply with all of the undertakings and

1 agreements set forth therein.

2 **V.**

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

6 **VI.**

7 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
8 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment against
9 defendant Vispi B. Shroff forthwith and without further notice.

10 IT IS SO ORDERED.

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12 Dated: 11/23/09

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14 THE HON. S. JAMES OTERO
15 UNITED STATES DISTRICT JUDGE
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