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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

THOMAS D. COLDICUTT, JR.,
ELIZABETH L. COLDICUTT,
ROBERT C. WEAVER, JR.
CHRISTOPHER C. GREENWOOD,
LINDA S. FARRELL, AND
SUSANA GOMEZ,

Defendants.

Case No.

2:13-CV-01865-RGK-VBK

[PROPOSED] FINAL JUDGMENT

The Securities and Exchange Commission (“Commission”) having filed a Complaint; Defendants Thomas D. Coldicutt, Jr., Elizabeth L. Coldicutt, Robert C. Weaver, Jr., Christopher C. Greenwood, Linda S. Farrell, and Susana Gomez having entered general appearances, consented to the Court’s jurisdiction over them and the subject matter of this action, waived findings of fact and conclusions of law, and waived any right to appeal from this Judgment; Defendants Weaver, Farrell and Gomez having consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); Defendants Thomas D. Coldicutt, Elizabeth L. Coldicutt and Christopher C. Greenwood having consented to entry of permanent injunctive relief, officer and director bars and penny stock bars without admitting or denying the allegations of the Complaint (except as to jurisdiction); and the Court having granted the Commission’s Motion for Disgorgement, Prejudgment Interest and Civil Penalties,

1 and for Entry of Final Judgment [Doc. Nos. 94; 104], Final Judgment is hereby
2 entered against Defendants as follows:

3 **THOMAS D. COLDICUTT AND ELIZABETH L. COLDICUTT**
4

5 I.

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
7 that Defendants and Defendants’ agents, servants, employees, attorneys, and all
8 persons in active concert or participation with them who receive actual notice of
9 this Judgment by personal service or otherwise are permanently restrained and
10 enjoined from violating Section 17(a) of the Securities Act of 1933 (the “Securities
11 Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any
12 means or instruments of transportation or communication in interstate commerce
13 or by use of the mails, directly or indirectly:
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- 16
- 17 (a) to employ any device, scheme, or artifice to defraud;
 - 18 (b) to obtain money or property by means of any untrue statement of a
19 material fact or any omission of a material fact necessary in order to
20 make the statements made, in light of the circumstances under which
21 they were made, not misleading; or
 - 22 (c) to engage in any transaction, practice, or course of business which
23 operates or would operate as a fraud or deceit upon the purchaser.
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II.

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2 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that
3 Defendants and Defendants’ agents, servants, employees, attorneys, and all persons
4 in active concert or participation with them who receive actual notice of this
5 Judgment by personal service or otherwise are permanently restrained and enjoined
6 from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act
7 of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated
8 thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of
9 interstate commerce, or of the mails, or of any facility of any national securities
10 exchange, in connection with the purchase or sale of any security:
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14 (a) to employ any device, scheme, or artifice to defraud;
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16 (b) to make any untrue statement of a material fact or to omit to state a
17 material fact necessary in order to make the statements made, in the
18 light of the circumstances under which they were made, not
19 misleading; or
20
21 (c) to engage in any act, practice, or course of business which operates or
22 would operate as a fraud or deceit upon any person.
23

III.

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25 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that
26 Defendants and Defendant s’ agents, servants, employees, attorneys, and all
27 persons in active concert or participation with them who receive actual notice of

28 *SEC v. Coldicutt, et al.*

1 this Judgment by personal service or otherwise are permanently restrained and
2 enjoined from aiding and abetting any violation of Section 15(d) of the Exchange
3 Act [15 U.S.C. § 78o(d)] by knowingly providing substantial assistance to an
4 issuer that files annual and quarterly reports in conformity with the Commission's
5 rules and regulations, and Rules 15d-1 and 15d-13 promulgated thereunder [17
6 C.F.R. § 240.15d-1 and § 240.15d-13], requiring the filing of accurate annual and
7 quarterly reports, respectively, and Rule 12b-20 promulgated thereunder [17
8 C.F.R. § 240.12b-20], requiring an issuer to include in its annual and quarterly
9 reports material information as may be necessary to make the required statements,
10 in light of circumstances in which they were made, not misleading.
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14 IV.

15 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that,
16 pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)], Defendants are
17 prohibited from acting as officers or directors of any issuer that has a class of
18 securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l]
19 or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15
20 U.S.C. § 78o(d)].
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24 V.

25 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
26 that Defendants are permanently barred from participating in an offering of penny
27 stock, including engaging in activities with a broker, dealer, or issuer for purposes
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1 of issuing, trading, or inducing or attempting to induce the purchase or sale of any
2 penny stock. A penny stock is any equity security that has a price of less than five
3 dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R.
4 240.3a51-1].
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6 VI.

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
8 Defendants are liable, jointly and severally, for disgorgement of \$4,735,842,
9 representing profits gained as a result of the conduct alleged in the Complaint,
10 together with prejudgment interest thereon in the amount of \$406,122.78 and
11 individually liable for civil penalties, in the amount of \$150,000 for Thomas D.
12 Coldicutt and \$150,000 for Elizabeth L. Coldicutt, pursuant to 20(d)(2)(C) of the
13 Securities Act [15 U.S.C. § 77t(d)(2)(C)]; Section 21(d)(3)(iii) of the Exchange
14 Act [15 U.S.C. § 78u(d)(3)(iii)]; 17 C.F.R. 201.1003. Defendants shall satisfy
15 these obligations by paying these sums to the Securities and Exchange
16 Commission within 14 days after entry of this Final Judgment.
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21 Defendants may transmit payment electronically to the Commission, which
22 will provide detailed ACH transfer/Fedwire instructions upon request. Payment
23 may also be made directly from a bank account via Pay.gov through the SEC
24 website at <http://www.sec.gov/about/offices/ofm.htm>. Defendants may also pay
25 by certified check, bank cashier's check, or United States postal money order
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1 payable to the Securities and Exchange Commission, which shall be delivered or
2 mailed to

3 Enterprise Services Center
4 Accounts Receivable Branch
5 6500 South MacArthur Boulevard
6 Oklahoma City, OK 73169

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

10
11 Defendants shall simultaneously transmit photocopies of evidence of
12 payment and case identifying information to the Commission's counsel in this
13 action. By making this payment, Defendants relinquish all legal and equitable
14 right, title, and interest in such funds and no part of the funds shall be returned to
15 Defendants. The Commission shall send the funds paid pursuant to this Final
16 Judgment to the United States Treasury.

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19 The Commission may enforce the Court's judgment for disgorgement and
20 prejudgment interest by moving for civil contempt (and/or through other collection
21 procedures authorized by law) at any time after 14 days following entry of this
22 Final Judgment. Defendants shall pay post judgment interest on any delinquent
23 amounts pursuant to 28 U.S.C. § 1961.
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CHRISTOPHER C. GREENWOOD

VII.

IT IS HEREBY FURTHER 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 Judgment by personal service or otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section 15(d) of the Securities Exchange Act of 1934 [15 U.S.C. § 78o(d)] (“Exchange Act”) requiring issuers to file annual and quarterly reports in conformity with the Commission’s rules and regulations, and Rule 12b-20 promulgated thereunder [17 C.F.R. § 240.12b-20], requiring an issuer to include in its annual and quarterly reports material information as may be necessary to make the required statements, in light of circumstances in which they were made, not misleading, and Rule 15d-13 promulgated thereunder [17 C.F.R. § 240.15d-13], requiring the filing of accurate quarterly reports.

VIII.

IT IS HEREBY FURTHER 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 Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)]

1 and Rule 15d-14 thereunder [17 C.F.R. § 240.15d-14] by certifying an issuer's
2 annual or quarterly report on Form 10-K or 10-Q that contains an untrue statement
3 of material fact or omits to state a material fact necessary to make the statements
4 made, in light of the circumstances under which such statements were made, not
5 misleading.
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7 IX.

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9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that,
10 pursuant to Section 21(d)(5) of the Exchange Act [15 U.S.C. § 78u(d)(5)],
11 Defendant is prohibited, for 10 years following the date of entry of this Judgment,
12 from acting as an officer or director of any issuer that has a class of securities
13 registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781] or that is
14 required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C.
15 § 78o(d)].
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18 X.

19 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
20 that Defendant is barred from participating in an offering of penny stock for 10
21 years following the date of entry of this Judgment, including engaging in activities
22 with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or
23 attempting to induce the purchase or sale of any penny stock. A penny stock is any
24 equity security that has a price of less than five dollars, except as provided in Rule
25 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1].
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XI.

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2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
3 Defendant is liable, jointly and severally, for disgorgement of \$93,983,
4 representing profits gained as a result of the conduct alleged in the Complaint,
5 together with prejudgment interest thereon in the amount of \$14,512.72 and a civil
6 penalty in the amount of \$2,500, pursuant to Section 21(d)(3)(i) of the Exchange
7 Act [15 U.S.C. § 78u(d)(3)(i)]; 17 C.F.R. 201.1003. Defendant shall satisfy these
8 obligations by paying these sums to the Securities and Exchange Commission
9 within 14 days after entry of this Final Judgment.
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13 Defendant may transmit payment electronically to the Commission, which
14 will provide detailed ACH transfer/Fedwire instructions upon request. Payment
15 may also be made directly from a bank account via Pay.gov through the SEC
16 website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by
17 certified check, bank cashier's check, or United States postal money order payable
18 to the Securities and Exchange Commission, which shall be delivered or mailed to
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21 Enterprise Services Center
22 Accounts Receivable Branch
23 6500 South MacArthur Boulevard
24 Oklahoma City, OK 73169

25 and shall be accompanied by a letter identifying the case title, civil action number,
26 and name of this Court; their names as defendants in this action; and specifying
27 that payment is made pursuant to this Final Judgment.
28

1 Defendant shall simultaneously transmit photocopies of evidence of
2 payment and case identifying information to the Commission’s counsel in this
3 action. By making this payment, Defendant relinquishes all legal and equitable
4 right, title, and interest in such funds and no part of the funds shall be returned to
5 Defendant. The Commission shall send the funds paid pursuant to this Final
6 Judgment to the United States Treasury.
7

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9 The Commission may enforce the Court’s judgment for disgorgement and
10 prejudgment interest by moving for civil contempt (and/or through other collection
11 procedures authorized by law) at any time after 14 days following entry of this
12 Final Judgment. Defendants shall pay post judgment interest on any delinquent
13 amounts pursuant to 28 U.S.C. § 1961.
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15
16 **ROBERT C. WEAVER, JR.**

17 XII.

18 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
19 and Defendant’s agents, servants, employees, attorneys, and all persons in active
20 concert or participation with them who receive actual notice of this Final Judgment
21 by personal service or otherwise are permanently restrained and enjoined from
22 violating Section 17(a)(2) and (3) of the Securities Act of 1933 (“Securities Act”)
23 [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or
24 instruments of transportation or communication in interstate commerce or by use
25 of the mails, directly or indirectly:
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- 1 (a) to obtain money or property by means of any untrue statement of a
2 material fact or any omission of a material fact necessary in order to
3 make the statements made, in light of the circumstances under which
4 they were made, not misleading; or
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6 (b) to engage in any transaction, practice, or course of business which
7 operates or would operate as a fraud or deceit upon the purchaser.
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9 XIII.

10 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
11 that defendant and Defendant's agents, servants, employees, attorneys, and all
12 persons in active concert or participation with them who receive actual notice of
13 this Final Judgment by personal service or otherwise are permanently restrained
14 and enjoined from aiding and abetting any violation of Section 15(d) of the
15 Exchange Act [15 U.S.C. § 78o(d)] requiring issuers to file annual and quarterly
16 reports in conformity with the Commission's rules and regulations and Rules 15d-1
17 and 15d-13 promulgated thereunder [17 C.F.R. § 240.15d-1 and 13], requiring the
18 filing of accurate annual and quarterly reports, respectively, and Rule 12b-20
19 promulgated thereunder [17 C.F.R. § 240.12b-20], requiring an issuer to include in
20 its annual and quarterly reports material information as may be necessary to make
21 the required statements, in light of circumstances in which they were made, not
22 misleading.
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XIV.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
3 that Defendant and Defendant's agents, servants, employees, attorneys, and all
4 persons in active concert or participation with them who receive actual notice of
5 this Final Judgment by personal service or otherwise are permanently restrained
6 and enjoined from violating Section 15(d) of the Exchange Act [15 U.S.C. §
7 78o(d)] and Rule 15d-14 thereunder [17 C.F.R. § 240.15d-14] by certifying an
8 issuer's annual or quarterly report on Form 10-K or 10-Q that contains an untrue
9 statement of material fact or omits to state a material fact necessary to make the
10 statements made, in light of the circumstances under which such statements were
11 made, not misleading.
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XV.

15
16 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that,
17 pursuant to Section 21(d)(5) of the Exchange Act [15 U.S.C. § 78u(d)(5)],
18 Defendant is prohibited for five years from the date of entry of this Final Judgment
19 from acting as an officer or director of any issuer that has a class of securities
20 registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is
21 required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C.
22 § 78o(d)].
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XVI.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
3 that Defendant is barred for five years from the date of entry of this Final Judgment
4 from participating in an offering of penny stock, including engaging in activities
5 with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or
6 attempting to induce the purchase or sale of any penny stock. A penny stock is any
7 equity security that has a price of less than five dollars, except as provided in Rule
8 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1].
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XVII.

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12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
13 Defendant is liable for disgorgement of \$55,175.07, representing profits gained as
14 a result of conduct alleged in the Complaint, together with prejudgment interest
15 thereon in the amount of \$9,218.27, and a civil penalty in the amount of \$50,000
16 pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the
17 Exchange Act. Defendant shall satisfy this obligation by paying \$114,393.34 to
18 the Securities and Exchange Commission pursuant to the terms of the payment
19 schedule set forth in paragraph VI below.
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23 Defendant may transmit payment electronically to the Commission, which
24 will provide detailed ACH transfer/Fedwire instructions upon request. Payment
25 may also be made directly from a bank account via Pay.gov through the SEC
26 website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by
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1 certified check, bank cashier's check, or United States postal money order payable
2 to the Securities and Exchange Commission, which shall be delivered or mailed to
3 Enterprise Services Center
4 Accounts Receivable Branch
5 6500 South MacArthur Boulevard
6 Oklahoma City, OK 73169
7 and shall be accompanied by a letter identifying the case title, civil action number,
8 and name of this Court; Robert C. Weaver, Jr. as a defendant in this action; and
9 specifying that payment is made pursuant to this Final Judgment.
10

11 Defendant shall simultaneously transmit photocopies of evidence of
12 payment and case identifying information to the Commission's counsel in this
13 action. By making this payment, Defendant relinquishes all legal and equitable
14 right, title, and interest in such funds and no part of the funds shall be returned to
15 Defendant. The Commission shall send the funds paid pursuant to this Final
16 Judgment to the United States Treasury.
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19 The Commission may enforce the Court's judgment for disgorgement and
20 prejudgment interest by moving for civil contempt (and/or through other collection
21 procedures authorized by law) at any time after 14 days following entry of this
22 Final Judgment. Defendant shall pay post judgment interest on any delinquent
23 amounts pursuant to 28 U.S.C. § 1961.
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26 XVIII.

27 Robert C. Weaver, Jr. shall pay the total of disgorgement, prejudgment
28 interest, and penalty due of \$114,393.34 in four installment payments to the
SEC v. Coldicutt, et al.

1 Commission, plus an initial down payment of \$10,000, according to the following
2 schedule: (1) \$10,000 within 14 days of the entry of this Final Judgment;
3 \$26,098.34, within 90 days of entry of this Final Judgment; (2) \$26,098.34, within
4 180 days of entry of this Final Judgment; (3) \$26,098.34, within 270 days of entry
5 of this Final Judgment; (4) \$26,098.34, within 360 days of entry of this Final
6 Judgment. Payments shall be deemed made on the date they are received by the
7 Commission and shall be applied first to post judgment interest, which accrues
8 pursuant to 28 U.S.C. § 1961 on any unpaid amounts due after 14 days of the entry
9 of Final Judgment and not otherwise paid by the deadlines set forth in the above
10 schedule. Prior to making the final payment set forth herein, Robert C. Weaver, Jr.
11 shall contact the staff of the Commission for the amount due for the final payment.
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15 If Robert C. Weaver, Jr. fails to make any payment by the date agreed and/or
16 in the amount agreed according to the schedule set forth above, all outstanding
17 payments under this Final Judgment, including post-judgment interest, minus any
18 payments made, shall become due and payable immediately at the discretion of the
19 staff of the Commission without further application to the Court.
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22 **LINDA S. FARRELL**

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24 XIX.

25 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
26 and Defendant's agents, servants, employees, attorneys, and all persons in active
27 concert or participation with them who receive actual notice of this Final Judgment
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[Proposed] Final Judgment – Page 15

1 by personal service or otherwise are permanently restrained and enjoined from
2 aiding and abetting violations of Section 15(d) of the Securities Exchange Act of
3 1934 [15 U.S.C. § 78o(d)] (“Exchange Act”) requiring issuers to file annual and
4 quarterly reports in conformity with the Commission’s rules and regulations, and
5 Rules 15d-1 and 15d-13 promulgated thereunder [17 C.F.R. § 240.15d-1 and §
6 240.15d-13], requiring the filing of accurate annual and quarterly reports,
7
8 respectively, and Rule 12b-20 promulgated thereunder [17 C.F.R. § 240.12b-20],
9 requiring an issuer to include in its annual and quarterly reports material
10 information as may be necessary to make the required statements, in light of
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12 circumstances in which they were made, not misleading.
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14 XX.

15 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
16 that Defendant and Defendant’s agents, servants, employees, attorneys, and all
17 persons in active concert or participation with them who receive actual notice of
18 this Final Judgment by personal service or otherwise are permanently restrained
19 and enjoined from violating Section 15(d) of the Exchange Act [15 U.S.C. §
20 78o(d)] and Rule 15d-14 thereunder [17 C.F.R. § 240.15d-14] by certifying an
21 issuer’s annual or quarterly report on Form 10-K or 10-Q that contains an untrue
22 statement of material fact or omits to state a material fact necessary to make the
23 statements made, in light of the circumstances under which such statements were
24 made, not misleading.
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SEC v. Coldicutt, et al.

[Proposed] Final Judgment – Page 16

XXI.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
3 that Defendant is permanently barred from participating in an offering of penny
4 stock, including engaging in activities with a broker, dealer, or issuer for purposes
5 of issuing, trading, or inducing or attempting to induce the purchase or sale of any
6 penny stock. A penny stock is any equity security that has a price of less than five
7 dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R.
8 240.3a51-1].
9
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XXII.

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12 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
13 that Defendant is liable for disgorgement of \$47,500, representing profits gained as
14 a result of the conduct alleged in the Complaint, together with prejudgment interest
15 thereon in the amount of \$8,871.27, for a total of \$56,371.27. Based on
16 Defendant's sworn representations in her Statement of Financial Condition dated
17 November 5, 2013, and other documents and information submitted to the
18 Commission, however, the Court is not ordering Defendant to pay a civil penalty
19 and payment of the disgorgement and pre-judgment interest thereon is waived.
20 The determination not to impose a civil penalty and to waive payment of the
21 disgorgement and pre-judgment interest is contingent upon the accuracy and
22 completeness of Defendant's Statement of Financial Condition. If at any time
23 following the entry of this Final Judgment the Commission obtains information
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1 indicating that Defendant's representations to the Commission concerning her
2 assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or
3 incomplete in any material respect as of the time such representations were made,
4 the Commission may, at its sole discretion and after notice to Defendant, petition
5 the Court for an order requiring Defendant to pay the unpaid portion of the
6 disgorgement, pre-judgment and post-judgment interest thereon, and the maximum
7 civil penalty allowable under the law. In connection with any such petition, the
8 only issue shall be whether the financial information provided by Defendant was
9 fraudulent, misleading, inaccurate, or incomplete in any material respect as of the
10 time such representations were made. In its petition, the Commission may move
11 this Court to consider all available remedies, including, but not limited to, ordering
12 Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions
13 for contempt of this Final Judgment. The Commission may also request additional
14 discovery. Defendant may not, by way of defense to such petition: (1) challenge
15 the validity of the Consent or this Final Judgment; (2) contest the allegations in the
16 Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-
17 judgment and post-judgment interest or a civil penalty should not be ordered; (4)
18 contest the amount of disgorgement and pre-judgment and post-judgment interest;
19 (5) contest the imposition of the maximum civil penalty allowable under the law;
20 or (6) assert any defense to liability or remedy, including, but not limited to, any
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1 statute of limitations defense. Defendant shall also pay post-judgment interest on
2 any delinquent amounts pursuant to 28 U.S.C. § 1961.

3 **SUSANA GOMEZ**

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5 XXIII.

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
7 that Defendant and Defendant’s agents, servants, employees, attorneys, and all
8 persons in active concert or participation with them who receive actual notice of
9 this Final Judgment by personal service or otherwise are permanently restrained
10 and enjoined from aiding and abetting violations of Section 15(d) of the Securities
11 Exchange Act of 1934 [15 U.S.C. § 78o(d)] (“Exchange Act”) requiring issuers to
12 file annual and quarterly reports in conformity with the Commission’s rules and
13 regulations, and Rules 15d-1 and 15d-13 promulgated thereunder [17 C.F.R. §
14 240.15d-1 and § 240.15d-13], requiring the filing of accurate annual and quarterly
15 reports, respectively, and Rule 12b-20 promulgated thereunder [17 C.F.R. §
16 240.12b-20], requiring an issuer to include in its annual and quarterly reports
17 material information as may be necessary to make the required statements, in light
18 of circumstances in which they were made, not misleading.
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24 XXIV.

25 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
26 that Defendant and Defendant’s agents, servants, employees, attorneys, and all
27 persons in active concert or participation with them who receive actual notice of

28 *SEC v. Coldicutt, et al.*

1 this Final Judgment by personal service or otherwise are permanently restrained
2 and enjoined from violating Section 15(d) of the Exchange Act [15 U.S.C. §
3 78o(d)] and Rule 15d-14 thereunder [17 C.F.R. § 240.15d-14] by certifying an
4 issuer's annual or quarterly report on Form 10-K or 10-Q that contains an untrue
5 statement of material fact or omits to state a material fact necessary to make the
6 statements made, in light of the circumstances under which such statements were
7 made, not misleading.
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10 XXV.

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
12 that Defendant is permanently barred from participating in an offering of penny
13 stock, including engaging in activities with a broker, dealer, or issuer for purposes
14 of issuing, trading, or inducing or attempting to induce the purchase or sale of any
15 penny stock. A penny stock is any equity security that has a price of less than five
16 dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R.
17 240.3a51-1].
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21 XXVI.

22 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
23 that Defendant is not liable for a disgorgement amount representing any profits
24 gained as a result of the conduct alleged in the Complaint, or for any prejudgment
25 interest thereon. And based on Defendant's sworn representations in her Statement
26 of Financial Condition dated November 2, 2013, and other documents and
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1 information submitted to the Commission, the Court is not ordering Defendant to
2 pay a civil penalty. The determination not to impose a civil penalty is contingent
3 upon the accuracy and completeness of Defendant's Statement of Financial
4 Condition. If at any time following the entry of this Final Judgment the
5 Commission obtains information indicating that Defendant's representations to the
6 Commission concerning her assets, income, liabilities, or net worth were
7 fraudulent, misleading, inaccurate, or incomplete in any material respect as of the
8 time such representations were made, the Commission may, at its sole discretion
9 and after notice to Defendant, petition the Court for an order requiring Defendant
10 to pay the maximum civil penalty allowable under the law. In connection with any
11 such petition, the only issue shall be whether the financial information provided by
12 Defendant was fraudulent, misleading, inaccurate, or incomplete in any material
13 respect as of the time such representations were made. In its petition, the
14 Commission may move this Court to consider all available remedies, including, but
15 not limited to, ordering Defendant to pay funds or assets, directing the forfeiture of
16 any assets, or sanctions for contempt of this Final Judgment. The Commission
17 may also request additional discovery. Defendant may not, by way of defense to
18 such petition: (1) challenge the validity of the Consent or this Final Judgment; (2)
19 contest the allegations in the Complaint filed by the Commission; (3) assert that
20 payment of disgorgement, pre-judgment and post-judgment interest or a civil
21 penalty should not be ordered; (4) contest the amount of disgorgement and pre-

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1 judgment and post-judgment interest; (5) contest the imposition of the maximum
2 civil penalty allowable under the law; or (6) assert any defense to liability or
3 remedy, including, but not limited to, any statute of limitations defense. Defendant
4 shall also pay post-judgment interest on any delinquent amounts pursuant to 28
5 U.S.C. § 1961.
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8 **ALL DEFENDANTS**

9 **XXVII.**

10 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that the
11 Consents of Thomas D. Coldicutt, Elizabeth L. Coldicutt, Robert C. Weaver, Jr.,
12 Christopher C. Greenwood, Linda S. Farrell, and Susana Gomez are incorporated
13 herein with the same force and effect as if fully set forth herein, and that
14 Defendants shall comply with all of the undertakings and agreements set forth
15 therein.
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18 **XXVIII.**

19 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that this
20 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms
21 of this Final Judgment.
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XXIX.

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2 There being no just reason for delay, pursuant to Rule 54(b) of the Federal
3 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment
4 forthwith and without further notice.
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7 Dated: August 14, 2014

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R. Gary Klausner
United States District Judge