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**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

FILED
IN CLERK'S OFFICE
U.S. DISTRICT COURT, E.D.N.Y.
★ SEP 06 2011 ★

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SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

NOOR MOHAMMED,

Defendant.
-----X

10 CV 5058 (LDW) (KDT)

LONG ISLAND OFFICE

**[PROPOSED] FINAL JUDGMENT BY DEFAULT
AGAINST DEFENDANT NOOR MOHAMMED**

Plaintiff Securities and Exchange Commission ("Commission"), having commenced this action on November 2, 2010, by filing its Complaint ("Complaint") for injunctive relief charging defendant Noor Mohammed ("Mohammed") with violations of Section 17(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q(a) and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]; and following the waiver of service of the Summons and Complaint upon Mohammed; and the default of Mohammed for failure to answer, plead or otherwise respond to the Complaint within the time provided by the Federal Rules of Civil Procedure ("FRCP"); and the Commission having filed a Notice of Motion, pursuant to FRCP 55(b) for a final judgment by default ("Default Judgment") against Mohammed; and the Declaration of Cynthia A. Matthews, dated September 1, 2011, with accompanying exhibits; and the Court having found that it has jurisdiction over Mohammed and over the subject matter of this action and the jurisdiction to grant the relief requested by the Commission, and good cause appearing for the entry of this Default Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Mohammed and Mohammed's agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this Default Judgment by personal service or otherwise are permanently enjoined and restrained from violating Section 17(a) of 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 material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

II.

IT IS FURTHER HEREBY ORDERED, ADJUDGED, AND DECREED that Mohammed and Mohammed's agents, servants, employees, attorneys, and all persons in active concert or participation with him who receive actual notice of this Default Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of 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 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.

III.

IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that Mohammed is liable for disgorgement of \$859,712, representing ill-gotten gains of \$223,106, and losses avoided of \$636,606 as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon of \$206,699.08, for a total of \$1,066,411.08 in disgorgement and prejudgment interest. In view of the order of restitution of \$630,842.18 entered against Mohammed in the parallel criminal action United States v. Noor Mohammed, 10 Cr 747 (JLG), which concerns the same conduct that is alleged in the Commission's Complaint, Defendant's disgorgement and prejudgment interest obligations are deemed satisfied.

IV.

IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that this Default Judgment is binding upon Mohammed and Mohammed's agents, servants, employees, and attorneys, and upon all persons in active concert or participation with him who receive actual notice of this Default Judgment by personal service or otherwise.

V.

IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this matter for purposes of enforcing the terms and conditions of this Default Judgment.

VI.

IT IS FURTHER ORDERED that there being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Default Judgment forthwith and without further notice.

Dated: Central Islip, New York
_____ 9/6, 2011

~~The~~ Honorable Leonard D. Wexler
United States District Judge