

**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION**

**CIVIL ACTION NO. 20-cv-00325-MSS-AEP**

**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,**

**v.**

**BRIAN DAVISON, BARRY RYBICKI,  
EQUIALT et al.,**

**Defendants.**

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**PLAINTIFF'S UNOPPOSED MOTION FOR ENTRY OF FINAL JUDGMENT  
AGAINST DEFENDANT BARRY RYBICKI**

Plaintiff Securities and Exchange Commission moves for entry of a Final Judgment against Defendant Barry Rybicki in the form attached to this motion as Exhibit A. By the signed, sworn Consent attached as Exhibit B, Rybicki has consented, without admitting or denying the allegations of the Amended Complaint (except as noted within the Consent) to entry of the Final Judgment against him. The Final Judgment includes a permanent injunction against future violations of the statutes the Amended Complaint alleges that Rybicki violated. It also holds Rybicki liable for disgorgement in the amount of \$10,843,540, plus prejudgment interest thereon in the amount of \$581,980 and a civil penalty in the amount of \$1,000,000 under Section 21(d) of the Securities Act and Section 21(d)(3) of the Exchange Act and orders Rybicki to satisfy the Final Judgment by turning over certain assets to the court-appointed Receiver as set forth in the Final Judgment.

Entry of the attached Final Judgment will end the Commission's litigation of this matter as to Defendant Rybicki although the Final Judgment provides that the Court retains jurisdiction to enforce the terms of the Final Judgment as to Rybicki.

Date: March 1, 2022

Respectfully submitted,

By: s/Alise Johnson  
Alise Johnson  
Senior Trial Counsel  
Florida Bar No. 0003270  
E-mail: [johnsonali@sec.gov](mailto:johnsonali@sec.gov)  
***Lead Attorney***

Attorney for Plaintiff  
**SECURITIES AND EXCHANGE  
COMMISSION**  
801 Brickell Avenue, Suite 1950  
Miami, Florida 33131  
Telephone: (305) 982-6300  
Facsimile: (305) 536-4154

**CERTIFICATE OF SERVICE**

I hereby certify that on March 1, 2022, I electronically filed the foregoing Unopposed Motion for Final Judgment against Defendant Barry Rybicki with the Clerk of the Court using CM/ECF, which will send a notice of such filing to all counsel of record.

# **EXHIBIT A**

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION

CIVIL ACTION NO. 20-cv-00325-MSS-AEP

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

BRIAN DAVISON, BARRY RYBICKI,  
EQUIALT et al.,

Defendants.

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**FINAL JUDGMENT AGAINST DEFENDANT BARRY RYBICKI**

The Securities and Exchange Commission having filed an Amended Complaint and Defendant Barry Rybicki ("Rybicki") 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 Amended Complaint (except as to jurisdiction and except as otherwise provided herein in paragraph VI); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment.

**I.**

**PERMANENT INJUNCTIVE RELIEF**

**A. Section 5 of the Securities Act of 1933 ("Securities Act")**

**IT IS HEREBY ORDERED, ADJUDGED AND DECREED** that Rybicki is

permanently restrained and enjoined from violating Section 5 of the Securities Act (15 U.S.C. § 77e) by, directly or indirectly, in the absence of any applicable exemption:

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

**IT IS FURTHER ORDERED AND ADJUDGED** that, as provided in

Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Judgment by personal service or otherwise: (a) Rybicki's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Rybicki or with anyone described in (a).

**B. Section 17(a)(2) of the Securities Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that Rybicki is permanently restrained and enjoined from violating Section 17(a)(2) of the Securities Act (15 U.S.C. § 77q(a)(2)) in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly to obtain money or property by means of any untrue statement of material fact or any omission of a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading with respect to the offer or sale of unregistered securities.

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

described in (a).

**C. Section 10(b) and Rule 10b-5(b) of the Securities Exchange Act of 1934**  
**("Exchange Act")**

**IT IS FURTHER ORDERED AND ADJUDGED** that Rybicki is permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Exchange Act (15 U.S.C. § 78j(b)) and Rule 10b-5(b) promulgated thereunder (17 C.F.R. § 240.10b-5), by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security 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, with respect to the offer or sale of unregistered securities.

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

**D. Section 15(a) of the Exchange Act**

**IT IS FURTHER ORDERED AND ADJUDGED** that Rybicki is

permanently restrained and enjoined from violating, directly or indirectly, Section 15(a) of the Exchange Act, [15 U.S.C. § 78o(a)], by using the mails or other means or instrumentalities of interstate commerce, to effect transactions in, or to induce or attempt to induce the purchase or sale of securities, without being associated with a broker or dealer that was registered with the Commission in accordance with Section 15(b) of the Exchange Act (15 U.S.C. § 78o(b)).

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

## **II.**

### **DISGORGEMENT, PREJUDGMENT INTEREST, AND CIVIL PENALTY**

**IT IS FURTHER ORDERED AND ADJUDGED** that Rybicki is liable to the Commission for disgorgement of \$10,843,540, representing net profits gained as a result of the conduct alleged in the Amended Complaint, together with prejudgment interest on disgorgement of \$581,980, for a total of \$11,425,520 (the "Disgorgement Obligation").

**IT IS FURTHER ORDERED AND ADJUDGED** that Rybicki is liable to the



Commission for a civil penalty of \$1,000,000 pursuant to Section 20(d) of the Securities Act and Section 21(d)(3) of the Exchange Act.

**IT IS FURTHER ORDERED AND ADJUDGED** that any obligation of Rybicki to satisfy the disgorgement, prejudgment interest, and civil penalty payments, due to the Commission as set forth above, shall be satisfied by Rybicki if he, within 30 days of entry of this Final Judgment, disgorges the following assets to the Court-appointed Receiver (and in the case of the real property set out below, execute any necessary legal documents of transfer as appropriate):

(i) Bank Accounts

Chase Bank Rosenbarry Holdings Inc. account ending 5807  
Chase Bank BR Support Services account ending 9906  
Chase Bank Barry Rybicki account ending 8993  
Chase Bank Rosenbarry Holdings account ending 5358  
Comerica Rosenbarry Properties Account ending 7261  
Comerica Barry or Rosemarie Rybicki account ending 7314  
Comerica Barry or Rosemarie Rybicki account ending 7306

(ii) Real Property

3527 Lawrence Lane, Phoenix, AZ 85051  
4303 W. Vista, Glendale, AZ 85301  
7320 E. Solano, Scottsdale, AZ 85250  
7407 E. Taylor St., Scottsdale, AZ 85257 (any remaining interest).

(iii) Corporate Entities

BR Support Services  
Rosenbarry Properties, LLC  
3527 Lawrence Lane, LLC  
4303 W. Vista, Glendale, LLC  
7320 E. Solano, LLC  
7407 E. Taylor St., LLC

- (iv) Watches (and accompanying paperwork and accessories), Jewelry
  - Rolex Green GMT
  - Rolex Blue/Red GMT
  - Rolex Blue/Black GMT
  - Rolex mother of pearl
  - Rolex Tiger Eye
  - Rolex Daytona
  - Rolex Sea Dweller black cerachrome bezel
  - Rolex Datejust: chocolate Roman numeral and star with diamond dial
  - Rolex Datejust: white Roman numeral
  - Rolex Meteorite Daytona
  - Diamond bubble ring
  - Diamond cuff bracelet (white gold)
  - Round Diamond Necklace
  - Bezel Set Necklace
  - Diamond halo earrings
  - Mandarin Garnet & Diamond Ring
  - Diamond hoop earrings white gold
  - Diamond cuff bracelet (rose gold)
  - Mikimoto Pearl necklace, ring, earring set
- (v) Funds Held By The Receiver In Trust
  - Funds from sale of Ferrari (\$92,331)
  - Funds from sale of Targa (\$65,844)
- (vi) Cars
  - 2019 Porsche 911 Turbo S
  - 1981 Land Rover Defender ECD Conversion
- (vii) Investments
  - E Trade Barry Michael Rybicki account ending 6205
  - Comerica Brokerage Barry & Rosemarie Rybicki account ending 2102
  - Coinbase account
  - Orion Agency PIV LP
- (viii) Misc.
  - 140 ounces of silver
  - Michael Jordan Signed Jersey
  - Wayne Gretzsky Signed Jersey

Carved Wood Fiesta Table

Notes Receivable, including, but not limited to, with Ernest Babbini

\$1,019,000 from the Mortgage of 3313 E. Daley Lane, Phoenix, 85052

Insurance refund check related to 2019 Range Rover - \$71,584.96

- (ix) The contents and assets located on the premises of all properties owned or controlled by the Receivership Entities or entities under the Receiver's control.

**IT IS FURTHER ORDERD AND ADJUDGED** that Rybicki shall execute a general assignment of assets to the Receiver warranting that he has disclosed all owned assets valued at more than \$5,000 to the Commission and assigned all owned assets to the Receiver except those excluded in the assignment. The Assignment shall be signed and notarized and contain a statement by Rybicki under oath that all of the information contained therein is true and correct. Rybicki shall comply with the terms of the general assignment of assets.

The Commission and the Court have based their decision on what Property Rybicki is turning over in satisfaction of his disgorgement, pre-judgment interest and civil penalty on Defendant's sworn representations in his assignment to the Receiver, as well as additional information provided to the Commission. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Defendant's representations to the Commission concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, the Commission may petition the Court for an order

requiring Defendant to pay the unpaid portion of the disgorgement, pre-judgment and post-judgment interest thereon, and civil penalty. In connection with any such petition, the only issue shall be whether the financial information provided by Defendant was fraudulent, or knowingly and intentionally misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Defendant may not, by way of defense to such petition: (1) challenge the validity of the Consent or this Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) contest the amount of disgorgement and pre-judgment and post-judgment interest, or civil penalty; or (4) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

Rybicki shall in good faith and expeditiously execute all documents and take any other necessary steps to effectuate the turnover of the aforementioned real property and other assets. Rybicki agrees that once he turns over the aforementioned property and assets, he relinquishes all legal and equitable right, title and interest in the property and assets ("Funds"), and no part of the Funds

shall be returned to him. Should Rybicki discover or uncover assets that have not been disclosed or delivered to the Receiver he shall promptly advise the Receiver and forthwith deliver and or transfer such assets to the Receiver.

The Commission may enforce the Court's judgment for penalties by the use of all collection procedures authorized by law, including the Federal Debt Collection Procedures Act, 28 U.S.C. § 3001 *et seq.*, and moving for civil contempt for the violation of any Court orders issued in this action. Defendant shall pay post judgment interest on any amounts due after 30 days of the entry of this Final Judgment pursuant to 28 U.S.C. § 1961.

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

Regardless of whether any such Fair Fund distribution is made, amounts ordered to be paid as civil penalties pursuant to this Judgment shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Rybicki shall not, after offset or reduction of any award of compensatory damages in any Related Investor Action

based on Rybicki's payment of disgorgement in this action, argue that he is entitled to, nor shall he further benefit by, offset or reduction of such compensatory damages award by the amount of any part of Rybicki's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Rybicki shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this Judgment. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Rybicki by or on behalf of one or more investors based on substantially the same facts as alleged in the Amended Complaint in this action.

### **III.**

#### **INCORPORATION OF CONSENT**

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

**IV.**

**RETENTION OF JURISDICTION**

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

**V.**

**ASSET FREEZE**

**IT IS FURTHER ORDERED AND ADJUDGED** that, upon receipt of confirmation from the Commission and the Receiver that Rybicki has satisfied his obligations under Section II of this Final Judgment, the Asset Freeze this Court previously entered against Rybicki shall be lifted and extinguished in its entirety.

**VI.**

**BANKRUPTCY NONDISCHARGEABILITY**

**IT IS FURTHER ORDERED AND ADJUDGED** that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the allegations in the Amended Complaint are true and admitted by Rybicki, and further, any debt for disgorgement, prejudgment interest, or civil penalty or other amounts due by Rybicki under this Final Judgment or any other judgment, order, consent order, decree, or settlement agreement entered in connection with this proceeding, is a debt for the violation by Rybicki of the federal securities laws or any regulation or order issued under such laws, as set forth in

Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

**VII.**

**RULE 54(b) CERTIFICATION**

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.

**DONE AND ORDERED** this \_\_\_\_ day of \_\_\_\_\_ 2022, at Tampa, Florida.

\_\_\_\_\_  
**MARY SCRIVEN**  
**UNITED STATES DISTRICT JUDGE**

Copies to all parties and counsel of record



## **EXHIBIT B**

**UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION**

**CIVIL ACTION NO. 20-cv-00325-MSS-AEP**

**SECURITIES AND EXCHANGE COMMISSION,**

**Plaintiff,  
v.**

**BRIAN DAVISON, BARRY RYBICKI,  
EQUALT et al.,**

**Defendants.**

**CONSENT OF DEFENDANT BARRY RYBICKI TO FINAL JUDGMENT**

1. Defendant Barry Rybicki acknowledges having been served with the Amended Complaint in this action, enters a general appearance, and admits the Court's jurisdiction over Defendant and over the subject matter of this action.

2. Without admitting or denying the allegations of the Amended Complaint (except as provided herein in Paragraph 12 and except as to personal and subject matter jurisdiction, which he admits), Rybicki hereby consents to the entry of the Final Judgment in the form attached hereto (the "Final Judgment") and incorporated by reference herein, which Judgment, among other things:

(a) permanently restrains and enjoins Rybicki from violation of Sections 5(a), 5(c), and 17(a)(2) of the Securities Act of 1933 ("Securities Act"), and Sections 10(b) and 15(a)(1) of the Securities Exchange Act of 1934 ("Exchange Act") and Exchange Act Rule 10b-5(b);

(b) orders Rybicki to pay disgorgement in the amount of \$10,843,540 plus prejudgment interest thereon in the amount of \$581,980;

(c) orders Rybicki to pay a civil penalty in the amount of \$1,000,000 under Section 21(d) of the Securities Act and Section 21(d)(3) of the Exchange Act; and

(d) orders Rybicki to satisfy the Final Judgment by turning over certain assets to the Court appointed Receiver as set forth in the Final Judgment (the "Assets").

3. Rybicki acknowledges that the civil penalty paid pursuant to the Final Judgment may be distributed pursuant to the Fair Fund provisions of Section 308(a) of the Sarbanes-Oxley Act of 2002. Regardless of whether any such Fair Fund distribution is made, the civil penalty shall be treated as a penalty paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Rybicki agrees that he shall not, after offset or reduction of any award of compensatory damages in any Related Investor Action based on Rybicki's payment of disgorgement in this action, argue that he is entitled to, nor shall he further benefit by, offset or reduction of such compensatory damages award by the amount of any part of Rybicki's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Rybicki agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the United States Treasury or to a Fair Fund, as the Commission directs. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this action. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Rybicki by or

on behalf of one or more investors based on substantially the same facts as alleged in the Amended Complaint in this action.

4. Rybicki agrees that he shall not seek or accept, directly or indirectly, reimbursement or indemnification from any source, including but not limited to payment made pursuant to any insurance policy, with regard to any civil penalty amounts he may be required to pay pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors. Rybicki further agrees that he shall not claim, assert, or apply for a tax deduction or tax credit with regard to any federal, state, or local tax for any penalty amounts that Rybicki pays pursuant to the Final Judgment, regardless of whether such penalty amounts or any part thereof are added to a distribution fund or otherwise used for the benefit of investors.

5. Rybicki waives the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

6. Rybicki waives the right, if any, to a jury trial and to appeal from the entry of the Final Judgment.

7. Rybicki enters into this Consent voluntarily and represents that no threats, offers, promises, or inducements of any kind have been made by the Commission or any member, officer, employee, agent, or representative of the Commission to induce him to enter into this Consent.

8. Rybicki agrees this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

9. Rybicki will not oppose enforcement of the Final Judgment on the ground,



if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and hereby waives any objection based thereon.

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

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

this action, Rybicki understands that he shall not be permitted to contest the factual allegations of the complaint in this action.

12. Rybicki understands and agrees to comply with the terms of 17 C.F.R. § 202.5(e), which provides in part that it is the Commission's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint or order for proceedings," and "a refusal to admit the allegations is equivalent to a denial, unless the defendant or respondent states that he neither admits nor denies the allegations." As part of Rybicki's agreement to comply with the terms of Section 202.5(e), he: (i) will not take any action or make or permit to be made any public statement denying, directly or indirectly, any allegation in the Amended Complaint or creating the impression that the Amended Complaint is without factual basis; (ii) will not make or permit to be made any public statement to the effect that he does not admit the allegations of the Amended Complaint, or that this Consent contains no admission of the allegations, without also stating he does not deny the allegations; and (iii) upon filing of this Consent, Rybicki hereby withdraws any papers filed in this action to the extent they deny any allegation in the Amended Complaint; and (iv) stipulates solely for purposes of the exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, that the allegations in the complaint are true, and further, that any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Rybicki under the Final Judgment or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Rybicki of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of



the Bankruptcy Code, 11 U.S.C. §523(a)(19). If Rybicki breaches this agreement, the Commission may petition the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this paragraph affects Rybicki's: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which the Commission is not a party.

13. Rybicki hereby waives any rights under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to seek from the United States, or any agency, or any official of the United States acting in his or her official capacity, directly or indirectly, reimbursement of attorneys' fees or other fees, expenses, or costs expended by Rybicki to defend against this action. For these purposes, Rybicki agrees he is not the prevailing party in this action, since the parties have reached a good faith settlement.

14. Rybicki agrees that the Commission may present the Final Judgment to the Court for signature and entry without further notice.

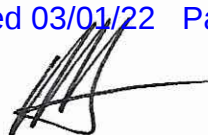
15. Defendant agrees that this Court shall retain jurisdiction over this matter for the purpose of enforcing the terms of the Final Judgment.

16. Rybicki agrees that he shall in good faith and expeditiously execute all documents and take any other reasonably necessary steps to effectuate the turnover of the Assets. Absent the Judgement against Rybicki being vacated, Rybicki further agrees that once he turns over the Assets he relinquishes all legal and equitable right, title and interest in the Assets and no part of the Assets shall be returned to him.

November 21, 2021



By:



Barry Rybicki

STATE OF ARIZONA )

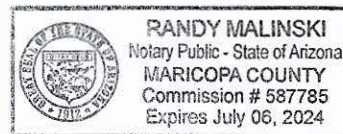
COUNTY OF Maricopa )

On this 1<sup>st</sup> day of ~~November 2021~~ March 2022, before me personally appeared Barry Rybicki, who \_\_\_\_\_ is personally known to me or ✓ produced a driver's license bearing his name and photograph as identification, and who executed this Consent, and he acknowledged to me that he executed the same.



Notary Public

Approved as to Form:



By: \_\_\_\_\_  
Alejandro Soto, Esq.  
Counsel to Barry Rybicki





Barry Rybicki

STATE OF ARIZONA

COUNTY OF \_\_\_\_\_

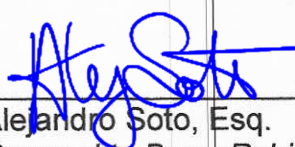
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On this \_\_\_\_\_ day of November 2021, before me personally appeared Barry Rybicki, who \_\_\_\_\_ is personally known to me or \_\_\_\_\_ produced a driver's license bearing his name and photograph as identification, and who executed this Consent, and he acknowledged to me that he executed the same.

\_\_\_\_\_  
Notary Public

Approved as to Form:

By: \_\_\_\_\_

  
Alejandro Soto, Esq.  
*Counsel to Barry Rybicki*