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IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA

Securities and Exchange Commission,	)	Case No. CV-12-02214-PHX-MEA
	)	
Plaintiff,	)	
vs.	)	
	)	<b>FINAL JUDGMENT</b>
The Investors Registry, LLC and	)	<b>AS TO DEFENDANT</b>
Michael J. Southworth,	)	<b>MICHAEL J. SOUTHWORTH</b>
	)	
Defendants.	)	
_____	)	

**FINAL JUDGMENT AS TO DEFENDANT MICHAEL J. SOUTHWORTH**

The Securities and Exchange Commission having filed a Complaint and Defendant Michael J. Southworth 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:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant Michael J. Southworth and his agents, servants, employees, attorneys-in-fact, and all

1 persons in active concert or participation with them who receive actual notice of this  
2 Final Judgment by personal service or otherwise are permanently restrained and enjoined  
3 from violating, directly or indirectly, Section 17(b) of the Securities Act of 1933  
4 (“Securities Act”) [15 U.S.C. § 77q(b)], by the use of any means or instruments of  
5 transportation or communication in interstate commerce or by use of the mails,  
6 publishing, giving publicity to, or circulating any notice, circular, advertisement,  
7 newspaper, article, letter, investment service, or communication which, though not  
8 purporting to offer a security for sale, describes such security for consideration received  
9 or to be received, directly or indirectly, from an issuer, underwriter, or dealer, without  
10 fully disclosing the receipt, whether past or prospective, of such consideration and the  
11 amount thereof.  
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15 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
16 Michael J. Southworth and his agents, servants, employees, attorneys, and all persons in  
17 active concert or participation with him who receive actual notice of this Final Judgment  
18 by personal service or otherwise are permanently restrained and enjoined from violating,  
19 directly or indirectly, Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)], by using  
20 any means or instrumentality of interstate commerce, or of the mails, or of any facility of  
21 any national securities exchange, to effect any transactions in, or to induce or attempt to  
22 induce the purchase or sale of, any security (other than an exempted security or  
23 commercial paper, bankers’ acceptances, or commercial bills) unless such person is  
24 registered with the Commission as a broker or dealer in accordance with Section 15(b) of  
25 the Exchange Act.  
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1 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
2 Defendant Michael J. Southworth is barred from participating in an offering of penny  
3 stock, including engaging in activities with a broker, dealer, or issuer for purposes of  
4 issuing, trading, or inducing or attempting to induce the purchase or sale of any penny  
5 stock, for a period of three (3) years from the date of this Final Judgment. A penny stock  
6 is any equity security that has a price of less than five dollars, except as provided in Rule  
7 3a51-1 under the Exchange Act [17 C.F.R. 240.3a51-1].  
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10 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
11 Defendant is liable for disgorgement of \$217,557, representing profits gained as a result  
12 of the conduct alleged in the Complaint, together with prejudgment interest thereon in the  
13 amount of \$10,706, for a total of \$228,263. Based on Defendant's sworn representations  
14 in his Statement of Financial Condition dated June 8, 2012, and other documents and  
15 information submitted to the Commission, however, the Court is not ordering Defendant  
16 to pay a civil penalty and payment of all but \$100,000 of the disgorgement and all pre-  
17 judgment interest thereon is waived. Defendant shall satisfy this obligation by paying  
18 \$100,000 to the Securities and Exchange Commission within 14 days after entry of this  
19 Final Judgment.  
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23 Defendant may transmit payment electronically to the Commission, which will  
24 provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be  
25 made directly from a bank account via Pay.gov through the SEC website at  
26 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check,  
27 bank cashier's check, or United States postal money order payable to the Securities and  
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1 Exchange Commission, which shall be delivered or mailed to

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

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

9 Defendant shall simultaneously transmit photocopies of evidence of payment and  
10 case identifying information to the Commission's counsel in this action. By making this  
11 payment, Defendant relinquishes all legal and equitable right, title, and interest in such  
12 funds and no part of the funds shall be returned to Defendant. The Commission shall  
13 send the funds paid pursuant to this Final Judgment to the United States Treasury.  
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16 The Commission may enforce the Court's judgment for disgorgement and  
17 prejudgment interest by moving for civil contempt (and/or through other collection  
18 procedures authorized by law) at any time after 14 days following entry of this Final  
19 Judgment. Defendant shall pay post judgment interest on any delinquent amounts  
20 pursuant to 28 U.S.C. § 1961.  
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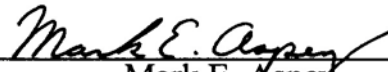
22 The determination not to impose a civil penalty and to waive payment of all but  
23 \$100,000 of the disgorgement and pre-judgment interest is contingent upon the accuracy  
24 and completeness of Defendant's Statement of Financial Condition. If at any time  
25 following the entry of this Final Judgment the Commission obtains information  
26 indicating that Defendant's representations to the Commission concerning his assets,  
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1 income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in  
2 any material respect as of the time such representations were made, the Commission may,  
3 at its sole discretion and without prior notice to Defendant, petition the Court for an order  
4 requiring Defendant to pay the unpaid portion of the disgorgement, pre-judgment and  
5 post-judgment interest thereon, and the maximum civil penalty allowable under the law.  
6 In connection with any such petition, the only issue shall be whether the financial  
7 information provided by Defendant was fraudulent, misleading, inaccurate, or incomplete  
8 in any material respect as of the time such representations were made. In its petition, the  
9 Commission may move this Court to consider all available remedies, including, but not  
10 limited to, ordering Defendant to pay funds or assets, directing the forfeiture of any  
11 assets, or sanctions for contempt of this Final Judgment. The Commission may also  
12 request additional discovery. Defendant may not, by way of defense to such petition: (1)  
13 challenge the validity of the Consent or this Final Judgment; (2) contest the allegations in  
14 the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-  
15 judgment and post-judgment interest or a civil penalty should not be ordered; (4) contest  
16 the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the  
17 imposition of the maximum civil penalty allowable under the law; or (6) assert any  
18 defense to liability or remedy, including, but not limited to, any statute of limitations  
19 defense. Defendant shall also pay post-judgment interest on any delinquent amounts  
20 pursuant to 28 U.S.C. § 1961.  
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1 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is  
2 incorporated herein with the same force and effect as if fully set forth herein, and that  
3 Defendant shall comply with all of the undertakings and agreements set forth therein.  
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5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court  
6 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final  
7 Judgment.  
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9 Dated this 6th day of November, 2012.  
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13 Mark E. Aspey  
14 United States Magistrate Judge  
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