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8 **UNITED STATES DISTRICT COURT**
FOR THE NORTHERN DISTRICT OF CALIFORNIA
 9 **SAN FRANCISCO DIVISION**

10	_____)	
	UNITED STATES SECURITIES)	
11	AND EXCHANGE COMMISSION,)	
)	
12	Plaintiff,)	Civil Action No. C 12-5031 RS
)	
13	v.)	FINAL JUDGMENT AS TO
)	DEFENDANT JAUYO “JASON” LEE
14	JAUYO (“JASON”) LEE and)	
	VICTOR CHEN,)	
15)	
	Defendants,)	
16)	
	and)	
17)	
	JENNIFER CHEN,)	
18)	
	Defendant.)	
19	_____)	

20 **FINAL JUDGMENT AS TO DEFENDANT JAUYO (“JASON”) LEE**

21 The Securities and Exchange Commission having filed a Complaint and Defendant Jauyo
 22 “Jason” Lee (“Defendant”) having entered a general appearance; consented to the Court’s
 23 jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final
 24 Judgment; waived findings of fact and conclusions of law; and waived any right to appeal from

1 this Final Judgment:

2 **I.**

3 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and
4 Defendant's agents, servants, employees, attorneys, and all persons in active concert or
5 participation with them who receive actual notice of this Final Judgment by personal service or
6 otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section
7 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and
8 Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or
9 instrumentality of interstate commerce, or of the mails, or of any facility of any national
10 securities exchange, in connection with the purchase or sale of any security:

- 11 (a) to employ any device, scheme, or artifice to defraud;
- 12 (b) to make any untrue statement of a material fact or to omit to state a material fact
13 necessary in order to make the statements made, in the light of the circumstances under
14 which they were made, not misleading; or
- 15 (c) to engage in any act, practice, or course of business which operates or would
16 operate as a fraud or deceit upon any person.

17 **II.**

18 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
19 and Defendant's agents, servants, employees, attorneys, and all persons in active concert or
20 participation with them who receive actual notice of this Final Judgment by personal service or
21 otherwise are permanently restrained and enjoined from violating Section 14(e) of the Exchange
22 Act [15 U.S.C. § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3] promulgated thereunder, in

1 connection with any tender offer or request or invitation for tenders, from engaging in any
2 fraudulent, deceptive, or manipulative act or practice, by:

3 (a) purchasing or selling or causing to be purchased or sold the securities sought or to
4 be sought in such tender offer, securities convertible into or exchangeable for any such
5 securities or any option or right to obtain or dispose of any of the foregoing securities
6 while in possession of material information relating to such tender offer that Defendant
7 knows or has reason to know is nonpublic and knows or has reason to know has been
8 acquired directly or indirectly from the offering person; the issuer of the securities sought
9 or to be sought by such tender offer; or any officer, director, partner, employee or other
10 person acting on behalf of the offering person or such issuer, unless within a reasonable
11 time prior to any such purchase or sale such information and its source are publicly
12 disclosed by press release or otherwise; or

13 (b) communicating material, nonpublic information relating to a tender offer, which
14 Defendant knows or has reason to know is nonpublic and knows or has reason to know
15 has been acquired directly or indirectly from the offering person; the issuer of the
16 securities sought or to be sought by such tender offer; or any officer, director, partner,
17 employee, advisor, or other person acting on behalf of the offering person of such issuer,
18 to any person under circumstances in which it is reasonably foreseeable that such
19 communication is likely to result in the purchase or sale of securities in the manner
20 described in subparagraph (a) above, except that this paragraph shall not apply to a
21 communication made in good faith:

- 1 (i) to the officers, directors, partners or employees of the offering
2 person, to its advisors or to other persons, involved in the planning,
3 financing, preparation or execution of such tender offer;
- 4 (ii) to the issuer whose securities are sought or to be sought by such
5 tender offer, to its officers, directors, partners, employees or advisors or to
6 other persons involved in the planning, financing, preparation or execution
7 of the activities of the issuer with respect to such tender offer; or
- 8 (iii) to any person pursuant to a requirement of any statute or
9 rule or regulation promulgated thereunder.

10 **III.**

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
12 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant
13 shall comply with all of the undertakings and agreements set forth therein.

14 **IV.**

15 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
16 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

17 **V.**

18 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil
19 Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

20
21 Dated: 4/24, 2014

22 
UNITED STATES DISTRICT JUDGE