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

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

PACIFIC WEST CAPITAL GROUP,
INC.; ANDREW B CALHOUN IV;
PWCG TRUST; BRENDA
CHRISTINE BARRY; BAK WEST,
INC.; ANDREW B CALHOUN JR.;
ERIC CHRISTOPHER CANNON;
CENTURY POINT, LLC; MICHAEL
WAYNE DOTTA; and CALEB
AUSTIN MOODY (dba SKY
STONE),

Defendants.

Case No. 2:15-cv-02563 FMO (FFMx)

**FINAL JUDGMENT AS TO
DEFENDANT ANDREW B
CALHOUN IV**

1 The Securities and Exchange Commission (“SEC”) having filed a Complaint
2 and Defendant Andrew B Calhoun IV having entered a general appearance;
3 consented to the Court’s jurisdiction over Defendant and the subject matter of this
4 action; consented to the entry of this Final Judgment without admitting or denying the
5 allegations of the Complaint (except as to jurisdiction and except as otherwise
6 provided herein in paragraph VIII); waived findings of fact and conclusions of law;
7 and waived any right to appeal from this Final Judgment:

8 **I.**

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

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

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

28

1 **II.**

2 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
3 permanently restrained and enjoined from violating Section 17(a) of the Securities
4 Act of 1933 (the “Securities Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any
5 security by the use of any means or instruments of transportation or communication
6 in interstate commerce or by use of the mails, directly or indirectly:

- 7 (a) to employ any device, scheme, or artifice to defraud;
8 (b) to obtain money or property by means of any untrue statement of a
9 material fact or any omission of a material fact necessary in order to
10 make the statements made, in light of the circumstances under which
11 they were made, not misleading; or
12 (c) to engage in any transaction, practice, or course of business which
13 operates or would operate as a fraud or deceit upon the purchaser.

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

20 **III.**

21 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
22 permanently restrained and enjoined from violating Section 15(a) of the Exchange
23 Act [15 U.S.C § 78o(a)] by making use of the mails or any means or instrumentality
24 of interstate commerce to effect any transaction in, or to induce or attempt to induce
25 the purchase or sale of, any security, without being registered as a broker or dealer in
26 accordance with Section 15(b) of the Exchange Act [15 U.S.C. § 78o(b)].

27 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
28 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also

1 binds the following who receive actual notice of this Final Judgment by personal
2 service or otherwise: (a) Defendant's officers, agents, servants, employees, and
3 attorneys; and (b) other persons in active concert or participation with Defendant or
4 with anyone described in (a).

5 **IV.**

6 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
7 permanently restrained and enjoined from violating Section 5 of the Securities Act
8 [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable
9 exemption:

- 10 (a) Unless a registration statement is in effect as to a security, making use of
11 any means or instruments of transportation or communication in
12 interstate commerce or of the mails to sell such security through the use
13 or medium of any prospectus or otherwise;
- 14 (b) Unless a registration statement is in effect as to a security, carrying or
15 causing to be carried through the mails or in interstate commerce, by any
16 means or instruments of transportation, any such security for the purpose
17 of sale or for delivery after sale; or
- 18 (c) Making use of any means or instruments of transportation or
19 communication in interstate commerce or of the mails to offer to sell or
20 offer to buy through the use or medium of any prospectus or otherwise
21 any security, unless a registration statement has been filed with the
22 Commission as to such security, or while the registration statement is the
23 subject of a refusal order or stop order or (prior to the effective date of
24 the registration statement) any public proceeding or examination under
25 Section 8 of the Securities Act [15 U.S.C. § 77h].

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as
27 provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also
28 binds the following who receive actual notice of this Judgment by personal service or

1 otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and
2 (b) other persons in active concert or participation with Defendant or with anyone
3 described in (a).

4 **V.**

5 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
6 permanently restrained and enjoined from, directly or indirectly, controlling any
7 person who violates Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule
8 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5] by knowingly or recklessly
9 providing substantial assistance to an issuer that uses any means or instrumentality of
10 interstate commerce, or of the mails, or of any facility of any national securities
11 exchange, in connection with the purchase or sale of any security:

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

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

24 **VI.**

25 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is
26 liable for disgorgement of \$3,745,416.00, representing profits gained as a result of the
27 conduct alleged in the Complaint, together with prejudgment interest thereon in the
28 amount of \$409,045.99, and a civil penalty in the amount of \$320,000.00 pursuant to

1 Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], and Section 21(d)(3) of the
2 Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall satisfy this obligation by
3 paying \$4,474,461.99 to the Securities and Exchange Commission (“SEC”) within 14
4 days after entry of this Final Judgment.

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

11 Enterprise Services Center
12 Accounts Receivable Branch
13 6500 South MacArthur Boulevard
14 Oklahoma City, OK 73169

15 and shall be accompanied by a letter identifying the case title, civil action number,
16 and name of this Court; Andrew B Calhoun IV as a defendant in this action; and
17 specifying that payment is made pursuant to this Final Judgment.

18 Defendant shall simultaneously transmit photocopies of evidence of payment
19 and case identifying information to the SEC’s counsel in this action. By making this
20 payment, Defendant relinquishes all legal and equitable right, title, and interest in
21 such funds and no part of the funds shall be returned to Defendant.

22 The SEC may enforce the Court’s judgment for disgorgement and prejudgment
23 interest by moving for civil contempt (and/or through other collection procedures
24 authorized by law) at any time after 14 days following entry of this Final Judgment.
25 Defendant shall pay post judgment interest on any delinquent amounts pursuant to 28
26 U.S.C. § 1961. The SEC shall hold the funds, together with any interest and income
27 earned thereon (collectively, the “Fund”), pending further order of the Court.
28

1 The SEC may propose a plan to distribute the Fund subject to the Court's
2 approval. Such a plan may provide that the Fund shall be distributed pursuant to the
3 Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. The
4 Court shall retain jurisdiction over the administration of any distribution of the Fund.
5 If the SEC staff determines that the Fund will not be distributed, the SEC shall send
6 the funds paid pursuant to this Final Judgment to the United States Treasury.

7 Regardless of whether any such Fair Fund distribution is made, amounts
8 ordered to be paid as civil penalties pursuant to this Judgment shall be treated as
9 penalties paid to the government for all purposes, including all tax purposes. To
10 preserve the deterrent effect of the civil penalty, Defendant shall not, after offset or
11 reduction of any award of compensatory damages in any Related Investor Action
12 based on Defendant's payment of disgorgement in this action, argue that he is entitled
13 to, nor shall he further benefit by, offset or reduction of such compensatory damages
14 award by the amount of any part of Defendant's payment of a civil penalty in this
15 action ("Penalty Offset"). If the court in any Related Investor Action grants such a
16 Penalty Offset, Defendant shall, within 30 days after entry of a final order granting
17 the Penalty Offset, notify the SEC's counsel in this action and pay the amount of the
18 Penalty Offset to the United States Treasury or to a Fair Fund, as the SEC directs.
19 Such a payment shall not be deemed an additional civil penalty and shall not be
20 deemed to change the amount of the civil penalty imposed in this Judgment. For
21 purposes of this paragraph, a "Related Investor Action" means a private damages
22 action brought against Defendant by or on behalf of one or more investors based on
23 substantially the same facts as alleged in the Complaint in this action.

24 VII.

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

