

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

EQUAL EARTH, INC., ANDREW J.
DUGGAN; and GHASSAN HAMADE
(a/k/a MARK HAMADE),

Defendants.

Case No.: 19cv1138 JM(BGS)

**AMENDED ORDER ON CONSENT
MOTION FOR ENTRY OF FINAL
JUDGMENT AS TO DEFENDANT
GHASSAN HAMADE**

Presently before the Court is a Joint Motion to Amend the Court's Earlier Order on Consent Motion for Entry of Final Judgement as to Defendant Ghassan Hamade. (Doc. No. 9.) The parties seek to amend the earlier order, (Doc. No. 5), because the Consent, "inadvertently stated that Defendant Hamade consented to be permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the Securities Act") [15. U.S.C. § 77q(a). (Doc. No. 9 at 2.) As a consequence, the August 2, 2019 order permanently restrained and enjoined Defendant from violating Section 17(a) of the Securities Act. Accordingly, the Court issues this Amended Order on the Securities and Exchange Commission's (the "Commission") Consent Motion for Entry of Final Judgment against Defendant Ghassan Hamade (a/k/a Mark Hamade).

I. BACKGROUND

On June 17, 2019, the Commission filed a Complaint against Defendants Andrew J. Duggan, Ghassan Hamade and Equal Earth, Inc. alleging violations of the federal securities laws. (Doc. No. 1.)

On June 18, 2019, the Commission submitted a Consent Motion to the court requesting entry of final judgment in accordance with the terms of the parties' settlement. (Doc. No. 5.)

In the consent agreement Defendant Ghassan Hamade: 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 without admitting or denying the allegations of the Complaint (except as to jurisdiction and except as otherwise provided herein); waived findings of fact and conclusions of law; waived any right to appeal from this Final Judgment; and acknowledged that the agreement was entered into voluntarily.

II. DISPOSITION

Consistent with the foregoing and with the terms of the parties' settlement, IT IS HEREBY ORDERED as follows:

1. Hamade is permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. §78j(b), and Rule 10b-5 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:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) 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 light of the circumstances under which they were made, not misleading; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

1 As provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph
2 also binds the following who receive actual notice of this Final Judgment by
3 personal service or otherwise: (a) Defendant's officers, agents, servants,
4 employees, and attorneys; and (b) other persons in active concert or participation
5 with Defendant or with anyone described in (a).

6 2. Hamade is permanently restrained and enjoined from violating Section 5 of the
7 Securities Act, 15 U.S.C. § 77e, by directly or indirectly, in the absence of any
8 applicable exemption:

9 (a) Unless a registration statement is in effect as to a security, making use
10 of any means or instruments of transportation or communication in
11 interstate commerce or of the mails to sell such security through the use
12 or medium of any prospectus or otherwise;

13 (b) Unless a registration statement is in effect as to a security, carrying or
14 causing to be carried through the mails or in interstate commerce, by
15 any means or instruments of transportation, any such security for the
16 purpose of sale or for delivery after sale; or

17 (c) Making use of any means or instruments of transportation or
18 communication in interstate commerce or of the mails to offer to sell or
19 offer to buy through the use or medium of any prospectus or otherwise
20 any security, unless a registration statement has been filed with the SEC
21 as to such security, or while the registration statement is the subject of
22 a refusal order or stop order or (prior to the effective date of the
23 registration statement) any public proceeding or examination under
24 Section 8 of the Securities Act, 15 U.S.C. § 77h.

25 As provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph
26 also binds the following who receive actual notice of this Final Judgment by
27 personal service or otherwise: (a) Defendant's officers, agents, servants,
28

employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

3. In accordance with Section 21(d)(2) of the Exchange Act, 15 U.S.C. §78(u)(d)(2) and Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), Hamade is prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act, 15 U.S.C. § 781, or that is required to file reports pursuant to Section 15(d) of the Exchange Act ,15 U.S.C. § 78o(d).
4. Hamade is permanently restrained and enjoined from directly or indirectly, including, but not limited to, through any entity owned or controlled by Defendant, participating in the issuance, purchase, offer, or sale of any securities in an unregistered offering by an issuer, provided, however, that such injunction shall not prevent Defendant from purchasing or selling securities for his own personal account.
5. Hamade is liable for a civil penalty in the amount of **\$167,500** under Section 20(d) of the Securities Act, 15 U.S.C. §77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). Hamade shall satisfy this obligation by paying **\$167,500** to the Securities and Exchange Commission within 14 days after entry of this Final Judgment.

Hamade may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission, which shall be delivered or mailed to:

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Enterprise Services Center
 Accounts Receivable Branch
 6500 South MacArthur Boulevard
 Oklahoma City, OK 73169

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

Hamade shall simultaneously transmit photocopies of evidence of payment and case identifying information to the Commission's counsel in this action. By making this payment, Hamade relinquishes all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned to him. The Commission shall send the funds paid pursuant to this Final Judgment to the United States Treasury.

The Commission may enforce the Court's judgment for disgorgement and prejudgment interest by moving for civil contempt (and/or through other collection procedures authorized by law) at any time after 14 days following entry of this Final Judgment. Hamade shall pay post judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

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

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