

JS-6

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

UULALA, INC., OSCAR GARCIA,
AND MATTHEW LOUGHRAN,

Defendants.

Case No. ED CV 21-01307-JGB-KKx
**FINAL JUDGMENT AS TO
DEFENDANT MATTHEW
LOUGHRAN**

1 The Securities and Exchange Commission having filed a Complaint and
2 Defendant **Matthew Loughran** 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 VI); 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 FURTHER ORDERED, ADJUDGED, AND DECREED that
10 Defendant is permanently restrained and enjoined from violating Section 17(a)(3) of
11 the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] in the offer or
12 sale of any security by the use of any means or instruments of transportation or
13 communication in interstate commerce or by use of the mails, directly or indirectly:
14 to engage in any transaction, practice, or course of business which operates or
15 would operate as a fraud or deceit upon the purchaser.

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

22 **II.**

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

- 27 (a) Unless a registration statement is in effect as to a security, making use of
28 any means or instruments of transportation or communication in

1 interstate commerce or of the mails to sell such security through the use
2 or medium of any prospectus or otherwise;

3 (b) Unless a registration statement is in effect as to a security, carrying or
4 causing to be carried through the mails or in interstate commerce, by any
5 means or instruments of transportation, any such security for the purpose
6 of sale or for delivery after sale; or

7 (c) Making use of any means or instruments of transportation or
8 communication in interstate commerce or of the mails to offer to sell or
9 offer to buy through the use or medium of any prospectus or otherwise
10 any security, unless a registration statement has been filed with the
11 Commission as to such security, or while the registration statement is the
12 subject of a refusal order or stop order or (prior to the effective date of
13 the registration statement) any public proceeding or examination under
14 Section 8 of the Securities Act [15 U.S.C. § 77h].

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

21 **III.**

22 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND
23 DECREED that Defendant is liable for a civil penalty in the amount of \$50,000
24 pursuant to Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act
25 Section 21(d) [15 U.S.C. § 78u(d)]. Defendant shall satisfy this obligation by paying
26 \$50,000 to the Securities and Exchange Commission pursuant to the terms of the
27 payment schedule set forth in paragraph IV below after entry of this Final Judgment.

28 Defendant may transmit payment electronically to the Commission, which will

1 provide detailed ACH transfer/Fedwire instructions upon request. Payment may also
2 be made directly from a bank account via Pay.gov through the SEC website at
3 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified
4 check, bank cashier's check, or United States postal money order payable to the
5 Securities and Exchange Commission, which shall be delivered or mailed to

6 Enterprise Services Center
7 Accounts Receivable Branch
8 6500 South MacArthur Boulevard
9 Oklahoma City, OK 73169

10 and shall be accompanied by a letter identifying the case title, civil action number,
11 and name of this Court; Matthew Loughran as a defendant in this action; and
12 specifying that payment is made pursuant to this Final Judgment.

13 Defendant shall simultaneously transmit photocopies of evidence of payment
14 and case identifying information to the Commission's counsel in this action. By
15 making this payment, Defendant relinquishes all legal and equitable right, title, and
16 interest in such funds and no part of the funds shall be returned to Defendant.

17 The Commission may enforce the Court's judgment for penalties by the use of
18 all collection procedures authorized by law, including the Federal Debt Collection
19 Procedures Act, 28 U.S.C. § 3001 *et seq.*, and moving for civil contempt for the
20 violation of any Court orders issued in this action. Defendant shall pay post
21 judgment interest on any amounts due after 30 days of the entry of this Final
22 Judgment pursuant to 28 U.S.C. § 1961. The Commission shall hold the funds,
23 together with any interest and income earned thereon (collectively, the "Fund"),
24 pending further order of the Court.

25 The Commission may propose a plan to distribute the Fund subject to the
26 Court's approval. Such a plan may provide that the Fund shall be distributed
27 pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of
28 2002. The Court shall retain jurisdiction over the administration of any distribution
of the Fund and the Fund may only be disbursed pursuant to an Order of the Court.

1 If Matthew Loughran fails to make any payment by the date agreed and/or in
2 the amount agreed according to the schedule set forth above, all outstanding
3 payments under this Final Judgment, including post-judgment interest, minus any
4 payments made, shall become due and payable immediately at the discretion of the
5 staff of the Commission without further application to the Court.

6 **V.**

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
8 Consent is incorporated herein with the same force and effect as if fully set forth
9 herein, and that Defendant shall comply with all of the undertakings and agreements
10 set forth therein, including, but not limited to, the undertakings to:

- 11 (i) Cooperate with and not object to Uulala, Inc., permanently disabling any
12 UULA or EUULA tokens owned or beneficially owned by him or held
13 in his name; and
- 14 (ii) Certify, in writing, compliance with the undertakings set forth above.
15 The certification shall identify the undertakings, provide written
16 evidence of compliance in the form of a narrative, and be supported by
17 exhibits sufficient to demonstrate compliance. The Commission staff
18 may make reasonable requests for further evidence of compliance, and
19 Defendant agrees to provide such evidence. Defendant shall submit the
20 certification and supporting material to Victoria A. Levin, Assistant
21 Director, Division of Enforcement, with a copy to the Office of Chief
22 Counsel of the Enforcement Division, no later than sixty (60) days from
23 the date of the completion of the undertakings.

24 **VI.**

25 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for
26 purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code,
27 11 U.S.C. § 523, the allegations in the complaint are true and admitted by Defendant,
28 and further, any debt for disgorgement, prejudgment interest, civil penalty or other

1 amounts due by Defendant under this Final Judgment or any other judgment, order,
2 consent order, decree or settlement agreement entered in connection with this
3 proceeding, is a debt for the violation by Defendant of the federal securities laws or
4 any regulation or order issued under such laws, as set forth in Section 523(a)(19) of
5 the Bankruptcy Code, 11 U.S.C. § 523(a)(19).


6 **VII.**

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

10 **VIII.**

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

14
15 Dated: August 18, 2021

16 
17 _____
18 Jesus G. Bernal, U.S. District Judge