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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

DOUGLAS V. DECINCES, JOSEPH
J. DONOHUE, FRED SCOTT
JACKSON, and ROGER A.
WITTENBACH,

Defendants.

Case No. SACV11-1168DOC (ANx)

**FINAL JUDGMENT AS TO FRED
SCOTT JACKSON**

The Securities and Exchange Commission having filed a Complaint and Defendant Fred Scott Jackson ("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, directly or indirectly, Section 10(b) of the Securities Exchange Act of

1 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated
2 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
3 interstate commerce, or of the mails, or of any facility of any national securities
4 exchange, in connection with the purchase or sale of any security:
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6 (a) to employ any device, scheme, or artifice to defraud;

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

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17 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
18 Defendant and Defendant's agents, servants, employees, attorneys, and all persons in
19 active concert or participation with them who receive actual notice of this Final
20 Judgment by personal service or otherwise are permanently restrained and enjoined
21 from violating Section 14(e) of the Exchange Act [15 U.S.C. § 78n(e)] and Rule
22 14e-3 [17 C.F.R. § 240.14e-3] promulgated thereunder, in connection with any
23 tender offer or request or invitation for tenders, from engaging in any fraudulent,
24 deceptive, or manipulative act or practice, by:
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1 (a) purchasing or selling or causing to be purchased or sold the
2 securities sought or to be sought in such tender offer, securities
3 convertible into or exchangeable for any such securities or any
4 option or right to obtain or dispose of any of the foregoing
5 securities while in possession of material information relating to
6 such tender offer that Defendant knows or has reason to know is
7 nonpublic and knows or has reason to know has been acquired
8 directly or indirectly from the offering person; the issuer of the
9 securities sought or to be sought by such tender offer; or any
10 officer, director, partner, employee or other person acting on
11 behalf of the offering person or such issuer, unless within a
12 reasonable time prior to any such purchase or sale such
13 information and its source are publicly disclosed by press release
14 or otherwise; or

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16 (b) communicating material, nonpublic information relating to a
17 tender offer, which Defendant knows or has reason to know is
18 nonpublic and knows or has reason to know has been acquired
19 directly or indirectly from the offering person; the issuer of the
20 securities sought or to be sought by such tender offer; or any
21 officer, director, partner, employee, advisor, or other person
22 acting on behalf of the offering person or such issuer, to any
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1 person under circumstances in which it is reasonably foreseeable
2 that such communication is likely to result in the purchase or sale
3 of securities in the manner described in subparagraph (a) above,
4 except that this paragraph shall not apply to a communication
5 made in good faith
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- 7 (i) to the officers, directors, partners or employees of the
8 offering person, to its advisors or to other persons,
9 involved in the planning, financing, preparation or
10 execution of such tender offer;
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12 (ii) to the issuer whose securities are sought or to be sought by
13 such tender offer, to its officers, directors, partners,
14 employees or advisors or to other persons involved in the
15 planning, financing, preparation or execution of the
16 activities of the issuer with respect to such tender offer; or
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18 (iii) to any person pursuant to a requirement of any statute or
19 rule or regulation promulgated thereunder.
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22 **III.**

23 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
24 Defendant is liable for disgorgement of \$140,259 representing profits gained as a
25 result of the conduct alleged in the Complaint, together with prejudgment interest
26 thereon in the amount of \$12,508 and a civil penalty in the amount of \$140,259
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1 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]. Defendant shall
2 satisfy this obligation by paying \$293,026 within 14 days after the entry of this Final
3 Judgment by certified check, bank cashier's check, or United States postal money
4 order payable to the Securities and Exchange Commission. The payment shall be
5 delivered or mailed to the Securities and Exchange Commission, Office of Financial
6 Management, 100 F. Street, NE, Stop 6042, Washington, D.C. 20549, and shall be
7 accompanied by a letter identifying Fred Scott Jackson as a defendant in this action;
8 setting forth the title and civil action number of this action and the name of this
9 Court; and specifying that payment is made pursuant to this Final Judgment.

10 Defendant shall simultaneously transmit photocopies of such payment and letter to
11 the Commission's counsel in this action: Elaine C. Greenberg, Associate Director,
12 Philadelphia Regional Office, Securities and Exchange Commission, 701 Market
13 Street, Suite 2000, Philadelphia, PA 19106. By making this payment(s), Defendant
14 relinquishes all legal and equitable right, title, and interest in such funds, and no part
15 of the funds shall be returned to Defendant. Defendant shall pay post-judgment
16 interest on any delinquent amounts pursuant to 28 U.S.C. § 1961. The Commission
17 shall remit the funds paid pursuant to this paragraph to the United States Treasury.
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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.

Dated: August 9, 2011


DAVID O. CARTER, U.S. DISTRICT JUDGE