

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.: 10-CV-20475-TURNOFF

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

ROBERT TOCCI, et al.,

Defendants.

FINAL JUDGMENT AS TO DEFENDANT ROBERT TOCCI

Plaintiff Securities and Exchange Commission commenced this action by filing its Amended Complaint against, among others, Defendant Robert Tocci. Tocci previously entered a general appearance and consented to the Court's jurisdiction over him and the subject matter of this action. Tocci also previously consented to a permanent injunction to prohibit violations of Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5] and Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77q(a)]; disgorgement and prejudgment interest; and a civil money penalty pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1] and Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)]. **[DE 100-1]**.

Without admitting or denying the allegations of the Complaint (except as to jurisdiction), Tocci, by the attached Consent to Final Judgment, now having waived findings of fact and conclusions of law, and waived any right to appeal from this Final Judgment, and this Court having accepted Tocci's Consent, having jurisdiction over Tocci and the subject matter of this action:

CIVIL PENALTY

IT IS HEREBY ORDERED AND ADJUDGED that Tocci shall pay a civil penalty in the amount of \$100,000 pursuant to Section 21A of the Exchange Act, 15 U.S.C. § 78u-1, and Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d). Tocci shall satisfy this obligation by paying \$100,000 that he has escrowed with his counsel to the Securities and Exchange Commission within fourteen days after entry of this Final Judgment.

Tocci may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Tocci may also pay by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission, which shall be delivered or mailed to

Enterprise Services Center
Accounts Receivable Branch
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

and shall be accompanied by a letter identifying the case title, civil action number, and name of this Court; Tocci as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

Tocci shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Tocci relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to Tocci. The Commission shall send the funds paid pursuant to this Final Judgment to the United States Treasury. Tocci shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

INCORPORATION OF TOCCI'S CONSENT

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

RETENTION OF JURISDICTION

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

CERTIFICATION UNDER RULE 54(b)

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 Judgment forthwith and without further notice.

Accordingly, it is hereby **ORDERED AND ADJUDGED** that Plaintiff's Motion to Approve Consent Judgment as to Defendant Robert Tocci [DE170] is **GRANTED**. Consistent with the above and foregoing, Plaintiff's Motion for Judgment Setting Civil Penalty [DE163] is hereby **DEEMED MOOT**. This case is **CLOSED**.

DONE AND ORDERED this 11 day of March, 2014 at Miami, Florida.



WILLIAM C. TURNOFF
UNITED STATES MAGISTRATE JUDGE

Copies to all counsel and parties of record

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

CASE NO.: 10-CV-20475-TURNOFF

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ROBERT TOCCI, et al.,

Defendants.

CONSENT OF DEFENDANT ROBERT TOCCI TO FINAL JUDGMENT

1. Defendant Robert Tocci, without admitting or denying the allegations of the Complaint (except as to personal and subject matter jurisdiction, which Tocci previously admitted), hereby consents to the entry of the Final Judgment as to Defendant Robert Tocci ("Final Judgment") in the form attached and incorporated by reference, which, among other things, orders Tocci to pay a civil penalty of \$100,000 under Section 21A of the Securities Exchange Act of 1934, 15 U.S.C. § 78u-1 and Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)].

2. Tocci agrees that he shall not seek or accept, directly or indirectly, reimbursement or indemnification from any source, including but not limited to payment made pursuant to any insurance policy, with regard to any civil penalty amounts that Tocci pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors. Tocci further agrees that he shall not claim, assert, or apply for a tax deduction or tax credit with regard to any federal, state, or

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Robert Tocci's Initials

local tax for any penalty amounts that Tocci pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors.

3. Tocci waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

4. Tocci waives the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

5. Tocci enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to Tocci or anyone acting on his behalf except as stated in this Consent or the attached Judgment to induce Tocci to enter into this Consent.

6. Tocci agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth herein.

7. Tocci will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waives any objection based thereon.

8. Tocci waives service of the Final Judgment and agrees that entry of the Final Judgment by the Court and filing with the Clerk of the Court will constitute notice to Tocci of its terms and conditions. Tocci further agrees to provide counsel for the Commission, within thirty days after the Final Judgment is filed with the Clerk of the Court, with an affidavit or declaration stating that Tocci has received and read a copy of the Final Judgment.

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9. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against Tocci in this civil proceeding. Tocci acknowledges that no promise or representation has been made by the Commission or any member, officer, employee, agent, or representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Tocci waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein. Tocci further acknowledges that the Court's entry of a permanent injunction may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, Tocci understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

10. Tocci understands and agrees to comply with the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint or order for proceedings." 17 C.F.R. § 202.5. In compliance with this policy, Tocci agrees: (i) not to take any action or to make or permit to be made any public statement denying, directly or indirectly, any allegation in the complaint or creating the impression that the complaint is without factual basis; and (ii) that upon the filing of this Consent, Tocci hereby withdraws any papers filed in this action to the extent that they deny

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any allegation in the complaint. If Tocci breaches this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Tocci's: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

11. Tocci hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorney's fees or other fees, expenses, or costs expended by Tocci to defend against this action. For these purposes, Tocci agrees that Tocci is not the prevailing party in this action since the parties have reached a good faith settlement.

12. In connection with this action and any related judicial or administrative proceeding or investigation commenced by the Commission or to which the Commission is a party, Tocci (i) agrees to appear and be interviewed by Commission staff at such times and places as the staff requests upon reasonable notice; (ii) will accept service by mail or facsimile transmission of notices or subpoenas issued by the Commission for documents or testimony at depositions, hearings, or trials, or in connection with any related investigation by Commission staff; (iii) appoints Tocci's undersigned attorney as agent to receive service of such notices and subpoenas; (iv) with respect to such notices and subpoenas, waives the territorial limits on service contained in Rule 45 of the Federal Rules of Civil Procedure and any applicable local rules, provided that the party requesting the testimony reimburses Tocci's travel, lodging, and subsistence expenses at the then-prevailing U.S. Government per diem rates; and (v) consents to

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personal jurisdiction over Tocci in any United States District Court for purposes of enforcing any such subpoena.

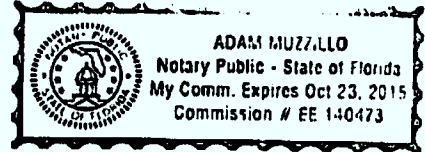
13. Tocci agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

14. Tocci agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

Dated: JAN 3, 2012 2014
AM
STATE FLORIDA)
COUNTY OF BROWARD)

Robert Tocci
ROBERT TOCCI

ss:



On this 3RD day of JANUARY, 2014, before me personally appeared ROBERT TOCCI who is personally known to me or who produced a DRIVERS LICENSE (FL) bearing his name and photograph as identification, and who executed this Consent, and he acknowledged to me that he executed the same.

[Signature]
Notary Public

10/23/2015
Commission Expires

Approved as to form:

Guy A. Lewis, Esq.
Lewis Tein PL
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Coconut Grove, FL 33133
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Counsel for Defendant Robert Tocci

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