

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

LIDINGO HOLDINGS, LLC et al.,

Defendants.

CASE NO. 2:17-cv-01600-RSM

FINAL JUDGMENT
AS TO *PRO SE* DEFENDANT VINCENT
CASSANO

The Securities and Exchange Commission (“Commission”) having filed a Complaint and Defendant Vincent Cassano (“Cassano”) having entered a general appearance; consented to the Court’s jurisdiction over him and the subject matter of this action; consented to entry of this Final Judgment (“Final Judgment”) without admitting or denying the allegations of the Complaint (except as to jurisdiction and except as otherwise provided herein in Paragraph VI); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment, IT IS HEREBY ORDERED AND ADJUDGED that:

I.

PERMANENT INJUNCTION AS TO SECTION 17(a) OF THE SECURITIES ACT

Cassano is permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (“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

1 or by use of the mails, directly or indirectly: (i) to employ any device, scheme, or artifice to
2 defraud; (ii) to obtain money or property by means of any untrue statement of a material fact or
3 any omission of a material fact necessary in order to make the statements made, in light of the
4 circumstances under which they were made, not misleading; or (iii) to engage in any transaction,
5 practice, or course of business which operates or would operate as a fraud or deceit upon the
6 purchaser.

7 As provided in Rule 65(d)(2) of the Federal Rules of Civil Procedure, the foregoing
8 paragraph also binds the following who receive actual notice of this Final Judgment by personal
9 service or otherwise: (i) Cassano's agents, servants, employees, and attorneys; and (ii) other
10 persons in active concert or participation with Cassano or with anyone described in (i).

11 **II.**

12 **PERMANENT INJUNCTION AS TO SECTION 17(b) OF THE SECURITIES ACT**

13 Cassano is permanently restrained and enjoined from violating Section 17(b) of the
14 Securities Act, 15 U.S.C. § 77q(b), by the use of any means or instruments of transportation or
15 communication in interstate commerce or by the use of the mails, to publish, give publicity to, or
16 circulate any notice, circular, advertisement, newspaper, article, letter, investment service, or
17 communication which, though not purporting to offer a security for sale, describes such security
18 for a consideration received or to be received, directly or indirectly, from an issuer, underwriter,
19 or dealer, without fully disclosing the receipt, whether past or prospective, of such consideration
20 and the amount thereof.

21 As provided in Rule 65(d)(2) of the Federal Rules of Civil Procedure, the foregoing
22 paragraph also binds the following who receive actual notice of this Final Judgment by personal
23 service or otherwise: (i) Cassano's agents, servants, employees, and attorneys; and (ii) other
24 persons in active concert or participation with Cassano or with anyone described in (i).

III.**PERMANENT INJUNCTION AS TO
SECTION 10(b) AND RULE 10b-5 OF THE EXCHANGE ACT**

Cassano is permanently restrained and enjoined from violating, directly or indirectly, 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, 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: (i) to employ any device, scheme, or artifice to defraud; (ii) 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; or (iii) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

As provided in Rule 65(d)(2) of the Federal Rules of Civil Procedure, the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (i) Cassano’s agents, servants, employees, and attorneys; and (ii) other persons in active concert or participation with Cassano or with anyone described in (i).

IV.**DISGORGEMENT AND CIVIL PENALTY**

Cassano is liable for disgorgement of \$12,560, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$2,579, for a total of \$15,139. Based on Cassano’s sworn representations in his Statement of Financial Condition dated December 7, 2017, and other documents and information submitted to the Commission, however, the Court is not ordering Cassano to pay a civil penalty, and payment of all of the disgorgement and prejudgment interest thereon is waived. The determination not to impose a civil penalty and to waive payment of all of the disgorgement and prejudgment interest is contingent upon the accuracy and completeness of Cassano’s Statement of Financial Condition.

1 If at any time following the entry of this Final Judgment the Commission obtains information
2 indicating that Cassano's representations to the Commission concerning his assets, income,
3 liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material
4 respect as of the time such representations were made, the Commission may, in its sole discretion
5 and without prior notice to Cassano, petition the Court for an order requiring Cassano to pay the
6 unpaid portion of the disgorgement, prejudgment and post-judgment interest thereon, and the
7 maximum civil penalty allowable under the law. In connection with any such petition, the only
8 issue shall be whether the financial information provided by Cassano was fraudulent, misleading,
9 inaccurate, or incomplete in any material respect as of the time such representations were made.
10 In its petition, the Commission may move this Court to consider all available remedies, including,
11 but not limited to, ordering Cassano to pay funds or assets, directing the forfeiture of any assets,
12 or sanctions for contempt of this Final Judgment. The Commission may also request additional
13 discovery. Cassano may not, by way of defense to such petition: (i) challenge the validity of the
14 Consent or this Final Judgment; (ii) contest the allegations in the Complaint filed by the
15 Commission; (iii) assert that payment of disgorgement, prejudgment and post-judgment interest or
16 a civil penalty should not be ordered; (iv) contest the amount of disgorgement and prejudgment
17 and post-judgment interest; (v) contest the imposition of the maximum civil penalty allowable
18 under the law; or (vi) assert any defense to liability or remedy, including, but not limited to, any
19 statute of limitations defense. Cassano shall also pay post-judgment interest on any delinquent
20 amounts pursuant to 28 U.S.C. § 1961.

21 V.

22 **INCORPORATION OF CONSENT**

23 The Consent is incorporated herein with the same force and effect as if fully set forth
24 herein, and Cassano shall comply with all of the undertakings and agreements set forth therein.
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1 VI.

2 **BANKRUPTCY NONDISCHARGEABILITY**

3 Solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy
4 Code, 11 U.S.C. § 523, the allegations in the Complaint are true and admitted by Cassano, and
5 further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by
6 Cassano under this Final Judgment or any other judgment, order, consent order, decree or
7 settlement agreement entered in connection with this proceeding, is a debt for the violation by
8 Cassano of the federal securities laws or any regulation or order issued under such laws, as set
9 forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

10 VII.

11 **RETENTION OF JURISDICTION**

12 This Court shall retain jurisdiction of this matter and of Cassano for the purposes of
13 enforcing the terms of this Final Judgment.

14 VIII.

15 **RULE 54(b) CERTIFICATION**

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

18 Dated this 10 day of April 2018.

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23 RICARDO S. MARTINEZ
24 CHIEF UNITED STATES DISTRICT JUDGE

1 Presented by:

2 /s/ Patrick R. Costello

3 _____
4 Suzanne J. Romajas
5 Patrick R. Costello
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