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IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA

Securities and Exchange Commission,

Plaintiff,

vs.

Luke C. Zouvas, et al.,

Defendants.

No. CV-17-00427-PHX-SPL

**CONSENT OF DEFENDANT  
CAMERON F. ROBB TO FINAL  
JUDGMENT**

1           1. Defendant Cameron F. Robb (“Robb”) acknowledges having been served  
2 with the Complaint in this action, enters a general appearance, and admits the Court’s  
3 jurisdiction over him and over the subject matter of this action.

4           2. Without admitting or denying the allegations of the Complaint (except as  
5 provided herein in Paragraph 12 and except as to personal and subject matter jurisdiction,  
6 which Robb admits), Robb hereby consents to the entry of the final judgment in the form  
7 attached hereto (the “Final Judgment”) and incorporated by reference herein, which,  
8 among other things:

9           (a) permanently restrains and enjoins Robb from violations of Section  
10 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. § 77q(a); and Section  
11 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (“Exchange Act”), 15  
12 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b-5;

13           (b) restrains and enjoins Robb, for a period of five years from the date of  
14 entry of the Final Judgment, from, directly or indirectly, including, but not limited to,  
15 through any entity owned or controlled by Robb, (1) promoting any issuer of any security,  
16 causing the promotion of any issuer of any security, deriving compensation from the  
17 promotion of any issuer of any security; or (2) soliciting any person or entity to purchase  
18 or sell any security, or to hold any security as nominee; unless that security is: (i) listed on  
19 a national securities exchange; or (ii) has had a market capitalization of at least  
20 \$50,000,000 for 90 consecutive days;

21           (c) orders Robb to pay disgorgement in the amount of \$291,000, plus  
22 prejudgment interest thereon in the amount of \$29,672, jointly and severally with  
23 Defendant Christopher D. Larson;

24           (d) orders Robb to pay a civil penalty in the amount of \$75,000 under  
25 Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the  
26 Exchange Act, 15 U.S.C. § 78u(d)(3); and

27           (e) prohibits Robb under Section 20(e) of the Securities Act, 15 U.S.C.  
28 § 77t(e), and Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), from acting as

1 an officer or director of any issuer that has a class of securities registered pursuant to  
2 Section 12 of the Exchange Act, 15 U.S.C. § 781, or that is required to file reports  
3 pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d), for a period of five  
4 years from the date of entry of the Final Judgment.

5 3. Robb acknowledges that the civil penalty paid pursuant to the Final  
6 Judgment may be distributed pursuant to the Fair Fund provisions of Section 308(a) of the  
7 Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is  
8 made, the civil penalty shall be treated as a penalty paid to the government for all  
9 purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty,  
10 Robb agrees that he shall not, after offset or reduction of any award of compensatory  
11 damages in any Related Investor Action based on Robb's payment of disgorgement in this  
12 action, argue that he is entitled to, nor shall he further benefit by, offset or reduction of  
13 such compensatory damages award by the amount of any part of his payment of a civil  
14 penalty in this action ("Penalty Offset"). If the court in any Related Investor Action  
15 grants such a Penalty Offset, Robb agrees that he shall, within 30 days after entry of a  
16 final order granting the Penalty Offset, notify the Commission's counsel in this action and  
17 pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as  
18 the Commission directs. Such a payment shall not be deemed an additional civil penalty  
19 and shall not be deemed to change the amount of the civil penalty imposed in this action.  
20 For purposes of this paragraph, a "Related Investor Action" means a private damages  
21 action brought against Robb by or on behalf of one or more investors based on  
22 substantially the same facts as alleged in the Complaint in this action.

23 4. Robb agrees that he shall not seek or accept, directly or indirectly,  
24 reimbursement or indemnification from any source, including but not limited to payment  
25 made pursuant to any insurance policy, with regard to any civil penalty amounts that he  
26 pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any  
27 part thereof are added to a distribution fund or otherwise used for the benefit of investors.  
28 Robb further agrees that he shall not claim, assert, or apply for a tax deduction or tax

1 credit with regard to any federal, state, or local tax for any penalty amounts that he pays  
2 pursuant to the Final Judgment, regardless of whether such penalty amounts or any part  
3 thereof are added to a distribution fund or otherwise used for the benefit of investors.

4 5. Robb waives the entry of findings of fact and conclusions of law pursuant to  
5 Rule 52 of the Federal Rules of Civil Procedure.

6 6. Robb waives the right, if any, to a jury trial and to appeal from the entry of  
7 the Final Judgment.

8 7. Robb enters into this Consent voluntarily and represents that no threats,  
9 offers, promises, or inducements of any kind have been made by the Commission or any  
10 member, officer, employee, agent, or representative of the Commission to induce him to  
11 enter into this Consent.

12 8. Robb agrees this Consent shall be incorporated into the Final Judgment with  
13 the same force and effect as if fully set forth therein.

14 9. Robb will not oppose enforcement of the Final Judgment on the ground, if  
15 any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure,  
16 and hereby waives any objection based thereon.

17 10. Robb waives service of the Final Judgment and agrees that entry of the Final  
18 Judgment by the Court and filing with the Clerk of the Court will constitute notice to  
19 Robb of its terms and conditions.

20 11. Consistent with 17 C.F.R. § 202.5(f), this Consent resolves only the claims  
21 asserted against Robb in this civil proceeding. Robb acknowledges that no promise or  
22 representation has been made by the Commission or any member, officer, employee,  
23 agent, or representative of the Commission with regard to any criminal liability that may  
24 have arisen or may arise from the facts underlying this action or immunity from any such  
25 criminal liability. Robb waives any claim of Double Jeopardy based upon the settlement  
26 of this proceeding, including the imposition of any remedy or civil penalty herein. Robb  
27 further acknowledges that the Court's entry of a permanent injunction may have collateral  
28 consequences under federal or state law and the rules and regulations of self-regulatory

1 organizations, licensing boards, and other regulatory organizations. Such collateral  
2 consequences include, but are not limited to, a statutory disqualification with respect to  
3 membership or participation in, or association with a member of, a self-regulatory  
4 organization. This statutory disqualification has consequences that are separate from any  
5 sanction imposed in an administrative proceeding. In addition, in any disciplinary  
6 proceeding before the Commission based on the entry of the injunction in this action,  
7 Robb understands that he shall not be permitted to contest the factual allegations of the  
8 Complaint in this action.

9 12. Robb understands and agrees to comply with the terms of 17 C.F.R.  
10 § 202.5(e), which provides in part that it is the Commission's policy "not to permit a  
11 defendant or respondent to consent to a judgment or order that imposes a sanction while  
12 denying the allegations in the complaint or order for proceedings," and "a refusal to admit  
13 the allegations is equivalent to a denial, unless the defendant or respondent states that he  
14 neither admits nor denies the allegations." As part of Robb's agreement to comply with  
15 the terms of Section 202.5(e), he: (i) will not take any action or make or permit to be made  
16 any public statement denying, directly or indirectly, any allegation in the Complaint or  
17 creating the impression that the Complaint is without factual basis; (ii) will not make or  
18 permit to be made any public statement to the effect that he does not admit the allegations  
19 of the Complaint, or that this Consent contains no admission of the allegations, without  
20 also stating that he does not deny the allegations; (iii) upon the filing of this Consent,  
21 hereby withdraws any papers filed in this action to the extent that they deny any allegation  
22 in the Complaint; and (iv) stipulates solely for purposes of exceptions to discharge set  
23 forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, that the allegations in the  
24 Complaint are true, and further, that any debt for disgorgement, prejudgment interest, civil  
25 penalty or other amounts due by Robb under the Final Judgment or any other judgment,  
26 order, consent order, decree or settlement agreement entered in connection with this  
27 proceeding, is a debt for the violation by Robb of the federal securities laws or any  
28 regulation or order issued under such laws, as set forth in Section 523(a)(19) of the

1 Bankruptcy Code, 11 U.S.C. § 523(a)(19). If Robb breaches this agreement, the  
2 Commission may petition the Court to vacate the Final Judgment and restore this action to  
3 its active docket. Nothing in this paragraph affects Robb's: (i) testimonial obligations; or  
4 (ii) right to take legal or factual positions in litigation or other legal proceedings in which  
5 the Commission is not a party.


6 13. Robb hereby waives any rights under the Equal Access to Justice Act, the  
7 Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of  
8 law to seek from the United States, or any agency, or any official of the United States  
9 acting in his or her official capacity, directly or indirectly, reimbursement of attorney's  
10 fees or other fees, expenses, or costs expended by Robb to defend against this action. For  
11 these purposes, Robb agrees that he is not the prevailing party in this action since the  
12 parties have reached a good faith settlement.

13 14. Robb agrees the Commission may present the Final Judgment to the Court  
14 for signature and entry without further notice.

15 15. Robb agrees the Court shall retain jurisdiction over him and over this matter  
16 for the purpose of enforcing the terms of the Final Judgment.

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DATED: March 13, 2020

  
CAMERON F. ROBB



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IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA

Securities and Exchange Commission,  
  
Plaintiff,  
  
vs.  
  
Luke C. Zouvas, et al.,  
  
Defendants.

No. CV-17-00427-PHX-SPL

**FINAL JUDGMENT AS TO  
DEFENDANTS CHRISTOPHER D.  
LARSON AND CAMERON F. ROBB**

Plaintiff Securities and Exchange Commission (“Commission”) having filed a Complaint and Defendants Christopher D. Larson (“Larson”) and Cameron F. Robb (“Robb”) (collectively, “Defendants”) having (i) entered general appearances; (ii) consented to the Court’s jurisdiction over them and the subject matter of this action; (iii) 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 in Paragraph IX); (iv) waived findings of fact and conclusions of law; and (v) waived any right to appeal from this Final Judgment;

**IT IS HEREBY ORDERED AND ADJUDGED that:**

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I.

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

Defendants are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the “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 or by use of the mails, directly or indirectly: (i) to employ any device, scheme, or artifice to defraud; (ii) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or (iii) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

As provided in Fed. R. Civ. P. 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendants’ officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendants or with anyone described in (a).

II.

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

Defendants are permanently restrained and enjoined from violating, directly or indirectly, 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: (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

1 misleading; or (iii) to engage in any act, practice, or course of business which operates or  
2 would operate as a fraud or deceit upon any person.

3 As provided in Fed. R. Civ. P. 65(d)(2), the foregoing paragraph also binds the  
4 following who receive actual notice of this Final Judgment by personal service or  
5 otherwise: (a) Defendants' officers, agents, servants, employees, and attorneys; and (b)  
6 other persons in active concert or participation with Defendants or with anyone described  
7 in (a).

### 8 III.

#### 9 CONDUCT-BASED INJUNCTION AS TO LARSON

10 Larson is restrained and enjoined, pursuant to Section 21(d)(5) of the Exchange  
11 Act, 15 U.S.C. § 78u(d)(5), for a period of five years from the date of entry of the Final  
12 Judgment, from, directly or indirectly, including, but not limited to, through any entity  
13 owned or controlled by Larson:

14 (1) being the controlling shareholder of the issuer of any security (which term  
15 "controlling shareholder" means the possession, direct or indirect, of the power to direct  
16 or cause the direction of the management and policies of an issuer, whether through the  
17 ownership of voting securities, by contract, or otherwise);

18 (2) promoting any issuer of any security, causing the promotion of any issuer of  
19 any security, deriving compensation from the promotion of any issuer of any security; or

20 (3) soliciting any person or entity to purchase or sell any security, or to hold any  
21 security as nominee;

22 unless that security is: (i) listed on a national securities exchange; or (ii) has had a  
23 market capitalization of at least \$50,000,000 for 90 consecutive days.

24 As provided in Fed. R. Civ. P. 65(d)(2), the foregoing paragraph also binds the  
25 following who receive actual notice of this Final Judgment by personal service or  
26 otherwise: (a) Larson's officers, agents, servants, employees, and attorneys; and (b) other  
27 persons in active concert or participation with Larson or with anyone described in (a).

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IV.

**CONDUCT-BASED INJUNCTION AS TO ROBB**

Robb is restrained and enjoined, pursuant to Section 21(d)(5) of the Exchange Act, 15 U.S.C. § 78u(d)(5), for a period of five years from the date of entry of the Final Judgment, from, directly or indirectly, including, but not limited to, through any entity owned or controlled by Robb:

(1) promoting any issuer of any security, causing the promotion of any issuer of any security, deriving compensation from the promotion of any issuer of any security; or

(2) soliciting any person or entity to purchase or sell any security, or to hold any security as nominee;

unless that security is: (i) listed on a national securities exchange; or (ii) has had a market capitalization of at least \$50,000,000 for 90 consecutive days.

As provided in Fed. R. Civ. P. 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Robb's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Robb or with anyone described in (a).

V.

**OFFICER AND DIRECTOR BAR**

Defendants are prohibited, pursuant to Section 20(e) of the Securities Act, 15 U.S.C. § 77t(e), and Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2), for a period of five years from the date of entry of the Final Judgment, 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. § 78l, or that is required to file reports pursuant to Section 15(d) of the Exchange Act, 15 U.S.C. § 78o(d).

VI.

**DISGORGEMENT, PREJUDGMENT INTEREST AND CIVIL PENALTY**

Defendants are liable, jointly and severally, for disgorgement of \$291,000, representing profits gained as a result of the conduct alleged in the Complaint, together

1 with prejudgment interest thereon in the amount of \$29,672. Each Defendant also is  
2 individually liable for a civil penalty in the amount of \$75,000 pursuant to Section 20(d)  
3 of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15  
4 U.S.C. § 78u(d)(3). Defendants shall satisfy this obligation by paying \$470,672 to the  
5 Commission pursuant to the terms of the payment schedule set forth in Paragraph VII  
6 below after entry of this Final Judgment.

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

13 Enterprise Services Center  
14 Accounts Receivable Branch  
15 6500 South MacArthur Boulevard  
16 Oklahoma City, OK 73169

17 and shall be accompanied by a letter identifying the case title, civil action number, and  
18 name of this Court; Defendants' names as defendants in this action; and specifying that  
19 payment is made pursuant to this Final Judgment.

20 Defendants shall simultaneously transmit photocopies of evidence of payment and  
21 case identifying information to the Commission's counsel in this action. By making this  
22 payment, Defendants relinquish all legal and equitable right, title, and interest in such  
23 funds and no part of the funds shall be returned to them.

24 The Commission shall hold the funds (collectively, the "Fund") and may propose  
25 a plan to distribute the Fund subject to the Court's approval. The Court shall retain  
26 jurisdiction over the administration of any distribution of the Fund. If the Commission  
27 staff determines that the Fund will not be distributed, the Commission shall send the  
28 funds paid pursuant to this Final Judgment to the United States Treasury.

1 The Commission may enforce the Court's judgment for disgorgement and  
2 prejudgment interest by moving for civil contempt (and/or through other collection  
3 procedures authorized by law) at any time after 30 days following entry of this Final  
4 Judgment. Defendants shall pay post judgment interest on any delinquent amounts  
5 pursuant to 28 U.S.C. § 1961.

6 **VII.**

7 **PAYMENT SCHEDULE**

8 Defendants shall pay the total of disgorgement, prejudgment interest, and civil  
9 penalty due of \$470,672, as set forth in Paragraph VI above, in four (4) installments to  
10 the Commission according to the following schedule: (1) \$100,000, within 30 days of  
11 entry of the Final Judgment; (2) \$60,000, within 140 days of entry of the Final Judgment;  
12 (3) \$60,000, within 250 days of entry of the Final Judgment; and (4) \$250,672, within  
13 360 days of entry of the Final Judgment. Payments shall be deemed made on the date  
14 they are received by the Commission and shall be applied first to post judgment interest,  
15 which accrues pursuant to 28 U.S.C. § 1961 on any unpaid amounts due after 30 days of  
16 the entry of Final Judgment. Prior to making the final payment set forth herein,  
17 Defendants shall contact the staff of the Commission for the amount due for the final  
18 payment.

19 If Defendants fail to make any payment by the date agreed and/or in the amount  
20 agreed according to the schedule set forth above, all outstanding payments under this  
21 Final Judgment, including post-judgment interest, minus any payments made, shall  
22 become due and payable immediately at the discretion of the staff of the Commission  
23 without further application to the Court.

24 **VIII.**

25 **INCORPORATION OF CONSENT**

26 The Consents of Defendants are incorporated herein with the same force and effect  
27 as if fully set forth herein, and Defendants shall comply with all of the undertakings and  
28 agreements set forth therein.

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**IX.**

**BANKRUPTCY NONDISCHARGEABILITY**

Solely 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 Defendants, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Defendants 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 Defendants 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).

**X.**

**RETENTION OF JURISDICTION**

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

**XI.**

**RULE 54(b) CERTIFICATION**

There being no just reason for delay, pursuant to Fed. R. Civ. P. 54(b), the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

IT IS SO ORDERED.