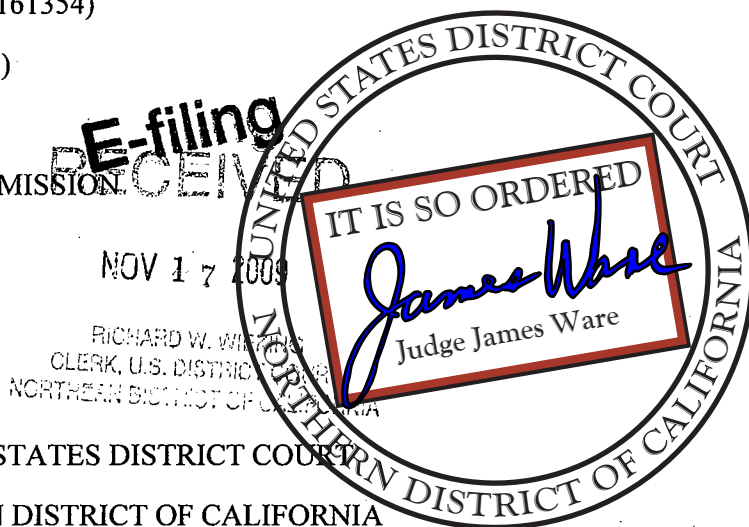


MARC J. FAGEL (Cal. Bar No. 154425)
 ROBERT L. MITCHELL (Cal. Bar No. 161354)
mitchellr@sec.gov
 SAHIL W. DESAI (Cal. Bar No. 197358)
desais@sec.gov

Attorneys for Plaintiff
 SECURITIES AND EXCHANGE COMMISSION
 44 Montgomery Street, Suite 2600
 San Francisco, California 94104
 Telephone: 415-705-2500
 Facsimile: 415-705-2501



UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

CV 09

5394

PVT

SECURITIES AND EXCHANGE COMMISSION,

Case No.

Plaintiff,

vs.

DIANE BJORKSTROM,

Defendant.

**[PROPOSED] FINAL JUDGMENT AS TO
 DEFENDANT DIANE BJORKSTROM**

The Securities and Exchange Commission having filed a Complaint and Defendant Diane Bjorkstrom ("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 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.

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 Sections 17(a)(2) and (3) of the Securities Act of 1933

**[PROPOSED] FINAL JUDGMENT AS TO
 DEFENDANT DIANE BJORKSTROM**

1 (“Securities Act”) [15 U.S.C. § 77q(a)] by obtaining money or property by means of untrue
 2 statements of material fact or by omitting to state a material fact necessary in order to make the
 3 statements made, in light of the circumstances under which they were made, not misleading; or
 4 engaging in any transaction, practice, or course of business which operates or would operate as a
 5 fraud or deceit upon the purchaser in the offer or sale of any securities by the use of any means or
 6 instrumentality of interstate commerce, or of the mails.

7 II.

8 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and
 9 Defendant’s agents, servants, employees, attorneys, and all persons in active concert or participation
 10 with them who receive actual notice of this Final Judgment by personal service or otherwise are
 11 permanently restrained and enjoined from violating Section 13(b)(5) of the Securities Exchange Act
 12 of 1934 (the “Exchange Act”) [15 U.S.C. § 78m(b)(5)] and Rule 13b2-1 thereunder [17 C.F.R.
 13 240.13b2-1] by knowingly circumventing or failing to implement a system of internal accounting
 14 controls of any issue which has a class of securities registered pursuant to Section 12 of the Exchange
 15 Act [15 U.S.C. § 78l] or any company which is required to file reports pursuant to Section 15(d) of
 16 the Exchange Act [15 U.S.C. § 78o].

17 III.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and
 19 Defendant’s agents, servants, employees, attorneys, and all persons in active concert or participation
 20 with them who receive actual notice of this Final Judgment by personal service or otherwise are
 21 permanently restrained and enjoined from aiding and abetting any violation of Section 13(a) of the
 22 Exchange Act [15 U.S.C. § 78m(a)] and Rules 12b-20, 13a-1, 13a-11, and 13a-13 promulgated
 23 thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-1, 240.13a-11, 240.13a-13] by knowingly providing
 24 substantial assistance to an issuer which has a class of securities registered pursuant to Section 12 of
 25 the Exchange Act [15 U.S.C. § 78l] or Section 15(d) of the Exchange Act [15 U.S.C. § 78o] in failing
 26 to file with the Commission such accurate and complete information, reports, and documents as are
 27 required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. §
 28 78m(a)] and the Commission’s Rules thereunder, including but not limited to, annual reports on Form

1 10-K [17 C.F.R. § 249.308] as prescribed by Commission Rule 13a-1 [17 C.F.R. § 240.13a-1],
2 quarterly reports on Form 10-Q [17 C.F.R. § 249.308a] as prescribed by Commission Rule 13a-13
3 [17 C.F.R. § 240.13a-13], and current reports on Form 8-K [17 C.F.R. § 249.308] as prescribed by
4 Commission Rule 13a-11 [17 C.F.R. § 240.13a-11], such information and documents to contain, in
5 addition to such information as is expressly required to be included in a statement or report to the
6 Commission, such further material information, if any, as may be necessary to make the required
7 statements, in the light of the circumstances under which they are made, not misleading, as prescribed
8 by Commission Rule 12b-20 [17 C.F.R. § 240.12b-20].

9 IV.

10 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and
11 Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation
12 with them who receive actual notice of this Final Judgment by personal service or otherwise are
13 permanently restrained and enjoined from signing false certifications in violation of Rule 13a-14
14 under the Exchange Act [17 C.F.R. § 240.13a-14].

15 V.

16 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and
17 Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation
18 with them who receive actual notice of this Final Judgment by personal service or otherwise are
19 permanently restrained and enjoined from aiding and abetting any violation of Section 13(b)(2)(A) of
20 the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] by causing any issuer which has a class of securities
21 registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or Section 15(d) of the
22 Exchange Act [15 U.S.C. § 78o] to fail to make or keep books, records or accounts, which, in
23 reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the
24 issuer.

25 VI.

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and
27 Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation
28 with them who receive actual notice of this Final Judgment by personal service or otherwise are

1 permanently restrained and enjoined from aiding and abetting any violation of Section 13(b)(2)(B) of
 2 the Exchange Act [15 U.S.C. § 78m(b)(2)(B)] by causing any issuer which has a class of securities
 3 registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or Section 15(d) of the
 4 Exchange Act [15 U.S.C. § 78o] to fail to devise and maintain a system of internal accounting
 5 controls sufficient to provide reasonable assurances that:

- 6 A. transactions are executed in accordance with management's general or specific
 7 authorization;
- 8 B. transactions are recorded as necessary (i) to permit preparation of financial
 9 statements in conformity with generally accepted accounting principles or any
 10 other criteria applicable to such statements, and (ii) to maintain accountability
 11 for assets;
- 12 C. access to assets is permitted only in accordance with management's general or
 13 specific authorization; and
- 14 D. the recorded accountability for assets is compared with the existing assets at
 15 reasonable intervals and appropriate action is taken with respect to any
 16 differences.

17 VII.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a
 19 civil penalty in the amount of \$20,000.00 pursuant to Section 20(d) of the Securities Act [15 U.S.C. §
 20 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall make this
 21 payment pursuant to the terms of the payment schedule set forth in paragraph VIII below after entry
 22 of this Final Judgment by certified check, bank cashier's check, or United States postal money order
 23 payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to
 24 the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432
 25 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter
 26 identifying Diane Bjorkstrom as a defendant in this action; setting forth the title and civil action
 27 number of this action and the name of this Court; and specifying that payment is made pursuant to
 28 this Final Judgment. Defendant shall simultaneously transmit photocopies of such payment and letter

1 to the attention of Marc J. Fagel, Regional Director, at the Commission's San Francisco Regional
2 Office, 44 Montgomery Street, Suite 2600, San Francisco, California 94104. Defendant shall pay
3 post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961. The Commission
4 shall remit the funds paid pursuant to this paragraph to the United States Treasury.

5 **VIII.**

6 Bjorkstrom shall pay a civil penalty in the amount of \$20,000.00 in four (4) installments
7 according to the following schedule: (1) \$5,000.00 within ninety (90) days of entry of this Final
8 Judgment; (2) an additional \$5,000.00 within 180 days of entry of this Final Judgment; (3) a further
9 additional \$5,000.00 within 270 days of the entry of this Final Judgment; and (4) the remaining
10 \$5,000.00 within 360 days of the entry of this Final Judgment. If Bjorkstrom fails to make any
11 payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all
12 outstanding payments under this Final Judgment, including post-judgment interest, minus any
13 payments made, shall become due and payable immediately without further application to the Court.

14 **IX.**

15 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent of Defendant
16 Diane Bjorkstrom To Entry Of Final Judgment is incorporated herein with the same force and effect
17 as if fully set forth herein, and that Defendant shall comply with all of the undertakings and
18 agreements set forth therein.

19 ///

20 ///

21 ///

1 X.

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

4 XI.

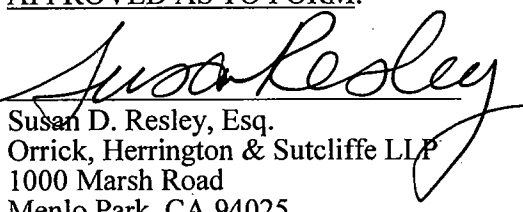
5 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil
6 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

7 The Clerk shall close this file.

8 Dated: January 6, 2010

9 
JAMES WARE
United States District Judge

10 APPROVED AS TO FORM:

11 
12 Susan D. Resley, Esq.
13 Orrick, Herrington & Sutcliffe LLP
14 1000 Marsh Road
15 Menlo Park, CA 94025
(650) 614-7400

16 Attorney for Defendant DIANE BJORKSTROM

17 SUBMITTED BY:

18 
19 Marc J. Fagel
20 Robert L. Mitchell
21 Sahil W. Desai

22 Attorneys for Plaintiff
23 SECURITIES AND EXCHANGE COMMISSION
24
25
26
27
28