

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

JAMES WHEELER and  
MICROHOLDINGS US, INC.,

Defendants.

C.A.1:11-cv-12117-GAO

**FINAL JUDGMENT AS TO JAMES WHEELER**

The Securities and Exchange Commission having filed a Complaint and Defendant James Wheeler 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; 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 each of his 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 1934 [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.

**II.**

**IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant is liable for disgorgement of \$24,000.00, representing profits gained as a result of the conduct alleged in the Complaint, pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant has been ordered to pay restitution of \$24,000.00 pursuant to an Order of Forfeiture (Money Judgment) entered against him in a related criminal case in the District of Massachusetts [United States of America v. James Wheeler, Criminal No. 11-10395-JLT] and the Order of Disgorgement in this Final Judgment shall be reduced, dollar for dollar, by amounts paid pursuant to the Order of Forfeiture in the related criminal case.

**III.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77(e)] and Section 21(d)(6) of the Exchange Act [15 U.S.C. § 78u(d)(6)], Defendant is prohibited from participating in any offering of penny stock.

**IV.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED** that pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant is prohibited from acting as an officer or director of any issuer that has a class of securities registered under Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

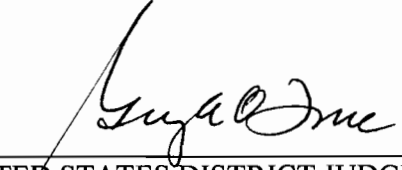
**V.**

**IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that the Consent of James Wheeler, dated April 8, 2014 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.

**VI.**

**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: October 31, 2014

  
UNITED STATES DISTRICT JUDGE