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UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

SECURITIES AND EXCHANGE COMMISSION,

 Plaintiff,
 v.
 ARNOLD A. MCCLELLAN and
 ANNABEL MCCLELLAN

 Defendants.

Case No. 10-CV-05412 WHA

FINAL JUDGMENT AS TO
 DEFENDANT ANNABEL
 MCCLELLAN

The Securities and Exchange Commission having filed a Complaint and Defendant Annabel McClellan 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 Annabel McClellan and Defendant's agents, servants, employees, attorneys, and all persons in active

1 concert or participation with them who receive actual notice of this Final Judgment by personal
 2 service or otherwise are permanently restrained and enjoined from violating, directly or
 3 indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15
 4 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any
 5 means or instrumentality of interstate commerce, or of the mails, or of any facility of any
 6 national securities exchange, in connection with the purchase or sale of any security:

- 7 (a) to employ any device, scheme, or artifice to defraud;
- 8 (b) to make any untrue statement of a material fact or to omit to state a material fact
 9 necessary in order to make the statements made, in the light of the circumstances
 10 under which they were made, not misleading; or
- 11 (c) to engage in any act, practice, or course of business which operates or would
 12 operate as a fraud or deceit upon any person.

13 II.

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a
 15 civil penalty in the amount of \$1,000,000 pursuant to Section 21A of the Exchange Act [15
 16 U.S.C. § 78u-1]. Defendant shall make this payment pursuant to the terms of the payment
 17 schedule set forth in paragraph III below. The civil penalty amount shall be reduced by any
 18 criminal fine paid by the Defendant in the criminal action *United States v. Annabel McClellan*,
 19 Case No. CR-10-0860 WHA (N.D. Cal., filed Nov. 24, 2010). Defendant shall make payments
 20 by certified check, bank cashier's check, or United States postal money order payable to the
 21 Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of
 22 Financial Management, Securities and Exchange Commission, 100 F Street, NE, Stop 6042,
 23 Washington DC 20549, and shall be accompanied by a letter identifying Annabel McClellan as a
 24 defendant in this action; setting forth the title and civil action number of this action and the name
 25 of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant
 26 shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961. The
 27 Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.
 28

III.

Defendant Annabel McClellan shall pay \$1,000,000 in three installments according to the following schedule: (1) \$250,000, paid within 10 days of entry of this Final Judgment; (2) \$250,000, paid within 180 days of entry of this Final Judgment; and (3) \$500,000, paid within 360 days of entry of this Final Judgment. The civil penalty amount shall be reduced by the amount of any criminal fine paid by the Defendant in the criminal action U.S. v. Annabel McClellan, Case No. 10- CR-0860 WHA (N.D. Cal., filed Nov. 24, 2010), and any such reduction shall be applied to any installment due after payment of the criminal fine.

If Annabel McClellan fails to make any payment by the date agreed or in the amount agreed according to the schedule set forth above, all outstanding payments under this Final Judgment, including post-judgment interest, minus any payments made, shall become due and payable immediately without further application to the Court.

IV.

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

V.

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.

VI.

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 Final Judgment forthwith and without further notice.

The Court will retain jurisdiction for three years.

Dated: October 24, 2011.



William Alsup
UNITED STATES DISTRICT JUDGE

1 Approved as to form:

2 /s/ Nanci Clarence

3 Nanci Clarence
4 Nicole Howell Neubert
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8 Submitted by:

9 /s/ Robert L. Tashjian

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