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**UNITED STATES DISTRICT COURT**  
**SOUTHERN DISTRICT OF CALIFORNIA**

13 **SECURITIES AND EXCHANGE**  
14 **COMMISSION,**

15 **Plaintiff,**

16 **vs.**

17 **ALEX C. PROCOPIO, MARK S. ZOUVAS,**  
18 **and CHRISTIAN R. HANSEN,**

19 **Defendants.**

Case No. 20-cv-0182-BEN-BGS

**FINAL JUDGMENT AS TO**  
**DEFENDANT MARK S. ZOUVAS**

1 The Securities and Exchange Commission having filed a Complaint and  
2 Defendant Mark S. Zouvas having entered a general appearance; consented to the  
3 Court's jurisdiction over Defendant and the subject matter of this action; consented to  
4 entry of this Final Judgment without admitting or denying the allegations of the  
5 Complaint (except as to jurisdiction and except as otherwise provided herein in  
6 paragraph VIII); waived findings of fact and conclusions of law; and waived any right  
7 to appeal from this Final Judgment:

8 **I.**

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is  
10 permanently restrained and enjoined from violating, directly or indirectly, Section  
11 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. §  
12 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any  
13 means or instrumentality of interstate commerce, or of the mails, or of any facility of  
14 any national securities exchange, in connection with the purchase or sale of any  
15 security:

- 16 (a) to employ any device, scheme, or artifice to defraud;  
17 (b) to make any untrue statement of a material fact or to omit to state a  
18 material fact necessary in order to make the statements made, in the light  
19 of the circumstances under which they were made, not misleading; or  
20 (c) to engage in any act, practice, or course of business which operates or  
21 would operate as a fraud or deceit upon any person.

22 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided  
23 in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the  
24 following who receive actual notice of this Final Judgment by personal service or  
25 otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and  
26 (b) other persons in active concert or participation with Defendant or with anyone  
27 described in (a).

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**II.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is 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:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) 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
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant’s officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

**III.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 5 of the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

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

- 1 (b) Unless a registration statement is in effect as to a security, carrying or  
2 causing to be carried through the mails or in interstate commerce, by any  
3 means or instruments of transportation, any such security for the purpose  
4 of sale or for delivery after sale; or
- 5 (c) Making use of any means or instruments of transportation or  
6 communication in interstate commerce or of the mails to offer to sell or  
7 offer to buy through the use or medium of any prospectus or otherwise  
8 any security, unless a registration statement has been filed with the  
9 Commission as to such security, or while the registration statement is the  
10 subject of a refusal order or stop order or (prior to the effective date of  
11 the registration statement) any public proceeding or examination under  
12 Section 8 of the Securities Act [15 U.S.C. § 77h].

13 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as  
14 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also  
15 binds the following who receive actual notice of this Final Judgment by personal  
16 service or otherwise: (a) Defendant's officers, agents, servants, employees, and  
17 attorneys; and (b) other persons in active concert or participation with Defendant or  
18 with anyone described in (a).

19 **IV.**

20 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, pursuant  
21 to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and/or Section 20(e)  
22 of the Securities Act [15 U.S.C. § 77t(e)], Defendant is prohibited, for one year  
23 following the date of entry of this Final Judgment, from acting as an officer or  
24 director of any issuer that has a class of securities registered pursuant to Section 12 of  
25 the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to  
26 Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].



V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is barred, for one year following the date of entry of this Final Judgment, 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].

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$7,000, together with prejudgment interest thereon in the amount of \$880.59. The Court finds that sending the disgorged funds to the United States Treasury, as ordered below, is consistent with equitable principles. Defendant shall satisfy this obligation by paying \$7,880.59 to the Securities and Exchange Commission within 30 days after entry of this Final Judgment.

Defendant 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

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; Mark S. Zouvas as a defendant in this action; and specifying that payment is made pursuant to this Final Judgment.

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

7 The Commission may enforce the Court's judgment for disgorgement and  
8 prejudgment interest by using all collection procedures authorized by law, including,  
9 but not limited to, moving for civil contempt at any time after 30 days following entry  
10 of this Final Judgment.

11 Defendant shall pay post judgment interest on any amounts due after 30 days of  
12 the entry of this Final Judgment pursuant to 28 U.S.C. § 1961.

13 **VII.**

14 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
15 Consent is incorporated herein with the same force and effect as if fully set forth  
16 herein, and that Defendant shall comply with all of the undertakings and agreements  
17 set forth therein.

18 **VIII.**

19 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for  
20 purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code,  
21 11 U.S.C. §523, the allegations in the Complaint are true and admitted by Defendant,  
22 and further, any debt for disgorgement, prejudgment interest, civil penalty or other  
23 amounts due by Defendant under this Final Judgment or any other judgment, order,  
24 consent order, decree or settlement agreement entered in connection with this  
25 proceeding, is a debt for the violation by Defendant of the federal securities laws or  
26 any regulation or order issued under such laws, as set forth in Section 523(a)(19) of  
27 the Bankruptcy Code, 11 U.S.C. §523(a)(19).

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1 IX.

2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court  
3 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this  
4 Final Judgment.

5 X.

6 There being no just reason for delay, pursuant to Rule 54(b) of the Federal  
7 Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith  
8 and without further notice.

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11 Dated: 3/24, 2023

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15 **HON. ROGER T. BENITEZ**  
16 **UNITED STATES DISTRICT JUDGE**  
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