

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA**

**CASE NO.: 20-CV-81205-RAR**

**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,**

**v.**

**COMPLETE BUSINESS SOLUTIONS GROUP,  
INC. d/b/a/ PAR FUNDING, et al.,**

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**PLAINTIFF’S MOTION FOR ENTRY OF JUDGMENT OF  
PERMANENT INJUNCTION AND OTHER RELIEF  
AGAINST CORPORATE DEFENDANTS**

Plaintiff Securities and Exchange Commission moves for entry of a Judgment of Permanent Injunction and Other Relief (“Judgment”) against Defendants Complete Business Solutions Group, Inc. d/b/a Par Funding (“Par Funding”), Full Spectrum Processing, Inc. (“Full Spectrum”), Abetterfinancialplan.com LLC d/b/a A Better Financial Plan (“ABFP”), ABFP Management Company, LLC f/k/a/ Pillar Life Settlement Management Company, LLC (“ABFP Management”), ABFP Income Fund, LLC (“ABFP Income Fund”), ABFP Income Fund 2, L.P. (“ABFP Income Fund 2”), United Fidelis Group Corp. (“United Fidelis”), Fidelis Financial Planning LLC (“Fidelis Financial”), Retirement Evolution Group, LLC (“Retirement Evolution”), Retirement Evolution Income Fund LLC, a/k/a RE Income Fund LLC (“RE Income Fund”), RE Income Fund 2 LLC (“RE Income Fund 2”), (collectively “Corporate Defendants”).

By the attached Consent, the Corporate Defendants have consented to the entry of a Judgment.

Accordingly, the Commission requests that the Court enter the attached proposed Judgment.

November 12, 2020

Respectfully submitted,

By: s/ Amie Riggle Berlin  
Amie Riggle Berlin  
Senior Trial Counsel  
Florida Bar No. 630020  
Direct Dial: (305) 982-6322  
Email: [berlina@sec.gov](mailto:berlina@sec.gov)  
Attorney for Plaintiff

**SECURITIES AND EXCHANGE  
COMMISSION**

801 Brickell Avenue, Suite 1800  
Miami, Florida 33131  
Telephone: (305) 982-6300  
Facsimile: (305) 536-4154

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of the foregoing was served this 12th day of November 2020 via cm-ecf on all defense counsel in this case.

s/ Amie Riggle Berlin  
Amie Riggle Berlin

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA**

**CASE NO.: 20-CV-81205-RAR**

**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,**

**v.**

**COMPLETE BUSINESS SOLUTIONS GROUP,  
INC. d/b/a/ PAR FUNDING, et al.,**

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**CONSENT OF CORPORATE DEFENDANTS  
TO JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF**

1. Ryan K. Stumphauer, Esq. solely in his capacity as Court-appointed Receiver for Defendants Complete Business Solutions Group, Inc. d/b/a Par Funding, Full Spectrum Processing, Inc., Abetterfinancialplan.com LLC d/b/a A Better Financial Plan, ABFP Management Company, LL f/k/a/ Pillar Life Settlement Management Company, LLC, ABFP Income Fund, LLC, ABFP Income Fund 2, L.P., United Fidelis Group Corp., Fidelis Financial Planning LLC, Retirement Evolution Group, LLC, RE Income Fund LLC, RE Income Fund 2 LLC (collectively “Corporate Defendants”), acknowledges having been served with the summonses and the Amended Complaint in this action, enters a general appearance, and admits the Court’s jurisdiction over the Corporate Defendants and over the subject matter of this action.

2. Without admitting or denying the allegations of the Complaint (except as to personal and subject matter jurisdiction, which the Corporate Defendants admit), the Corporate Defendants hereby consent to the entry of the Judgment of Permanent Injunction and Other Relief Against the Corporate Defendants (“Judgment”) in the form attached hereto and incorporated by reference herein, which among other things permanently restrains and enjoins the Corporate

Defendants from violations of Section 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. § 77q(a); and Section 10(b) and Rule 10b-5 of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10-5.

3. The Corporate Defendants agree that, upon motion of the Commission, the Court shall determine whether it is appropriate to order disgorgement of ill-gotten gains and prejudgment interest against the Corporate Defendants, and a civil penalty against the Corporate Defendants pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d). The Corporate Defendants further understand that, if disgorgement is ordered, they shall pay prejudgment interest on disgorgement, calculated from no later than July 24, 2020, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). The Corporate Defendants further agree that in connection with the Commission’s motion for disgorgement and civil penalties, and at any hearing held on such a motion: (a) the Corporate Defendants will be precluded from arguing the Corporate Defendants did not violate the federal securities laws as alleged in the Amended Complaint; (b) the Corporate Defendants may not challenge the validity of this Consent or the Judgment; (c) solely for the purposes of such motion, the allegations of the Amended Complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection with the Commission’s motion for disgorgement and civil penalties, the parties may take discovery, including discovery from appropriate non-parties.

4. The Corporate Defendants waive the entry of findings of fact and conclusions of

law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

5. The Corporate Defendants waive the right, if any, to a jury trial and to appeal from the entry of the Judgment.

6. The Corporate Defendants enter into this Consent voluntarily and represent that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to the Corporate Defendants or to anyone acting on their behalf, to induce them to enter into this Consent.

7. The Corporate Defendants agree this Consent shall be incorporated into the Judgment with the same force and effect as if fully set forth therein.

8. The Corporate Defendants will not oppose enforcement of the Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waive any objection based thereon.

9. The Corporate Defendants waive service of the Judgment and agree that entry of the Judgment by the Court and filing with the Clerk of the Court will constitute notice to them of its terms and conditions.

10. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted against the Corporate Defendants in this civil proceeding. The Corporate Defendants acknowledge no promise or representation has been made by the Commission or any member, officer, employee, agent, or representative of the Commission with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. The Corporate Defendants waive any claim of Double Jeopardy based upon the settlement of this proceeding, including imposition of any remedy or civil penalty herein. The Corporate Defendants further acknowledge the Court's entry of a permanent injunction may have

collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding. In addition, in any disciplinary proceeding before the Commission based on the entry of the injunction in this action, the Corporate Defendants understand they shall not be permitted to contest the factual allegations of the Amended Complaint in this action.

11. The Corporate Defendants understand and agree to comply with the terms of 17 C.F.R. § 202.5(e), which provides in part that it is the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint or order for proceedings," and "a refusal to admit the allegations is equivalent to a denial, unless the defendant or respondent states that he neither admits nor denies the allegations." As part of the Corporate Defendants' agreement to comply with the terms of Section 202.5(e), the Corporate Defendants: (a) will not take any action or make or permit to be made any public statement denying, directly or indirectly, any allegation in the Amended Complaint or creating the impression that the Amended Complaint is without factual basis; (b) will not make or permit to be made any public statement to the effect that the Corporate Defendants do not admit the allegations of the Amended Complaint, or that this Consent contains no admission of the allegations, without also stating they do not deny the allegations; and (c) upon filing of this Consent, the Corporate Defendants hereby withdraw any papers filed in this action to the extent they deny any allegation in the Amended Complaint. If the Corporate Defendants breach this agreement, the Commission may petition the Court to vacate the Judgment and restore this action

to its active docket. Nothing in this paragraph affects the Corporate Defendants': (i) testimonial obligations; or (ii) the right to take legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

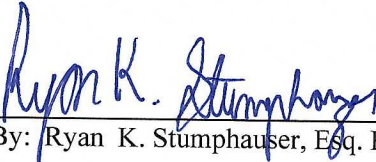
12. The Corporate Defendants hereby waive any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorneys' fees or other fees, expenses, or costs expended by the Corporate Defendants to defend against this action. For these purposes, the Corporate Defendants agree they are not the prevailing party in this action since the parties have reached a good faith settlement.

13. The Corporate Defendants agree the Commission may present the Judgment to the Court for signature and entry without further notice.

14. The Corporate Defendants and agree the Court shall retain jurisdiction over them and over this matter for the purpose of enforcing the terms of the Judgment.

I, Ryan K. Stumphauer, Esq. solely in my capacity as Court-appointed Receiver for Defendants Complete Business Solutions Group, Inc. d/b/a Par Funding, Full Spectrum Processing, Inc., Abetterfinancialplan.com LLC d/b/a A Better Financial Plan, ABFP Management Company, LL f/k/a/ Pillar Life Settlement Management Company, LLC, ABFP Income Fund, LLC, ABFP Income Fund 2, L.P., United Fidelis Group Corp., Fidelis Financial Planning LLC, Retirement Evolution Group, LLC, RE Income Fund LLC, RE Income Fund 2 LLC, hereby consent to the Court's Entry of Judgment of Permanent Injunction and Other Relief.

Dated: November 12 2020

  
By: Ryan K. Stumphauer, Esq. Receiver





**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA**

**CASE NO.: 20-CV-81205-RAR**

**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,**

**v.**

**COMPLETE BUSINESS SOLUTIONS GROUP,  
INC. d/b/a/ PAR FUNDING, et al.,**

---

**JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF  
AGAINST THE CORPORATE DEFENDANTS**

**THIS MATTER** is before the Court upon the Motion by Plaintiff Securities and Exchange Commission for a Judgment of Permanent Injunction and Other Relief (“Judgment”) against Defendants Complete Business Solutions Group, Inc. d/b/a Par Funding (“Par Funding”), Full Spectrum Processing, Inc. (“Full Spectrum”), Abetterfinancialplan.com LLC d/b/a A Better Financial Plan (“ABFP”), ABFP Management Company, LLC f/k/a/ Pillar Life Settlement Management Company, LLC (“ABFP Management”), ABFP Income Fund, LLC (“ABFP Income Fund”), ABFP Income Fund 2, L.P. (“ABFP Income Fund 2”), United Fidelis Group Corp. (“United Fidelis”), Fidelis Financial Planning LLC (“Fidelis Financial”), Retirement Evolution Group, LLC (“Retirement Evolution”), Retirement Evolution Income Fund LLC, a/k/a RE Income Fund LLC (“RE Income Fund”), RE Income Fund 2 LLC (“RE Income Fund 2”), (collectively “Corporate Defendants”). By the Consent of the Corporate Defendants to Judgment of Permanent Injunction and Other Relief (“Consent”) annexed hereto, without admitting or denying the allegations of the Amended Complaint (except that the Corporate Defendants admit the jurisdiction of this Court over them and over the subject matter of this action), the Corporate

Defendants have entered a general appearance, agreed to entry of this Judgment, waived findings of fact and conclusions of law, and waived any right to appeal from this Judgment. The Court finds that good cause exists for entry of the Judgment. Accordingly,

**I.**

**PERMANENT INJUNCTION**

**A. Section 17(a)(1) of the Securities Act**

**IT IS ORDERED AND ADJUDGED** that, Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning are permanently restrained and enjoined from violating Section 17(a)(1) of the Securities Act of 1933 (the “Securities Act”), 15 U.S.C. § 77q(a)(1), 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: to employ any device, scheme, or artifice to defraud, by, directly or indirectly (i) creating a false appearance or otherwise deceiving any person, or (ii) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor, about: (A) any investment in securities; (B) the prospects for success of any product or company; (C) the use of investor funds; (D) the safety of any securities investment; (E) the use of investor funds or investment proceeds; (F) Orders issued against the Defendants by State of Federal Enforcement Agencies; (G) the financial status of Par Funding; or (H) the management of Par Funding.

**IT IS FURTHER ORDERED AND ADJUDGED** 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 Judgment by personal service or otherwise: (a) any of Par Funding, Full Spectrum,

ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning officers, directors, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning.

**B. Section 17(a)(2) of the Securities Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that, the Corporate Defendants are permanently restrained and enjoined from violating Section 17(a)(2) of the Securities Act, 15 U.S.C. § 77q(a)(2), 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: to obtain money or property by means of any untrue statement of a material fact or any omission 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, by, directly or indirectly (i) creating a false appearance or otherwise deceiving any person, or (ii) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor, about: (A) any investment in securities; (B) the prospects for success of any product or company; (C) the use of investor funds; (D) the safety of any securities investment; (E) the use of investor funds or investment proceeds; (F) Orders issued against the Defendants by State of Federal Enforcement Agencies; (G) the financial status of Par Funding; or (H) the management of Par Funding.

**IT IS FURTHER ORDERED AND ADJUDGED** 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 Judgment by personal service or otherwise: (a) any of the Corporate Defendants' officers, directors, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with the Corporate Defendant.

**C. Section 17(a)(3) of the Securities Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that, the Corporate Defendants are permanently restrained and enjoined from violating Section 17(a)(3) of the Securities Act, 15 U.S.C. § 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: 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 (i) creating a false appearance or otherwise deceiving any person, or (ii) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor, about:

(A) any investment in securities; (B) the prospects for success of any product or company; (C) the use of investor funds; (D) the safety of any securities investment; (E) the use of investor funds or investment proceeds; (F) Orders issued against the Defendants by State of Federal Enforcement Agencies; (G) the financial status of Par Funding; or (H) the management of Par Funding.

**IT IS FURTHER ORDERED AND ADJUDGED** 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 Judgment by personal service or otherwise: (a) any of the Corporate Defendants'

officers, directors, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with the Corporate Defendant.

**D. Section 10(b) and Rule 10b-5(a) of the Exchange Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that, Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning, and their respective directors, officers, agents, servants, employees, attorneys, representatives and those persons in active concert or participation with them, and each of them, are hereby restrained and enjoined from violating Section 10(b) and Rule 10b-5(a) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. § 78j(b) and 17 C.F.R. § 240.10b- 5(a), 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, to employ any device, scheme, or artifice to defraud, by, directly or indirectly (i) creating a false appearance or otherwise deceiving any person, or (ii) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor, about: (A) any investment in securities; (B) the prospects for success of any product or company; (C) the use of investor funds; (D) the safety of any securities investment; (E) the use of investor funds or investment proceeds; (F) Orders issued against the Defendants by State or Federal Enforcement Agencies; (G) the financial status of Par Funding; or (H) the management of Par Funding.

**IT IS FURTHER ORDERED AND ADJUDGED** 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 Judgment by personal service or otherwise: (a) any of Par Funding, Full Spectrum,

ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning officers, directors, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning.

**E. Section 10(b) and Rule 10b-5(b) of the Exchange Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that, Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning, and their respective directors, officers, agents, servants, employees, attorneys, representatives and those persons in active concert or participation with them, and each of them, is hereby restrained and enjoined from violating: Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5(b) 17 C.F.R. § 240.10b-5(b), 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, to employ any device, scheme, or artifice to defraud, by, directly or indirectly (i) creating a false appearance or otherwise deceiving any person, or (ii) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor, about: (A) any investment in securities; the prospects for success of any product or company; (C) the use of investor funds; (D) the safety of any securities investment; (E) the use of investor funds or investment proceeds; (F) Orders issued against the Defendants by State of Federal Enforcement Agencies; (G) the financial status of Par Funding; or (H) the management of Par Funding.

**IT IS FURTHER ORDERED AND ADJUDGED** 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 Judgment by personal service or otherwise: (a) any of Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning officers, directors, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning.

**F. Section 10(b) and Rule 10b-5(c) of the Exchange Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that, Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning and their respective directors, officers, agents, servants, employees, attorneys, representatives and those persons in active concert or participation with them, and each of them, are hereby restrained and enjoined from violating Section 10(b) of the Exchange Act 15 U.S.C. § 78j(b) and Exchange Act Rule 10b-5(c) 17 C.F.R. § 240.10b-5(c), 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, to employ any device, scheme, or artifice to defraud, by, directly or indirectly (i) creating a false appearance or otherwise deceiving any person, or (ii) disseminating false or misleading documents, materials, or information or making, either orally or in writing, any false or misleading statement in any communication with any investor or prospective investor, about: (A) any investment in securities; the prospects for success of any product or company; (C) the use of investor funds; (D) the safety of any securities investment; (E) the use of investor funds or investment proceeds; (F) Orders

issued against the Defendants by State of Federal Enforcement Agencies; (G) the financial status of Par Funding; or (H) the management of Par Funding.

**IT IS FURTHER ORDERED AND ADJUDGED** 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 Judgment by personal service or otherwise: (a) any of the Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning officers, directors, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendants Par Funding, Full Spectrum, ABFP, ABFP Management, ABFP Income Fund, ABFP Income Fund 2, United Fidelis, and Fidelis Financial Planning.

**G. Sections 5(a) and 5(c) of the Securities Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that, the Corporate Defendants and their respective directors, officers, agents, servants, employees, attorneys, representatives and those persons in active concert or participation with them, and each of them, are hereby enjoined from violating Section Sections 5(a ) and 5(c) 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;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for



delivery after sale; or

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

**IT IS FURTHER ORDERED AND ADJUDGED** 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 Judgment by personal service or otherwise: (a) any of the Corporate Defendants' officers, directors, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with the Corporate Defendants .

## **II.**

### **DISGORGEMENT AND CIVIL PENALTY**

**IT IS FURTHER ORDERED AND ADJUDGED** that upon motion of the Commission, the Court shall determine whether it is appropriate to order disgorgement of ill-gotten gains and prejudgment interest on disgorgement against the Corporate Defendants, and a civil penalty against the Corporate Defendants pursuant to Section 20(d) of the Securities Act, 15 U.S.C. § 77t(d), and Section 21(d) of the Exchange Act, 15 U.S.C. § 78u(d), and, if so, the amount(s) of the disgorgement and civil penalties. If disgorgement is ordered, the Corporate Defendants shall pay prejudgment interest on disgorgement, calculated from June 27, 2020, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in

26 U.S.C. § 6621(a)(2). In connection with the Commission’s motion for disgorgement and civil penalties, and at any hearing held on such a motion: (i) the Corporate Defendants will be precluded from arguing the Corporate Defendants did not violate the federal securities laws as alleged in the Amended Complaint; (ii) the Corporate Defendants may not challenge the validity of the Consent or this Judgment; (iii) solely for the purposes of such motion, the allegations of the Amended Complaint shall be accepted as and deemed true by the Court; and (iv) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence, without regard to the standards for summary judgment contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection with the Commission’s motion for disgorgement and civil penalties, the parties may take discovery, including discovery from appropriate non-parties.

**III.**

**INCORPORATION OF CONSENT**

**IT IS FURTHER ORDERED AND ADJUDGED** that the Consent filed herewith is incorporated herein with the same force and effect as if fully set forth herein, and the Corporate Defendants shall comply with all of the undertakings and agreements set forth therein.

**IV.**

**RETENTION OF JURISDICTION**

**IT IS FURTHER ORDERED AND ADJUDGED** that this Court shall retain jurisdiction of this matter for purposes of enforcing the terms of this Judgment.

**V.**

**RULE 54(b) CERTIFICATION**

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil

Procedure, the Clerk is ordered to enter this Judgment forthwith and without further notice.

**DONE AND ORDERED** this \_\_\_\_ day of \_\_\_\_\_, 2020, at Ft. Lauderdale, Florida.

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**RODOLFO A RUIZ II**  
**UNITED STATES DISTRICT JUDGE**

Copies to:

Counsel and Parties of Record