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10 **UNITED STATES DISTRICT COURT**  
11 **NORTHERN DISTRICT OF CALIFORNIA**  
12 **SAN FRANCISCO DIVISION**

15 SECURITIES AND EXCHANGE COMMISSION,  
16 Plaintiff,  
17 vs.  
18 NDB, INC. and NIMA GOLSHARIFI,  
19 Defendants.

Case No. 23-cv-04724-TLT-DMR

**FINAL JUDGMENT AS TO  
DEFENDANT NDB, INC.**

1 The Securities and Exchange Commission having filed a Complaint and Defendant  
2 NDB, Inc. having entered a general appearance; consented to the Court’s jurisdiction over  
3 Defendant and the subject matter of this action; consented to entry of this Final Judgment  
4 without admitting or denying the allegations of the Complaint (except as to jurisdiction);  
5 waived findings of fact and conclusions of law; and waived any right to appeal from this Final  
6 Judgment:

7 I.

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

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

20 by, directly or indirectly, making any false or misleading statement, or disseminating any false  
21 or misleading documents, materials, or information, concerning matters relating to a decision by  
22 an investor or prospective investor to buy or sell securities of any company.

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

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

by, directly or indirectly, 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.

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 liable for a civil penalty in the amount of \$200,000 pursuant to Section 21(d) of the Exchange Act [15 U.S.C. § 78u(d)] and Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)]. Defendant shall satisfy this obligation by paying \$200,000 to the Securities and Exchange Commission within 30 days after entry of this Final Judgment.

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

7 Enterprise Services Center

8 Accounts Receivable Branch

9 6500 South MacArthur Boulevard

10 Oklahoma City, OK 73169

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

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

18 The Commission may enforce the Court's judgment for penalties by the use of all  
19 collection procedures authorized by law, including the Federal Debt Collection Procedures Act,  
20 28 U.S.C. § 3001 *et seq.*, and moving for civil contempt for the violation of any Court orders  
21 issued in this action. Defendant shall pay post judgment interest on any amounts due after 30  
22 days of the entry of this Final Judgment pursuant to 28 U.S.C. § 1961. The Commission shall  
23 hold the funds, 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 Court's  
26 approval. Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund  
27 provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall retain  
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