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12 UNITED STATES DISTRICT COURT
13 CENTRAL DISTRICT OF CALIFORNIA
14 WESTERN DIVISION
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16 SECURITIES AND EXCHANGE
COMMISSION,

17 Plaintiff,

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19 v.

20 MARK LOMAN,

21 Defendant.
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Case No. 2:19-cv-06187-MWF (AGRx)

**CONSENT OF DEFENDANT MARK
LOMAN TO FINAL JUDGMENT**

1 1. Defendant Mark Loman (“Defendant”) acknowledges having been served
 2 with the complaint in this action, enters a general appearance, and admits the Court’s
 3 jurisdiction over Defendant and over the subject matter of this action.

4 2. Defendant has been convicted after trial of criminal conduct relating to
 5 certain matters alleged in the complaint in this action. Specifically, in *United States v.*
 6 *Mark A. Loman*, Crim. No. 19-CR-695 DSF (C.D. Cal.), Defendant was convicted of
 7 violations of Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”)
 8 [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]. This Consent
 9 shall remain in full force and effect regardless of the existence or outcome of any
 10 further proceedings in *United States v. Mark A. Loman*.

11 3. Defendant hereby consents to the entry of the Final Judgment in the form
 12 attached hereto (the “Final Judgment”) and incorporated by reference herein, which,
 13 among other things:

- 14 (a) permanently restrains and enjoins Defendant from violation of
 15 Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule
 16 10b-5 thereunder [17 C.F.R. § 240.10b-5];
- 17 (b) orders Defendant to pay a civil penalty in the amount of \$482,050
 18 under Section 21A of the Exchange Act [15 U.S.C. § 78u-1];
- 19 (c) prohibits Defendant, pursuant to Section 21(d)(2) of the Exchange
 20 Act, 15 U.S.C. § 78u(d)(2), from acting as an officer or director of
 21 any issuer that has a class of securities registered pursuant to
 22 Section 12 of the Exchange Act, 15 U.S.C. § 78l or that is required
 23 to file reports pursuant to Section 15(d) of the Exchange Act, 15
 24 U.S.C. § 78o(d).

25 4. Defendant waives the entry of findings of fact and conclusions of law
 26 pursuant to Rule 52 of the Federal Rules of Civil Procedure.

27 5. Defendant waives the right, if any, to a jury trial and to appeal from the
 28 entry of the Final Judgment.

1 6. Defendant enters into this Consent voluntarily and represents that no
2 threats, offers, promises, or inducements of any kind have been made by the
3 Commission or any member, officer, employee, agent, or representative of the
4 Commission to induce Defendant to enter into this Consent.

5 7. Defendant agrees that this Consent shall be incorporated into the Final
6 Judgment with the same force and effect as if fully set forth therein.

7 8. Defendant will not oppose the enforcement of the Final Judgment on the
8 ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of
9 Civil Procedure, and hereby waives any objection based thereon.

10 9. Defendant waives service of the Final Judgment and agrees that entry of
11 the Final Judgment by the Court and filing with the Clerk of the Court will constitute
12 notice to Defendant of its terms and conditions. Defendant further agrees to provide
13 counsel for the Commission, within thirty days after the Final Judgment is filed with
14 the Clerk of the Court, with an affidavit or declaration stating that Defendant has
15 received and read a copy of the Final Judgment.

16 10. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims
17 asserted against Defendant in this civil proceeding. Defendant acknowledges that no
18 promise or representation has been made by the Commission or any member, officer,
19 employee, agent, or representative of the Commission with regard to any criminal
20 liability that may have arisen or may arise from the facts underlying this action or
21 immunity from any such criminal liability. Defendant waives any claim of Double
22 Jeopardy based upon the settlement of this proceeding, including the imposition of any
23 remedy or civil penalty herein. Defendant further acknowledges that the Court's entry
24 of a permanent injunction may have collateral consequences under federal or state law
25 and the rules and regulations of self-regulatory organizations, licensing boards, and
26 other regulatory organizations. Such collateral consequences include, but are not
27 limited to, a statutory disqualification with respect to membership or participation in,
28 or association with a member of, a self-regulatory organization. This statutory

1 disqualification has consequences that are separate from any sanction imposed in an
2 administrative proceeding. In addition, in any disciplinary proceeding before the
3 Commission based on the entry of the injunction in this action, Defendant understands
4 that he shall not be permitted to contest the factual allegations of the complaint in this
5 action.

6 11. Defendant understands and agrees to comply with the terms of 17 C.F.R.
7 § 202.5(e), which provides in part that it is the Commission's policy "not to permit a
8 defendant or respondent to consent to a judgment or order that imposes a sanction
9 while denying the allegations in the complaint or order for proceedings." As part of
10 Defendant's agreement to comply with the terms of Section 202.5(e), Defendant
11 acknowledges the conviction for related conduct described in paragraph 2 above, and:
12 (i) will not take any action or make or permit to be made any public statement denying,
13 directly or indirectly, any allegation in the complaint or creating the impression that
14 the complaint is without factual basis; (ii) will not make or permit to be made any
15 public statement to the effect that Defendant does not admit the allegations of the
16 complaint, or that this Consent contains no admission of the allegations; (iii) upon the
17 filing of this Consent, Defendant hereby withdraws any papers filed in this action to
18 the extent that they deny any allegation in the complaint; and (iv) stipulates for
19 purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code,
20 11 U.S.C. §523, that the allegations in the complaint are true, and further, that any debt
21 for disgorgement, prejudgment interest, civil penalty or other amounts due by
22 Defendant under the Final Judgment or any other judgment, order, consent order,
23 decree or settlement agreement entered in connection with this proceeding, is a debt
24 for the violation by Defendant of the federal securities laws or any regulation or order
25 issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11
26 U.S.C. §523(a)(19). If Defendant breaches this agreement, the Commission may
27 petition the Court to vacate the Final Judgment and restore this action to its active
28 docket. Nothing in this paragraph affects Defendant's: (i) testimonial obligations; or

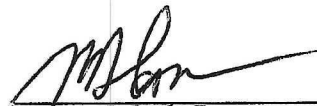
1 (ii) right to take legal or factual positions in litigation or other legal proceedings in
2 which the Commission is not a party.

3 12. Defendant hereby waives any rights under the Equal Access to Justice
4 Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other
5 provision of law to seek from the United States, or any agency, or any official of the
6 United States acting in his or her official capacity, directly or indirectly,
7 reimbursement of attorney's fees or other fees, expenses, or costs expended by
8 Defendant to defend against this action. For these purposes, Defendant agrees that
9 Defendant is not the prevailing party in this action since the parties have reached a
10 good faith settlement.

11 13. Defendant agrees that the Commission may present the Final Judgment to
12 the Court for signature and entry without further notice.
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1 14. Defendant agrees that this Court shall retain jurisdiction over this matter
2 for the purpose of enforcing the terms of the Final Judgment.
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5 Dated: 1/24/2022
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Mark Loman

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10 Approved as to form:
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