

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE	)	
COMMISSION,	)	
	)	
Plaintiff,	)	
	)	CIVIL ACTION NO.
v.	)	16-10874-DPW
	)	
ROSS I. MCLELLAN,	)	
	)	
Defendant.	)	

FINAL JUDGMENT  
AS TO  
DEFENDANT ROSS MCLELLAN  
June 17, 2024

For the reasons set forth more fully in the Memorandum and Order entered this day [Dkt. No. 52], Final Judgment is entered specifically in this form, the court declining to adopt the form proffered by the parties.

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Mr. McLellan is permanently restrained and enjoined from violating Sections 17(a) (1) and 17(a) (3) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. §§ 77q(a) (1) and 77q(a) (3)] 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:

(a) to employ any device, scheme, or artifice to defraud;

or

- (b) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing Part also binds the following, if shown to have received actual notice of this Final Judgment by personal service or otherwise: (a) Mr. McLellan's agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Mr. McLellan or with anyone described in (a).

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Mr. McLellan is 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:

- (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 the 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.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing Part also binds the following, if shown to have received actual notice of this Final Judgment by personal service or otherwise: (a) Mr. McLellan's agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Mr. McLellan or with anyone described in (a).

V.

Disgorgement is deemed satisfied by the agreement between the U.S. Attorney's Office and State Street Bank to make the victim whole. No civil penalty shall be imposed in this action against Mr. McLellan, a defendant the criminal prosecution styled *United States v. McLellan*, No. 16-CR-10094, ECF No. 522 (D. Mass. Oct. 18, 2018), as a result of which Mr.

McLellan was sentenced to a term of imprisonment of eighteen months.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the full provisions of Mr. McLellan's "Consent" [Dkt. No. 38-1] are **NOT** incorporated herein. Rather, except as specifically set forth in this Final Judgment, enforcement of that Consent shall be the subject of such private remedies as may otherwise be available and not through this court's contempt proceedings.

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter only for the purposes of enforcing the terms of Parts II and IV of this Final Judgment.

/s/ Douglas P. Woodlock  
DOUGLAS P. WOODLOCK  
United States District Judge