

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

Case No. 13-61764-Civ-SCOLA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

JACK FREEDMAN,

Defendant.

**Consent Judgment Of Permanent Injunction And
Other Relief As To Defendant Jack Freedman**

The Securities and Exchange Commission having filed a Complaint, and Defendant Jack Freedman 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 Judgment of Permanent Injunction and Other Relief as to Defendant Jack Freedman ("Judgment") without admitting or denying the allegations of the Complaint (except as to personal and subject matter jurisdiction, which Freedman admits); waived findings of fact and conclusions of law; and waived any right to appeal from this Judgment:

I. Section 17(A)(1) Of The Securities Act Of 1933

It is ordered and adjudged that Freedman and 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 violating Section 17(a)(1) of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. § 77q(a)(1), 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 employ any device, scheme, or artifice to defraud, by, directly or indirectly, (i) creating a false appearance or otherwise deceiving any person about the price or trading market for any security, or (ii) making any false or misleading statement, or disseminating any false or misleading documents, materials, or information, concerning matters relating to a decision by an investor or prospective investor to buy or sell securities of any company.

II. Section 10(B) Of The Securities Exchange Act Of 1934 And Exchange Act Rule 10b-5(A) And (C)

It is further ordered and adjudged that Freedman and 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 violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Exchange Act Rule 10b-5(a) and (c), 17 C.F.R. § 240.10b-5(a) and (c), 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; or
- b. to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person

by, directly or indirectly, (i) creating a false appearance or otherwise deceiving any person about the price or trading market for any security, or (ii) making any false or misleading statement, or disseminating any false or misleading documents, materials, or information, concerning matters relating to a decision by an investor or prospective investor to buy or sell securities of any company.

III. Penny Stock Bar

It is further ordered and adjudged that Freedman is permanently barred from participating in an offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A penny stock is any equity security that has a price of less than five dollars, except as provided in Rule 3a51-1 under the Exchange Act, 17 C.F.R. 240.3a51-1.

IV. Disgorgement And Civil Penalty

It is further ordered and adjudged that Freedman shall pay disgorgement of ill-gotten gains, prejudgment interest, and a civil penalty pursuant to 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). The Court shall determine the amounts of the disgorgement and civil penalty upon motion of the Commission. Prejudgment interest shall be calculated from January 12, 2010, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). In connection with the Commission's motion for disgorgement and/or civil penalty, and at any hearing held on such a motion: (a) Freedman will be

precluded from arguing he did not violate the federal securities laws as alleged in the Complaint; (b) Freedman may not challenge the validity of this Judgment; (c) solely for the purposes of such motion, the allegations of the Complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection with the Commission's motion for disgorgement and/or civil penalty, the parties may take discovery, including discovery from appropriate non-parties.

V. Incorporation Of Consent

It is further ordered and adjudged that the Consent filed herewith is incorporated with the same force and effect as if fully set forth herein, and that Freedman shall comply with all of the undertakings and agreements set forth therein.

VI. 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 Judgment.

VII. Rule 54(B) Certification

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.

Done and Ordered in chambers, at Miami, Florida, on October 16, 2013.



Robert N. Scola, Jr.
United States District Judge

Copies to:

Counsel of record via CM/ECF

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