

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

CASE NO.: 0:13-cv-62066-MARRA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

FRANK SPINOSA,

Defendant.

**FINAL JUDGMENT OF PERMANENT INJUNCTION
AGAINST DEFENDANT FRANK SPINOSA**

Plaintiff Securities and Exchange Commission commenced this action by filing its Complaint against Defendant Frank Spinosa. In its Complaint and Amended Complaint, the Commission sought, among other relief against Spinosa: (1) a permanent injunction to prohibit violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)], and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5]; and (2) a civil money penalty pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1] and Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)]. Spinosa entered a general appearance and consented to the Court’s jurisdiction over him and the subject matter of this action; consented to entry of a Judgment of Permanent Injunction and Other Relief (“Judgment”); waived findings of fact and conclusions of law; and waived any right to appeal from the Judgment.

This Court previously accepted Spinosa’s Consent and entered a Judgment against Spinosa imposing a permanent injunction and a civil penalty against him, with the amount to be determined upon the Commission’s Motion. On March 10, 2016, the Commission dismissed its

civil penalty and disgorgement claims against Spinosa, thus resolving all pending items in this case.

Accordingly, the Court enters Final Judgment against Spinosa which includes the permanent injunction the Court entered in the Judgment, as follows:

I.

SECTION 17(a) OF THE SECURITIES ACT OF 1933

IT IS ORDERED AND ADJUDGED that Spinosa, his agents, servants, employees, attorneys, representatives, 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 directly or indirectly violating Sections 17(a)(1)-(3) of the Securities Act of 1933 (the “Securities Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly, to:

- (1) employ any device, scheme, or artifice to defraud;
- (2) obtain money or property by means of any untrue statement of a material fact or any omission of 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) engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser by, directly or indirectly, (i) creating a false appearance or otherwise deceiving any person, or (ii) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective

investor either relating to a decision by an investor or prospective investor to buy or sell securities of any company or about:

- (A) any investment in or offering of securities;
- (B) the success of any product or company; or
- (C) the risks or safety of any securities investment.

II.

SECTION 10(b) AND RULE 10b-5(b) OF THE SECURITIES EXCHANGE ACT OF 1934

IT IS FURTHER ORDERED AND ADJUDGED that Spinosa, his agents, servants, employees, attorneys, representatives, 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 directly or indirectly violating Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5(b) 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, 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 by, directly or indirectly:

- (1) creating a false appearance or otherwise deceiving any person, or
- (2) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor either relating to a decision by an investor or prospective investor to buy or sell securities of any company or about:

- (A) any investment in or offering of securities;

- (B) the success of any product or company; or
- (C) the risks or safety of any securities investment.

III.

CIVIL PENALTY AND DISGORGEMENT

IT IS FURTHER ORDERED AND ADJUDGED that pursuant to the Commission's notice dismissing the civil penalty and disgorgement claims against Spinosa, these claims are DISMISSED.

IV.

RETENTION OF JURISDICTION

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

V.

CERTIFICATION UNDER RULE 54(b)

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. The Clerk shall then CLOSE this case.

DONE AND ORDERED in chambers at West Palm Beach, Palm Beach County, Florida, this 14th day of March, 2016.



KENNETH A. MARRA
United States District Judge

Copies to all counsel and parties of record