

1 JINA L. CHOI (N.Y. Bar No. 2699718)  
ERIN E. SCHNEIDER (Cal. Bar No. 216114)  
2 schneidere@sec.gov  
ANDREW J. HEFTY (Cal. Bar No. 220450)  
3 heftya@sec.gov  
SUSAN F. LAMARCA (Cal. Bar No. 215231)  
4 lamarcas@sec.gov  
THOMAS J. EME (Ill. Bar No. 6224870)  
5 emet@sec.gov

6 Attorneys for Plaintiff  
SECURITIES AND EXCHANGE COMMISSION  
7 44 Montgomery Street, Suite 2800  
San Francisco, CA 94104  
8 (415) 705-2500

9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN FRANCISCO DIVISION  
12

13 SECURITIES AND EXCHANGE COMMISSION,

Case No. 3:17-cv-00223-RS

14 Plaintiff,

15 v.

~~PROPOSED~~ FINAL JUDGMENT AS TO  
DEFENDANT THOMAS M. HENDERSON

16 SAN FRANCISCO REGIONAL CENTER, LLC;  
THOMAS M. HENDERSON; CALIFORNIA  
17 GOLD MEDAL, L.P.; CALLSOCKET, L.P.;  
CALLSOCKET II, L.P.; CALLSOCKET III, L.P.;  
18 COMPREHENSIVE CARE OF OAKLAND, L.P.;  
NA3PL, L.P.; WEST OAKLAND PLAZA, L.P.;  
19 CALLSOCKET, LLC; CALLSOCKET II, LLC;  
CALLSOCKET III, LLC; COMPREHENSIVE  
20 CARE OF CALIFORNIA, LLC; IMMEDIA, LLC;  
NORTH AMERICA 3PL, LLC;  
21

22 Defendants,

23 CALLSOCKET HOLDING COMPANY, LLC;  
CALLSOCKET III HOLDING COMPANY, LLC;  
24 CENTRAL CALIFORNIA FARMS, LLC;  
BERKELEY HEALTHCARE DYNAMICS, LLC;  
25 JL GATEWAY, LLC;

26 Relief Defendants.  
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1 The Securities and Exchange Commission (“SEC” or “Commission”) having filed a  
2 Complaint and Defendant Thomas M. Henderson having entered a general appearance; consented to  
3 the Court’s jurisdiction over Defendant and the subject matter of this action; consented to entry of  
4 this Final Judgment without admitting or denying the allegations of the Complaint (except as to  
5 jurisdiction and except as otherwise provided herein in paragraph VIII); waived findings of fact and  
6 conclusions of law; and waived any right to appeal from this Final Judgment:

7 I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is permanently  
9 restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities  
10 Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78j(b) and Rule 10b-5 thereunder,  
11 17 C.F.R. § 240.10b-5, by using any means or instrumentality of interstate commerce, or of the mails,  
12 or of any facility of any national securities exchange, in connection with the purchase or sale of any  
13 security:

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

20 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal  
21 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive  
22 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant’s officers,  
23 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation  
24 with Defendant or with anyone described in (a).

25 II.

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently  
27 restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the “Securities  
28 Act”), 15 U.S.C. § 77q(a), in the offer or sale of any security by the use of any means or instruments

1 of transportation or communication in interstate commerce or by use of the mails, directly or  
2 indirectly:

- 3 (a) to employ any device, scheme, or artifice to defraud;
- 4 (b) to obtain money or property by means of any untrue statement of a material fact or any  
5 omission of a material fact necessary in order to make the statements made, in light of  
6 the circumstances under which they were made, not misleading; or
- 7 (c) to engage in any transaction, practice, or course of business which operates or  
8 would operate as a fraud or deceit upon the purchaser.

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal  
10 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive  
11 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant’s officers,  
12 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation  
13 with Defendant or with anyone described in (a).

14 III.

15 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently  
16 restrained and enjoined from directly or indirectly participating in the issuance, offer, or sale of any  
17 security of any entity controlled by him, or under joint control with him.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal  
19 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive  
20 actual notice of this Final Judgment by personal service or otherwise: (a) Defendant’s officers,  
21 agents, servants, employees, and attorneys; and (b) other persons in active concert or participation  
22 with Defendant or with anyone described in (a).

23 IV.

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for  
25 disgorgement of \$500,000, representing ill-gotten gains resulting from the conduct alleged in the  
26 Complaint. Defendant’s obligation to pay disgorgement shall be deemed satisfied by Defendant’s  
27 execution, within 5 days of the date of entry of this Final Judgment, and Defendant’s subsequent  
28 compliance with the terms of, a settlement agreement with the Receiver (“Settlement Agreement”) in

1 the form attached as Exhibit A (without its exhibits), which Settlement Agreement requires, *inter*  
2 *alia*: (1) payment of \$572,456.31 to the Receiver from the proceeds of the sale of Defendant's  
3 residential property located at 666 Mandana Blvd., Oakland, California (the "Property") on or before  
4 January 25, 2019; (2) or in the alternative, Defendant's proof of payment on or before December 28,  
5 2018 of (i) \$500,000 to the Receiver, (ii) the civil penalty of \$750,000 to the SEC specified in  
6 Paragraph V of this Final Judgment (including any post-judgment interest thereon), (iii) \$150,000 to  
7 the Receiver to reimburse the Receivership Estate for the amount paid by the Receiver to acquire the  
8 "Disston Lien" (as defined by the Settlement Agreement) on the Property, and (iv) the amount  
9 necessary to fully reimburse the Receivership Estate for any amount paid by the Receiver to acquire  
10 the "Minasian Lien" (as defined by the Settlement Agreement) on the Property.

11 The Commission may enforce the Court's judgment for disgorgement by moving for civil  
12 contempt (and/or through other collection procedures authorized by law) at any time after entry of  
13 this Final Judgment. If Defendant either (1) fails to execute, within 5 days of the date of entry of this  
14 Final Judgment, the Settlement Agreement attached as Exhibit A, including all of its attachments, or  
15 (2) subsequently fails to comply with the terms of the Settlement Agreement, the entire sum of  
16 \$500,000 in disgorgement specified by this this Final Judgment, including post-judgment interest,  
17 minus any payments made, shall become due and payable immediately at the discretion of the  
18 Commission's counsel without further application to the Court.

19 V.

20 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for a  
21 civil penalty in the amount of \$750,000 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. §  
22 77t(d) and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d). Defendant shall satisfy this  
23 obligation to the Securities and Exchange Commission within 30 days after entry of this Final  
24 Judgment. Defendant may transmit payment electronically to the Commission, which will provide  
25 detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a  
26 bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>.  
27 Defendant may also pay by certified check, bank cashier's check, or United States postal money  
28 order payable to the Securities and Exchange Commission, which shall be delivered or mailed to:

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

5 and shall be accompanied by a letter identifying the case title, civil action number, and name of this  
6 Court; Thomas M. Henderson as a defendant in this action; and specifying that payment is made  
7 pursuant to this Final Judgment. Defendant shall simultaneously transmit photocopies of evidence of  
8 payment and case identifying information to the Commission's counsel in this action. By making  
9 this payment, Defendant relinquishes all legal and equitable right, title, and interest in such funds and  
10 no part of the funds shall be returned to Defendant. Defendant shall pay post-judgment interest on  
11 any delinquent amounts pursuant to 28 USC § 1961.

12 The Commission may propose a plan to distribute the funds paid by Defendant subject to the  
13 Court's approval. Such a plan may provide that the funds shall be distributed pursuant to the Fair  
14 Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall retain  
15 jurisdiction over the administration of any distribution of the funds. If the Commission's counsel  
16 determines that the funds will not be distributed, the Commission shall send the funds paid pursuant  
17 to this Final Judgment to the United States Treasury.

18 Regardless of whether any such Fair Fund distribution is made, amounts ordered to be paid as  
19 civil penalties pursuant to this Judgment shall be treated as penalties paid to the government for all  
20 purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Defendant  
21 shall not, after offset or reduction of any award of compensatory damages in any Related Investor  
22 Action based on Defendant's payment of disgorgement in this action, argue that he is entitled to, nor  
23 shall he further benefit by, offset or reduction of such compensatory damages award by the amount of  
24 any part of Defendant's payment of a civil penalty in this action ("Penalty Offset"). If the court in  
25 any Related Investor Action grants such a Penalty Offset, Defendant shall, within 30 days after entry  
26 of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay  
27 the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission  
28 directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to  
change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a

1 “Related Investor Action” means a private damages action brought against Defendant by or on behalf  
2 of one or more investors based on substantially the same facts as alleged in the Complaint in this  
3 action.

4 VI.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, within 5 days of this  
6 Final Judgment, Defendant shall execute and deliver to the Receiver documentation evidencing his  
7 agreement to waive and relinquish any and all rights to file a claim or claims against, and/or to  
8 receive a distribution from, the receivership estate and/or any of the entities in the receivership estate,  
9 including each of the defendants and relief defendants.

10 VII.

11 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for purposes of  
12 exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the  
13 allegations in the complaint are true and admitted by Defendant, and further, any debt for  
14 disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under this Final  
15 Judgment or any other judgment, order, consent order, decree or settlement agreement entered in  
16 connection with this proceeding, is a debt for the violation by Defendant of the federal securities laws  
17 or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the  
18 Bankruptcy Code, 11 U.S.C. §523(a)(19).

19 VIII.

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

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 Final Judgment forthwith and without further notice.

IT IS SO ORDERED.

Dated: 9/24/18



Richard Seeborg  
UNITED STATES DISTRICT JUDGE