

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 10-20635-CIV-SEITZ/O'SULLIVAN

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

GASTON E. CANTENS and
TERESITA CANTENS,

Defendants.

**FINAL JUDGMENT AND PERMANENT INJUNCTION AGAINST DEFENDANTS
GASTON E. CANTENS AND TERESITA CANTENS**

THIS MATTER is before the Court on Plaintiff's Notice of Filing Consent of Defendants Gaston E. Cantens and Teresita Cantens, and Request for Entry of Final Judgment of Permanent Injunction and Other Relief [DE 38]. Pursuant to the Court's concurrently entered Order Granting Plaintiff's Notice of Filing Consent of Defendants Gaston E. Cantens and Teresita Cantens, and Request for Entry of Final Judgment of Permanent Injunction and Other Relief, it is

ORDERED that Final Judgment is entered in favor of the Securities and Exchange Commission and against Defendants Gaston E. Cantens and Teresita Cantens as follows:

1. **Injunction Against Violation of Sections 5(a) and (c) of the Securities Act of 1933**

The Cantens and their 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 5(a) and (c) of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. § 77e(a)

and (c), by, directly or indirectly, in the absence of any applicable exemption:

- a. unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- b. unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
- c. making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities Act, 15 U.S.C. § 77h.

2. Injunction Against Violation of Section 17(a) of the Securities Act of 1933

The Cantens and their agents, servants, employees, attorneys, representatives, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined 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 a material fact or

any omission of 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.

3. Injunction Against Violation of Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 Thereunder

The Cantens and their agents, servants, employees, attorneys, 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 (“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.

4. Disgorgement and Prejudgment Interest – The Cantens are liable, on a joint and several basis, for disgorgement of \$5,276,750, together with prejudgment interest thereon in the amount of \$88,297.62. The total amount, \$5,365,047.62, shall be due and payable within fourteen

days of entry of the Final Judgment. Payment shall be made by certified check, bank cashier's check, or United States postal 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 the Cantens as defendants 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 made pursuant to the Final Judgment. The Cantens shall simultaneously transmit photocopies of such payment and letter to C. Ian Anderson, Esq., Securities and Exchange Commission, 801 Brickell Avenue, Suite 1800, Miami, FL 33131. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

5. Civil Penalty – Based on the Cantens' sworn representations in their Statement of Financial Condition dated November 16, 2010, and other documents and information submitted to the Commission, the Court is not ordering the Cantens to pay a civil penalty. The determination not to impose a civil penalty is contingent upon the accuracy and completeness of the Cantens' Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that the Cantens' representations to the Commission concerning their assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to the Cantens, petition the Court for an order requiring the Cantens to pay the

maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by the Cantens was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering the Cantens to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. The Cantens may not, by way of defense to such petition: (1) challenge the validity of the Consent or this Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of a civil penalty should not be ordered; (4) contest the imposition of the maximum civil penalty allowable under the law; or (5) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

6. Incorporation of Consent – The Consent [DE 38-1] is incorporated herein with the same force and effect as if fully set forth herein, and that the Cantens shall comply with all of the undertakings and agreements set forth therein.

7. Retention of Jurisdiction – The Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment and Permanent Injunction.

DONE and ORDERED in Miami, Florida, this 24th day of March, 2011.



PATRICIA A. SEITZ
UNITED STATES DISTRICT JUDGE

cc: Judge O'Sullivan
Counsel of Record