

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to omit 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; or
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$120,000 pursuant to Section 21A of the Exchange Act [15 U.S.C. §78u-1]. Defendant shall make this payment pursuant to the terms of the payment schedule set forth in paragraph III below by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. All payments shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, 100 F Street, NE, Stop 6042, Washington DC 20549, and shall be accompanied by a letter identifying W. Gary Griffiths as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Final Judgment. A copy of each letter should be sent to Robert Moye, Esq., Securities and Exchange Commission, 175 W. Jackson Blvd., Suite 900, Chicago IL 60604. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C §1961. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

III.

W. Gary Griffiths shall pay \$120,000 in 4 installments according to the following schedule: (1) \$30,000 within 7 days of entry of this Final Judgment; (2) \$30,000 within 120 days of entry of this Final Judgment plus post-judgment interest pursuant to 28 U.S.C. § 1961; (3) \$30,000 within 240 days of entry of this Final Judgment plus post-judgment interest pursuant to 28 U.S.C. § 1961; and (4) \$30,000 within 360 days of entry of this Final Judgment plus post-judgment interest pursuant to 28 U.S.C. § 1961.

If W. Gary Griffiths fails to make any payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all outstanding payments under this Final Judgment, including post-judgment interest, minus any payments made, shall become due and payable immediately without further application to the Court.

IV.

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

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.

VI.

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 Final Judgment forthwith and without further notice.

Dated: April 10, 2012



UNITED STATES DISTRICT JUDGE