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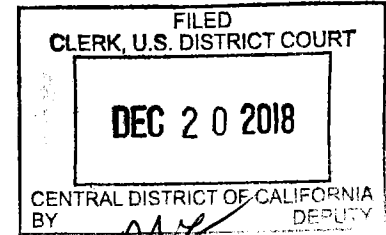
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10 **UNITED STATES DISTRICT COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA**

13 SECURITIES AND EXCHANGE
14 COMMISSION,

15 Plaintiff,

16 vs.

17 SUSAN WERTH, aka "SUSAN
18 WORTH," CORPORATE MYSTIC,
19 LLC, COMMERCIAL EXCHANGE
SOLUTIONS, INC. and EXCHANGE
SOLUTIONS COMPANY,

20 Defendants.
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Case No. CV 18-8436-SVW (JPRx)

**[PROPOSED] JUDGMENT AS TO
DEFENDANTS SUSAN WERTH, aka
"SUSAN WORTH," CORPORATE
MYSTIC, LLC, COMMERCIAL
EXCHANGE SOLUTIONS, INC. and
EXCHANGE SOLUTIONS
COMPANY**

1 The Securities and Exchange Commission having filed a Complaint and Defendants
2 Susan Werth, Corporate Mystic, LLC, Commercial Exchange Solutions, Inc., and
3 Exchange Solutions Company (collectively "Defendants") having entered a general
4 appearance; consented to the Court's jurisdiction over Defendants and the subject
5 matter of this action; consented to entry of this Judgment without admitting or
6 denying the allegations of the Complaint (except as to jurisdiction and except as
7 otherwise provided herein in paragraph VIII); waived findings of fact and
8 conclusions of law; and waived any right to appeal from this Judgment:

9 **I.**

10 IT IS FURTHER ORDERED that Defendants, and their officers, agents,
11 servants, employees, attorneys, subsidiaries and affiliates, and those persons in active
12 concert or participation with any of them who receive actual notice of this Order, by
13 personal service or otherwise, and each of them, be and hereby are permanently
14 restrained and enjoined from, directly or indirectly, in the absence of any applicable
15 exemption:

16 A. unless a registration statement is in effect as to a security, making use of
17 any means or instruments of transportation or communication in
18 interstate commerce or of the mails to sell such security through the use
19 or medium of any prospectus or otherwise;

20 B. unless a registration statement is in effect as to a security, carrying or
21 causing to be carried through the mails or in interstate commerce, by any
22 means or instruments of transportation, any such security for the purpose
23 of sale or for delivery after sale; or

24 C. making use of any means or instruments of transportation or
25 communication in interstate commerce or of the mails to offer to sell or
26 offer to buy through the use or medium of any prospectus or otherwise
27 any security, unless a registration statement has been filed with the SEC
28 as to such security, or while the registration statement is the subject of a

1 refusal order or stop order or (prior to the effective date of the
2 registration statement) any public proceeding or examination under
3 Section 8 of the Securities Act, 15 U.S.C. § 77h;
4 in violation of Section 5(a) & (c) of the Securities Act, 15 U.S.C. § 77e(a) & (c).

5 **II.**

6 IT IS FURTHER ORDERED that Defendants, and their officers, agents,
7 servants, employees, attorneys, subsidiaries and affiliates, and those persons in active
8 concert or participation with any of them, who receive actual notice of this Order, by
9 personal service or otherwise, and each of them, be and hereby are permanently
10 restrained and enjoined from, directly or indirectly, in the offer or sale of any
11 securities, by the use of any means or instruments of transportation or communication
12 in interstate commerce or by the use of the mails:

- 13 A. employing any device, scheme or artifice to defraud;
14 B. obtaining money or property by means of any untrue statement of a
15 material fact or any omission to state a material fact necessary in order to
16 make the statements made, in light of the circumstances under which
17 they were made, not misleading; or
18 C. engaging in any transaction, practice, or course of business which
19 operates or would operate as a fraud or deceit upon the purchaser;
20 in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

21 **III.**

22 IT IS FURTHER ORDERED that Defendants, and their officers, agents,
23 servants, employees, attorneys, subsidiaries and affiliates, and those persons in active
24 concert or participation with any of them, who receive actual notice of this Order, by
25 personal service or otherwise, and each of them, be and hereby are permanently
26 restrained and enjoined from, directly or indirectly, in connection with the purchase
27 or sale of any security, by the use of any means or instrumentality of interstate
28 commerce, or of the mails, or of any facility of any national securities exchange:

1 A. employing any device, scheme or artifice to defraud;

2 B. making any untrue statement of a material fact or omitting to state a
3 material fact necessary in order to make the statements made, in the light
4 of the circumstances under which they were made, not misleading; or

5 C. engaging in any act, practice, or course of business which operates or
6 would operate as a fraud or deceit upon any person;

7 in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5
8 thereunder, 17 C.F.R. § 240.10b-5.

9 IV.

10 IT IS FURTHER ORDERED that, until a final judgment is entered in this
11 action and except as otherwise ordered by this Court, Defendants, and their officers,
12 agents, servants, employees, attorneys, subsidiaries and affiliate, and those persons in
13 active concert with them, who receive actual notice of this Order, by personal service
14 or otherwise, and each of them, be and hereby are restrained and enjoined from,
15 directly or indirectly, transferring, assigning, selling, hypothecating, changing,
16 wasting, dissipating, converting, concealing, encumbering, or otherwise disposing of,
17 in any manner, any funds, assets, securities, claims or other real or personal property,
18 including any notes or deeds of trust or other interest in real property, wherever
19 located, of any one of the Defendants, or their subsidiaries or affiliates, owned by,
20 controlled by, managed by or in the possession or custody of any of them and from
21 transferring, encumbering dissipating, incurring charges or cash advances on any
22 debit or credit card of the credit arrangement of any one of the Defendants, or their
23 subsidiaries and affiliates.

24 V.

25 IT IS FURTHER ORDERED that, until a final judgment is entered in this
26 action and except as otherwise ordered by this Court, the assert freeze previously
27 imposed by the TRO shall remain in place on all monies and assets (with an
28 allowance for necessary and reasonable living expenses to be granted only upon good

1 cause shown by application to the Court with notice to and an opportunity for the
 2 SEC to be heard) in all accounts at any bank, financial institution or brokerage firm,
 3 or third-payment payment processor, all certificates of deposit, and other funds or
 4 assets, held in the name of, for the benefit of, or over which account authority is held
 5 by Defendants, including but not limited to the accounts listed below:

BANK NAME	ACCOUNT NAME	ACCOUNT NO.
JP Morgan Chase	Corporate Mystic, LLC	XXXXXX1833
Comerica	Corporate Mystic, LLC	XXXXXX6160
Comerica	Corporate Mystic, LLC	XXXXXX6202
Comerica	Corporate Mystic, LLC	XXXXXX6376
Comerica	Commercial Exchange Solutions	XXXXXX8511
Comerica	Commercial Exchange Solutions	XXXXXX7942
Comerica	Commercial Exchange Solutions	XXXXXX7959
Bank of America	Commercial Exchange Solutions	XXXXXXXX7666
Bank of America	Commercial Exchange Solutions	XXXXXXXX5879
Wells Fargo	Commercial Exchange Solutions	XXXXXX6619
Comerica	Exchange Solutions Company	XXXXXX8248
Comerica	Exchange Solutions Company	XXXXXX8230
Wells Fargo	Exchange Solutions Company	XXXXXX0797
Wells Fargo	Exchange Solutions Company	XXXXXX7019
Bank of America	Exchange Solutions Company	XXXXXXXX5811
Bank of America	Exchange Solutions Company	XXXXXXXX5882
TD Ameritrade	Susan Werth	xxxxx9081
Bank of America	Susan M Werth	XXXXXXXX7193
Bank of America	Amber J Werth and Susan M Werth	XXXXXXXX7000
Bank of America	Claire C Werth and Susan M Werth	XXXXXXXX8339

BANK NAME	ACCOUNT NAME	ACCOUNT NO.
Wells Fargo	Exchange Development Company, Inc.	XXXXXXX5002
Wells Fargo	Exchange Development Company, Inc.	XXXXXXX5010
Wells Fargo	Exchange Development Company, Inc.	XXXXXXX5028
Comerica	Marron Abeilee Inc.	xxxxxxx8206

Any bank, financial institution or brokerage firm, or third-party payment processor holding such monies and assets described above shall hold and retain within their control and prohibit the withdrawal, removal, transfer or other disposal of any such funds or other assets except as otherwise ordered by this Court.

VI.

IT IS FURTHER ORDERED that any person who receives actual notice of this Order by personal service or otherwise, and who holds, possesses or controls assets exceeding \$5,000 for the account or benefit of any one of the Defendants shall within 5 days of receiving actual notice of this Order provide counsel for the SEC with a written statement identifying all such assets, the value of such assets, or best approximation thereof, and any account numbers or account names in which the assets are held.

VII.

IT IS FURTHER ORDERED that, until a final judgment is entered in this action and except as otherwise ordered by this Court, each of the Defendants, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from, directly or indirectly: destroying, mutilating, concealing, transferring, altering, or otherwise disposing of, in any manner, any

1 documents, which includes all books, records, computer programs, computer files,
2 computer printouts, contracts, emails, correspondence, memoranda, brochures, or any
3 other documents of any kind in their possession, custody or control, however created,
4 produced, or stored (manually, mechanically, electronically, or otherwise), pertaining
5 in any manner to Defendants.

6 **VIII.**

7 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that
8 Defendants shall pay disgorgement of ill-gotten gains, prejudgment interest thereon,
9 and a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C.
10 § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. The
11 Court shall determine the amounts of the disgorgement and civil penalty upon motion
12 of the Commission. Prejudgment interest shall be calculated from June 1, 2014,
13 2014, based on the rate of interest used by the Internal Revenue Service for the
14 underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). In
15 connection with the Commission's motion for disgorgement and/or civil penalties,
16 and at any hearing held on such a motion: (a) Defendants will be precluded from
17 arguing that they did not violate the federal securities laws as alleged in the
18 Complaint; (b) Defendants may not challenge the validity of the Consent or this
19 Judgment; (c) solely for the purposes of such motion, the allegations of the Complaint
20 shall be accepted as and deemed true by the Court; and (d) the Court may determine
21 the issues raised in the motion on the basis of affidavits, declarations, excerpts of
22 sworn deposition or investigative testimony, and documentary evidence, without
23 regard to the standards for summary judgment contained in Rule 56(c) of the Federal
24 Rules of Civil Procedure. In connection with the Commission's motion for
25 disgorgement and/or civil penalties, the parties may take discovery, including
26 discovery from appropriate non-parties.

27 **IX.**

28 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the

1 Consent is incorporated herein with the same force and effect as if fully set forth
2 herein, and that Defendants shall comply with all of the undertakings and agreements
3 set forth therein.

4 **X.**

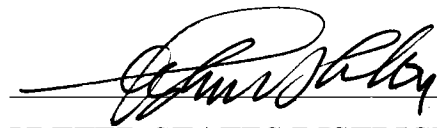
5 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for
6 purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code,
7 11 U.S.C. §523, the allegations in the complaint are true and admitted by Defendants,
8 and further, any debt for disgorgement, prejudgment interest, civil penalty or other
9 amounts due by Defendants under this Judgment or any other judgment, order,
10 consent order, decree or settlement agreement entered in connection with this
11 proceeding, is a debt for the violation by Defendants of the federal securities laws or
12 any regulation or order issued under such laws, as set forth in Section 523(a)(19) of
13 the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

14 **XI.**

15 IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this
16 action for the purpose of implementing and carrying out the terms of all orders and
17 decrees which may be entered herein and to entertain any suitable application or
18 motion for additional relief within the jurisdiction of this Court.

19
20 IT IS SO ORDERED.

21
22 Dated: Dec 20, 2018


UNITED STATES DISTRICT JUDGE

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24
25 Presented by:

26 /s/ Donald W. Searles

27 Donald W. Searles
28 Attorney for Plaintiff
Securities and Exchange Commission