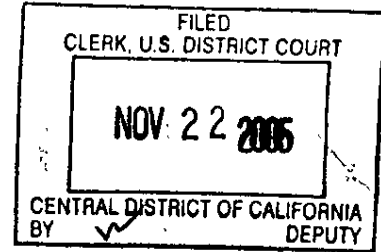
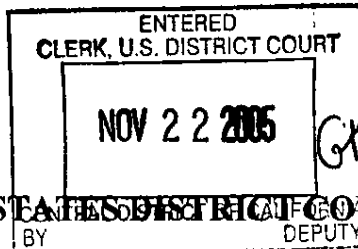


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**UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 WESTERN DIVISION**

SECURITIES AND EXCHANGE
 COMMISSION,

Plaintiff,

vs.

RAINMAKER MANAGED LIVING, LLC,
 a New York limited liability company;
 RAINMAKER MANAGED LIVING, LLC,
 a California limited liability company;
 FURMAN & DILMAGHANI P.C., a New
 York professional service corporation;
 ALIREZA DILMAGHANI; SIDNEY F.
 LEVINE; and JAMES JOSEPH CONWAY,

Defendants.

Case No. CV 05-6121 SJO (SHx)

**JUDGMENT OF PERMANENT
 INJUNCTION AND OTHER
 RELIEF AGAINST DEFENDANT
 ALIREZA DILMAGHANI**

THIS CONSTITUTES NOTICE OF ENTRY
 AS REQUIRED BY FRCP, RULE 77(d)

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SCANNED

1 Plaintiff Securities and Exchange Commission ("Commission"), having filed
2 and served upon Defendant Alireza Dilmaghani ("Dilmaghani") a Summons and
3 Complaint in this action; Defendant Dilmaghani having entered a general
4 appearance, consented to the Court's jurisdiction over Defendant Dilmaghani and
5 the subject matter of this action, consented to entry of this Judgment, without
6 admitting or denying the allegations of the Complaint, except as to jurisdiction and
7 as specifically set forth herein, waived findings of fact and conclusions of law, and
8 waived any right to appeal from this Judgment; no notice of hearing upon entry of
9 this Judgment being necessary; and this Court being fully advised:

10 I.

11 IT IS ORDERED, ADJUDGED, AND DECREED that Defendant
12 Dilmaghani and his officers, agents, servants, employees, attorneys, subsidiaries
13 and affiliates, and those persons in active concert or participation with him, who
14 receive actual notice of this Judgment, by personal service or otherwise, and each
15 of them, be and hereby are permanently restrained and enjoined from, directly or
16 indirectly, making use of any means or instruments of transportation or
17 communication in interstate commerce or of the mails, to sell, to offer to sell, or to
18 offer to buy any security; or carrying or causing securities to be carried through the
19 mails or in interstate commerce, by any means or instruments of transportation, for
20 the purpose of sale or delivery after sale, in violation of Sections 5(a) and 5(c) of
21 the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77(e)(a) and 77(e)(c).

22 II.

23 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that
24 Defendant Dilmaghani, and his officers, agents, servants, employees, attorneys,
25 subsidiaries and affiliates, and those persons in active concert or participation with
26 any of them, who receive actual notice of this Judgment, by personal service or
27 otherwise, and each of them, be and hereby are permanently restrained and
28 enjoined from, directly or indirectly, in the offer or sale of any securities, by the

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1 in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange
2 Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

3
4 IV.

5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED, that upon
6 motion of the Commission, the Court shall determine whether it is appropriate to
7 order disgorgement of ill-gotten gains, prejudgment interest, and/or a civil penalty
8 pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section
9 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3), and, if so, the amount(s) of
10 disgorgement, prejudgment interest, and/or civil penalty. If ordered by the Court,
11 prejudgment interest shall be calculated pursuant to 26 U.S.C. § 1961. In
12 connection with the Commission's motion, and at any hearing held to determine
13 the appropriate amounts of disgorgement, prejudgment interest, and civil penalty:
14 (a) Defendant Dilmaghani will be precluded from arguing that he did not violate
15 the federal securities laws as alleged in the Complaint; (b) Defendant Dilmaghani
16 may not challenge the validity of the Consent or this Judgment; (c) solely for the
17 purposes of the Commission's motion, the allegations of the Complaint shall be
18 accepted as and deemed true by the Court; and (d) the Court may determine the
19 issues raised in the motion on the basis of affidavits, declarations, excerpts of
20 sworn deposition or investigative testimony, and documentary evidence, without
21 regard to the standards for summary judgment contained in Rule 56(c) of the
22 Federal Rules of Civil Procedure. In connection with the Commission's motion,
23 the parties may take discovery, including discovery from appropriate third parties.

24 V.

25 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
26 provisions of the Consent filed concurrently with this Judgment are incorporated
27 herein with the same force and effect as if fully set forth herein and that Defendant
28 Dilmaghani shall comply with the Consent.

///

SCANNED

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the asset freeze provided for in paragraphs VI. and VII. of the Court's September 1, 2005 Order Granting Preliminary Injunction and Orders: (1) Freezing Assets; (2) Requiring Accountings; and (3) Prohibiting the Destruction of Documents shall remain in full force and effect, until further order of this Court.

VII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that during the pendency of this action against any defendant, Defendant Dilmaghani shall remain subject to the discovery provisions of the Federal Rules of Civil Procedure which apply to parties, and, in addition, that Defendant Dilmaghani agrees and undertakes, without service of a subpoena, to appear for his deposition or to testify as a witness at any trial of this action or at any related proceeding. Failure to comply with the foregoing will subject Defendant Dilmaghani to the remedies and sanctions set forth in Rule 37 of the Federal Rules of Civil Procedure and all other available remedies.

VIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction over this action for all purposes, including implementing and carrying out the terms of this Judgment and all other orders which may be entered herein, to resolve the Commission's pending claims against Defendant Dilmaghani for disgorgement, prejudgment interest, and civil penalty, and to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

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IX.

There being no just reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Judgment without further notice.

IT IS SO ORDERED.

DATED:

11/22/05

The Honorable S. James Otero
UNITED STATES DISTRICT JUDGE

APPROVED AS TO FORM AND CONTENT:

DATED:

November 18, 2005

Defendant ~~Alireza Dilmaghani~~, *pro se*

SWORN TO BEFORE ME ON
THIS 18th DAY OF NOV. 2005

Christian Jarama

Christian Jarama
NOTARY PUBLIC - STATE OF NEW YORK
Reg. No. 01JA6087958
My commission expires on March 3rd 2007

PROOF OF SERVICE

I am over the age of 18 years and not a party to this action. My business address is:

☒ U.S. SECURITIES AND EXCHANGE COMMISSION, 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036-3648

Telephone No. (323) 965-3998; Facsimile No. (323) 965-3908.

On November 18, 2005, I served the document entitled **JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AGAINST DEFENDANT ALIREZA DILMAGHANI** upon the parties to this action addressed as stated on the attached service list:

☒ **OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency's practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

☐ **PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

☐ **EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

☐ **HAND DELIVERY:** I caused to be hand delivered such envelope/document to each addressee on the attached service list.

☐ **FEDERAL EXPRESS BY COURT ORDER:** By placing in sealed envelope(s) designated by Federal Express with delivery fees paid or provided for, which I deposited in a facility regularly maintained by Federal Express or delivered to a Federal Express courier, at Los Angeles, California.

☒ **ELECTRONIC MAIL:** By transmitting the document by electronic mail to the electronic mail address as stated on the attached service list.

☐ **FAX:** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

☒ **(Federal)** I declare that I am employed in the office of a member of the bar of this Court, at whose direction the service was made. I declare under penalty of perjury that the foregoing is true and correct.

Date: November 18, 2005

Magnolia M. Marcelo
MAGNOLIA M. MARCELO

SEC v. RAINMAKER MANAGED LIVING, LLC, et al.
United States District Court – Central District of California
Case No. CV 05-6121 SJO (SHx)
(LA-3107)

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