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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

DEAN A. GOETZ,

Defendant.

CASE NO: 11-CV-1220-IEG (NLS)

**ORDER GRANTING FINAL
JUDGMENT**

[Doc. No. 5]

The Securities and Exchange Commission having filed a Complaint and Defendant Dean A. Goetz (“Defendant”) having entered a general appearance; consented to the Court’s jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant’s agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange

1 Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder
2 [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the
3 mails, or of any facility of any national securities exchange, in connection with the purchase or sale of
4 any security:

- 5
- 6 (a) to employ any device, scheme, or artifice to defraud;
 - 7 (b) to make any untrue statement of a material fact or to omit to state a material fact
8 necessary in order to make the statements made, in the light of the circumstances under
9 which they were made, not misleading; or
 - 10 (c) to engage in any act, practice, or course of business which operates or would
11 operate as a fraud or deceit upon any person.
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13 **II.**

14 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and
15 Defendant’s agents, servants, employees, attorneys, and all persons in active concert or participation
16 with them who receive actual notice of this Final Judgment by personal service or otherwise are
17 permanently restrained and enjoined from violating Section 14(e) of the Exchange Act [15 U.S.C.
18 § 78n(e)] and Rule 14e-3 [17 C.F.R. § 240.14e-3] promulgated thereunder, in connection with any
19 tender offer or request or invitation for tenders, from engaging in any fraudulent, deceptive, or
20 manipulative act or practice, by:

- 21
- 22 (a) purchasing or selling or causing to be purchased or sold the securities sought or
23 to be sought in such tender offer, securities convertible into or exchangeable for
24 any such securities or any option or right to obtain or dispose of any of the
25 foregoing securities while in possession of material information relating to such
26 tender offer that Defendant knows or has reason to know is nonpublic and
27 knows or has reason to know has been acquired directly or indirectly from the
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1 offering person; the issuer of the securities sought or to be sought by such tender
2 offer; or any officer, director, partner, employee or other person acting on behalf
3 of the offering person or such issuer, unless within a reasonable time prior to
4 any such purchase or sale such information and its source are publicly disclosed
5 by press release or otherwise; or

6
7 (b) communicating material, nonpublic information relating to a tender offer, which
8 Defendant knows or has reason to know is nonpublic and knows or has reason to
9 know has been acquired directly or indirectly from the offering person; the
10 issuer of the securities sought or to be sought by such tender offer; or any
11 officer, director, partner, employee, advisor, or other person acting on behalf of
12 the offering person or such issuer, to any person under circumstances in which it
13 is reasonably foreseeable that such communication is likely to result in the
14 purchase or sale of securities in the manner described in subparagraph (a) above,
15 except that this paragraph shall not apply to a communication made in good
16 faith

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18 (i) to the officers, directors, partners or employees of the offering person, to
19 its advisors or to other persons, involved in the planning, financing,
20 preparation or execution of such tender offer;

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22 (ii) to the issuer whose securities are sought or to be sought by such tender
23 offer, to its officers, directors, partners, employees or advisors or to other
24 persons involved in the planning, financing, preparation or execution of
25 the activities of the issuer with respect to such tender offer; or

26 (iii) to any person pursuant to a requirement of any statute or rule or
27 regulation promulgated thereunder.
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III.

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2 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is
3 liable for disgorgement of \$11,418.00, representing profits gained as a result of the conduct alleged in
4 the Complaint, together with prejudgment interest thereon in the amount of \$925.65 and a civil penalty
5 in the amount of \$11,418.00 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1].
6 Defendant shall satisfy this obligation by paying \$23,761.65 within 14 days after entry of this Final
7 Judgment by certified check, bank cashier's check, or United States postal money order payable to the
8 Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of
9 Financial Management, Securities and Exchange Commission, 100 F Street, NE, Stop 6042,
10 Washington DC 20549, and shall be accompanied by a letter identifying Dean A. Goetz as a defendant
11 in this action; setting forth the title and civil action number of this action and the name of this Court;
12 and specifying that payment is made pursuant to this Final Judgment. Defendant shall simultaneously
13 transmit photocopies of such payment and letter to the Commission's counsel in this action: Elaine C.
14 Greenberg, Associate Regional Director, Philadelphia Regional Office, Securities and Exchange
15 Commission, 701 Market Street, Suite 2000, Philadelphia, PA 19106. By making this payment,
16 Defendant relinquishes all legal and equitable right, title and interest in such funds, and no part of the
17 funds shall be returned to Defendant. Defendant shall pay post-judgment interest on any delinquent
18 amounts pursuant to 28 U.S.C. § 1961. The Commission shall remit the funds paid pursuant to this
19 paragraph to the United States Treasury.
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IV.


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

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

IT IS SO ORDERED.

DATED: 6/7/11


IRMA E. GONZALEZ, Chief Judge
United States District Court