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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

JILLIAN SIDOTI,

Defendant.

Case No.: 5:20-cv-02178-MEMF (JGBx)

**FINAL JUDGMENT AS TO DEFENDANT
JILLIAN SIDOTI [ECF NO. 49]**

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

7 I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Sidoti is permanently
9 restrained and enjoined from violating Sections 17(a)(1) and (3) of the Securities Act of 1933 (the
10 “Securities Act”) [15 U.S.C. §77q(a)(1), (3)] in the offer or sale of any security by the use of any
11 means or instruments of transportation or communication in interstate commerce or by use of the
12 mails, directly or indirectly:

13 (a) to employ any device, scheme, or artifice to defraud; or

14 (b) to engage in any transaction, practice, or course of business which operates or would
15 operate as a fraud or deceit upon the purchaser.

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

19 (a) Sidoti’s officers, agents, servants, employees, and attorneys; and

20 (b) other persons in active concert or participation with Sidoti or with anyone described in
21 (a).

22 II.

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

1 (a) to employ any device, scheme, or artifice to defraud;

2 (b) to make any untrue statement of a material fact or to omit to state a material fact
3 necessary in order to make the statements made, in the light of the circumstances under which they
4 were made, not misleading; or

5 (c) to engage in any act, practice, or course of business which operates or would operate as a
6 fraud or deceit upon any person.

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

10 (a) Sidoti's officers, agents, servants, employees, and attorneys; and

11 (b) other persons in active concert or participation with Sidoti or with anyone described in

12 (a).

13 III.

14 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Sidoti is permanently
15 restrained and enjoined from violating Section 5(a) and (c) of the Securities Act [15 U.S.C. §77e(a),
16 (c)] by, directly or indirectly, in the absence of any applicable exemption:

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

20 (b) Making use of any means or instruments of transportation or communication in interstate
21 commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus
22 or otherwise any security, unless a registration statement has been filed with the Commission as to
23 such security, or while the registration statement is the subject of a refusal order or stop order or
24 (prior to the effective date of 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 provided in Federal
27 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive
28 actual notice of this Final Judgment by personal service or otherwise:

1 (a) Sidoti's officers, agents, servants, employees, and attorneys; and

2 (b) other persons in active concert or participation with Sidoti or with anyone described in

3 (a).

4 IV.

5 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Sidoti is
6 restrained and enjoined for a period of 5 years from the date of entry of this Final Judgment against
7 directly or indirectly providing professional legal services to any person or entity in connection with
8 the offer or sale of securities pursuant to, or claiming, an exemption under Section 4(a)(1) of the
9 Securities Act, predicated on Securities Act Rule 144, or any other exemption from the registration
10 provisions of the Securities Act, including, without limitation, participation in the preparation or
11 issuance of any opinion letter relating to such offering or sale.

12 V.

13 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Sidoti is
14 barred for a period of 5 years from the date of entry of this Final Judgment from participating in an
15 offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes
16 of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock. A
17 penny stock is any equity security that has a price of less than five dollars, except as provided in
18 Rule 3a51-1 under the Exchange Act [17 C.F.R. §240.3a51-1].

19 VI.

20 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Sidoti is liable
21 for disgorgement of \$14,168.70, representing net profits gained as a result of the conduct alleged in
22 the Complaint, together with prejudgment interest thereon in the amount of \$4,664.86, and a civil
23 penalty in the amount of \$22,000 pursuant to pursuant to Section 20(d) of the Securities Act [15
24 U.S.C. §77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. §78u(d)(3)]. Sidoti shall
25 satisfy this obligation by paying \$40,833.56 to the Securities and Exchange Commission within 30
26 days after entry of this Final Judgment.

27 Sidoti may transmit payment electronically to the Commission, which will provide detailed
28 ACH transfer/Fedwire instructions upon request. Payment may also be made directly from a bank

1 account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>. Sidoti
2 may also pay by certified check, bank cashier's check, or United States postal money order payable
3 to the Securities and Exchange Commission, which shall be delivered or mailed to:

4 Enterprise Services Center Accounts Receivable Branch
5 6500 South MacArthur Boulevard
6 Oklahoma City, OK 73169

7 and shall be accompanied by a letter identifying the case title, civil action number, and name of this
8 Court; Jillian Sidoti as a defendant in this action; and specifying that payment is made pursuant to
9 this Final Judgment.

10 Sidoti shall simultaneously transmit photocopies of evidence of payment and case identifying
11 information to the Commission's counsel in this action. By making this payment, Sidoti relinquishes
12 all legal and equitable right, title, and interest in such funds and no part of the funds shall be returned
13 to Sidoti.

14 The Commission may enforce the Court's judgment for disgorgement and prejudgment
15 interest by using all collection procedures authorized by law, including, but not limited to, moving
16 for civil contempt at any time after 30 days following entry of this Final Judgment.

17 The Commission may enforce the Court's judgment for penalties by the use of all collection
18 procedures authorized by law, including the Federal Debt Collection Procedures Act, 28 U.S.C.
19 §3001 *et seq.*, and moving for civil contempt for the violation of any Court orders issued in this
20 action. Sidoti shall pay post judgment interest on any amounts due after 30 days of the entry of this
21 Final Judgment pursuant to 28 U.S.C. §1961. The Commission shall hold the funds, together with
22 any interest and income earned thereon (collectively, the "Fund"), pending further order of the
23 Court.

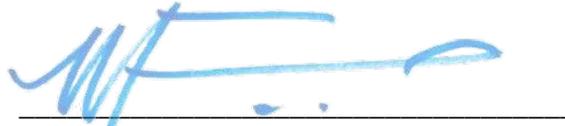
24 The Commission may propose a plan to distribute the Fund subject to the Court's approval.
25 Such a plan may provide that the Fund shall be distributed pursuant to the Fair Fund provisions of
26 Section 308(a) of the Sarbanes-Oxley Act of 2002. The Court shall retain jurisdiction over the
27 administration of any distribution of the Fund and the Fund may only be disbursed pursuant to an
28 Order of the Court.

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IX.

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.

Dated: May 13, 2022



MAAME EWUSI-MENSAH FRIMPONG

United States District Judge