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10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 OAKLAND DIVISION
13

14 SECURITIES AND EXCHANGE COMMISSION,
15 Plaintiff,
16 v.
17 CHRISTOPHER SELLS and TIMOTHY
MURAWSKI,
18 Defendants.
19

Case No. C 11-04941 CW (NC)

~~PROPOSED~~ FINAL JUDGMENT AS TO
DEFENDANT CHRISTOPHER SELLS

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24 The Securities and Exchange Commission, having filed a Complaint, and Defendant
25 Christophe Sells, having entered a general appearance; consented to the Court's jurisdiction over
26 Defendant and the subject matter of this action; consented to entry of this Final Judgment without
27 admitting or denying the allegations of the complaint (except as to jurisdiction); waived findings of
28 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-in-fact, 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 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5(a), (b) and (c) [17 C.F.R. § 240.10b-5(a), (b) and (c)], 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:

- (1) to employ any device, scheme, or artifice to defraud;
- (2) 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
- (3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys-in-fact, 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 17(a)(1) and (3) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77q(a)(1) and (3)] by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, in the offer or sale of any security, directly or indirectly:

- (a) employing any device, scheme, or artifice to defraud; or
- (b) engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and

1 Defendant's agents, servants, employees, attorneys-in-fact, and all persons in active concert or
2 participation with them who receive actual notice of this Final Judgment by personal service or
3 otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section
4 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Exchange Act Rules 12b-20, 13a-1, and 13a-13
5 [17 C.F.R. §§ 240.12b-20, 240.13a-1, 240.13a-13] by knowingly providing substantial assistance to
6 an issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15
7 U.S.C. § 78l] or which is required to file reports pursuant to Section 15(d) of the Exchange Act [15
8 U.S.C. § 78o(d)] in failing to file with the Commission such accurate and complete information,
9 reports, and documents as are required to be filed with the Commission pursuant to Section 13(a) of
10 the Exchange Act [15 U.S.C. § 78m(a)] and the Commission's Rules, including annual reports on
11 Form 10-K and quarterly reports on Form 10-Q.

12 IV.

13 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and
14 Defendant's agents, servants, employees, attorneys-in-fact, and all persons in active concert or
15 participation with any of them, who receive actual notice of this Final Judgment, by personal service
16 or otherwise, and each of them, are permanently enjoined and restrained from, directly or indirectly,
17 violating Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)], by knowingly
18 circumventing or failing to implement a system of internal accounting controls or knowingly
19 falsifying any book, record, or account described in Section 13(b)(2) of the Exchange Act [15 U.S.C.
20 § 78m(b)(2)].

21 V.

22 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and his agents,
23 servants, employees and attorneys-in-fact, and all persons in active concert or participation with any
24 of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each
25 of them, are permanently enjoined and restrained from violating Exchange Act Rule 13b2-1 [17
26 C.F.R. § 240.13b2-1] by, directly or indirectly, falsifying or causing to be falsified any book, record
27 or account subject to Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)].
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VI.

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2 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and
3 Defendant's agents, servants, employees, attorneys-in-fact, and all persons in active concert or
4 participation with any of them, who receive actual notice of this Final Judgment, by personal service
5 or otherwise, and each of them, are permanently enjoined and restrained from, directly or indirectly,
6 violating Rule 13b2-2 of the Exchange Act [17 C.F.R. §240.13b2-2], by making or causing to be
7 made a materially false or misleading statement, or by omitting to state or causing another person to
8 omit to state, any material fact necessary in order to make statements made, in light of the
9 circumstances under which such statements were made, not misleading, to an accountant in
10 connection with (A) any audit or examination of the financial statements of an issuer required to be
11 made pursuant to the federal securities laws or (B) the preparation or filing of any document or report
12 required to be filed with the Commission pursuant to the federal securities laws or otherwise.

VII.

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14 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant and his agents,
15 servants, employees and attorneys-in-fact, and all persons in active concert or participation with any
16 of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each
17 of them, are permanently enjoined and restrained from aiding and abetting any violation of Sections
18 13(b)(2)(A) and (B) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A) and (B)] by providing
19 substantial assistance to any issuer which has a class of securities registered pursuant to Section 12 of
20 the Exchange Act [15 U.S.C. § 78l] or which is required to file reports pursuant to Section 15(d) of
21 the Exchange Act [15 U.S.C. § 78o(d)] in failing to make or keep books, records or accounts, which,
22 in reasonable detail, accurately and fairly reflect the transactions and dispositions of the issuer's
23 assets, or in failing to devise and maintain a system of internal accounting controls sufficient to
24 provide reasonable assurance that transactions are recorded as necessary to permit preparation of
25 financial statements in conformity with generally accepted accounting principles or other applicable
26 criteria.

VIII.

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28 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant to Section

1 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and Section 20(e) of the Securities Act [15
2 U.S.C. § 77t(e)], Defendant is prohibited for five years following the date of entry of this Final
3 Judgment, from acting as an officer or director of any issuer that has a class of securities registered
4 pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78I] or that is required to file reports
5 pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

6 IX.

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a
8 civil penalty in the amount of \$85,000 to the Securities and Exchange Commission pursuant to
9 Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)] and Section 20(d) of the Securities Act [15
10 U.S.C. § 77t(d)]. Defendant shall make this payment pursuant to the terms of the payment schedule
11 set forth in paragraph X below after entry of this Final Judgment.

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

17 Enterprise Services Center
18 Accounts Receivable Branch
19 6500 South MacArthur Boulevard
Oklahoma City, OK 73169

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

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

X.

Christopher Sells shall pay the total of penalty due of \$85,000 in three installments to the Commission according to the following schedule: (1) \$25,000, within 21 days of entry of this Final Judgment; (2) \$25,000, within 120 days of entry of this Final Judgment; and (3) \$35,000, within 240 days of entry of this Final Judgment. Payments shall be deemed made on the date they are received by the Commission and shall be applied first to post-judgment interest, which accrues pursuant to 28 U.S.C. § 1961 on any unpaid amounts due after 14 days from the date such payment is due under the Final Judgment. If Defendant has not timely made any payment, prior to making any subsequent payment set forth herein, Defendant shall contact the staff of the Commission for the amount due.

If Christopher Sells fails to make any payment by the date agreed and/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 at the discretion of the staff of the Commission without further application to the Court.

XI.

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.


XII.

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.

XIII.

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.

Dated: February 21, 2014


Honorable Claudia Wilken
UNITED STATES DISTRICT JUDGE