UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION,	)	
Plaintiff,	)	**JURY TRIAL DEMANDED**
v.	)	Case No. ________
BROOKS AUTOMATION, INC.,	)	MAGISTRATE JUDGE Bowler
Defendant.	)	

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COMPLAINT

1. Plaintiff Securities and Exchange Commission ("Commission"), for its Complaint against defendant Brooks Automation, Inc. ("Brooks" or "the Company"), alleges the following:

SUMMARY

2. This Commission enforcement action concerns an illegal stock options backdating scheme wherein several option grants were backdated from at least 1999 through 2001 by the former Chairman of the Board and Chief Executive Officer ("CEO") of Brooks, a Chelmsford, Massachusetts based supplier of software and related services to manufacturers of computer chips. The scheme led to the issuance of inaccurate financials through 2005.

3. Under well-settled accounting principles in effect throughout the relevant period, Brooks was required to record an expense in its financial statements for any stock options granted below the current market price ("in-the-money"), while the Company did not need to record an expense for options granted to employees at the current market price ("at-the-money"). In order to provide Brooks' employees and executives, including

himself, with lucrative in-the-money options (which result in an immediate financial benefit to recipients), while avoiding having to inform shareholders of the millions of dollars in compensation expenses thereby incurred and the resulting impact on the Company's financial statements, the former CEO engaged in a scheme to falsify company records to create the false appearance that options granted in-the-money actually had been granted at-the-money on an earlier date.

4. On or about May 11, 2006, Brooks announced that it intended to restate its financial statements contained in filings with the Commission for some or all of the periods between 1999 and 2005, and that those financial statements should not be relied upon. The announcement stated that "[t]he Company believes that it accounted for certain matters concerning stock options incorrectly, and as a result recognized less compensation expense than it should have in periods prior to fiscal 2006."

5. On or about July 31, 2006, Brooks announced that "[d]riven by matters related to past stock option grants, the Company has revised its financial statements for the fiscal years 1996 through 2005 to record cumulative additional non-cash, pre-tax stock-based compensation expense of $64.5 million." In effect, Brooks restated its results and wrote off more than $64 million that had been reported as profit during that period.

6. By engaging in the acts alleged in this Complaint, Brooks violated Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. §§ 78m(a), 78m(b)(2)(A) and 78m(b)(2)(B)] and Exchange Act Rules 12b-20, 13a-1 and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1, and 240.13a-13] thereunder.

7. For the reasons discussed herein, the Commission seeks all of the relief sought herein.

JURISDICTION AND VENUE

8. The Commission is an agency of the United States of America established by Section 4(a) of the Exchange Act [15 U.S.C. §78d(a)].

9. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d) and 22(a) of the Securities Act [15 U.S.C. §§77t(b), 77t(d) and 77v(a)] and Sections 21(d), 21(e) and 27 of the Exchange Act [15 U.S.C. §§78u(d), 78u(e) and 78aa]. Venue is proper in the District of Massachusetts because Brooks is a Chelmsford, Massachusetts-based company and committed many of the acts and/or omissions discussed herein within the district.

10. The defendant, directly or indirectly, has made use of the means and instrumentalities of interstate commerce, of instruments of transportation or communication in interstate commerce, of the mails, or of the facilities of a national securities exchange in connection with the acts, practices and courses of business alleged in this Complaint.

DEFENDANT

11. **Brooks** is a Delaware corporation with its principal place of business in Chelmsford, Massachusetts. Brooks is a supplier of, among other things, software and related services to manufacturers of computer chips. Since 1995, Brooks' common stock has been registered with the Commission pursuant to Sections 12(g) or 12(b) of the Exchange Act, as appropriate, and is traded on the Nasdaq National Market System. At all times relevant to this action, Brooks' fiscal year ended on September 30.

RELEVANT PERSON

12. **Robert J. Therrien**, of Osterville, Massachusetts, served as the President and Chief Executive Officer ("CEO") of Brooks between at least 1989 and 2004, and as Chairman of the Board ("Chairman") between at least 1989 and March 2006.

FACTS

Brooks' Procedures for Option Grants

13. At relevant times, Brooks' Board of Directors used a unanimous written consent procedure to approve option grants. Thus, Brooks' primary record of Board authorization to issue options was typically a document captioned "Written Consent in Lieu of Special Meeting of Board of Directors."

14. Brooks was a Delaware corporation, and Delaware law provided, at relevant times, that such consents were effective when signed. Brooks routinely failed to maintain a record of when written consents were signed. Rather, Brooks' record was a signed copy faxed from its outside law firm, often received several weeks to months after the putative date of the option award.

GAAP Requirements for Stock-Based Compensation Accounting

15. In its annual reports on Form 10-K filed with the Commission, Brooks falsely represented that it accounted for its stock-based compensation in accordance with Accounting Principles Board Opinion No. 25 ("APB 25"), *Accounting for Stock Issued to Employees*, one of two alternative available methods under generally accepted accounting principles ("GAAP") to account for stock-based compensation that were in effect throughout the time period discussed in this Complaint.

16. Under APB 25, an employer must expense the "intrinsic" value of a fixed stock option on its "measurement date." APB 25 defincs the measurement date as the first date that both the number of options an individual employee is entitled to receive and the exercise pricc arc *known*. APB 25 ¶10 (emphasis added). A fixed stock option has intrinsic value if the exercise price of the option is less than thc "quoted market price" of the underlying stock on the measurement date. If so, a corporation must record the difference between the exercise price and the quoted market price as a compensation expense over the expected life of the option, typically the option vcsting period. APB 25 ¶10.

17. Brooks' financial statements, which were included or incorporated by reference in filings with the Commission, generally represented that it accounted for its stock compensation plans in accordance with APB 25 and stated that no compensation expense on stock option grants to employees is recorded as long as the exercisc price equals or cxceeds the market price of the underlying stock on the date of thc grant. Nonc of Brooks' filings throughout the period, however, reflected any compensation expense that should have bcen recorded as a result of the issues described in this Complaint.

18. Annual reports filed on Form 10-K for the company's fiscal years ended September 30, 1999 through September 30, 2005, quarterly reports filed on Form 10-Q for quarters ended March 31, 1999 through June 30, 2004, and rcgistration statements on dates sct forth below were materially misleading because they falsely represcntcd that compensation expense for options grants would be recorded when the exercise price of the grant was lower than the market price of Brooks' stock on the grant date. The filings

contained materially misleading financial results because they failed to reflect the compensation expenses incurred in grants of in-the-money options.

Therrien Receives A New Option in November 1999 Via Backdated Documents

19. On or about August 15, 1994, Therrien was granted an option to purchase 75,000 shares of Brooks' common stock at a price of $7.30 per share pursuant to a Unanimous Consent in Lieu of a Special Meeting of Board of Directors. Brooks' stock thereafter underwent a stock split, as a result of which Therrien held an option to purchase 225,000 shares of Brooks' stock at a price of $2.43 per share (or for an aggregate price of $546,750). The option was good for a five-year period and therefore expired on or about August 15, 1999.

20. In or about early November 1999, Brooks' finance department personnel discovered, and informed Therrien, that his option to purchase the 225,000 shares of Brooks' common stock had expired unexercised on or about August 15, 1999.

21. In or about November 1999, three out of the four members of Brooks' Board (including Therrien) signed a document entitled "Directors Ratification," which was dated November 11, 1999 ("Directors Ratification"). Among other things, the "Directors Ratification" stated that it was intended to "ratify, approve and confirm . . . [that] in connection with telephone conversations between and among . . . Therrien [and the other two Board members] in mid-June 1999, the then board of directors authorized the Company to extend a loan in the amount of $546,750 to . . . Therrien . . . for the purpose of paying the exercise price due from Mr. Therrien to the Company to exercise certain options held by Mr. Therrien to purchase 225,000 shares of the Company's

common stock . . . ." In fact, Brooks' Board did not authorize any loan to Therrien in or about June 1999 to pay the exercise price for his options.

22. The November 11, 1999 "Directors Ratification" also attached a promissory note, dated August 13, 1999, which obliged Therrien to pay back the $546,750 which the Board had purportedly agreed to lend him in mid-June 1999 ("Promissory Note"). The Promissory Note was signed by Therrien. In fact, Therrien did not sign the Promissory Note on August 13 or on any other date prior to the expiration of his option.

23. On or about November 18, 1999, Therrien exercised the option to purchase the 225,000 shares of Brooks' stock, conducted "as of" August 13, 1999. By exercising as of August 13, Therrien was able to purchase the shares at approximately 10% of the then current market price of approximately $28 per share. In fact, Therrien did not exercise the option to purchase the 225,000 shares on August 13 or on any other date before the option expired.

24. On or about November 19, 1999, Therrien repaid the loan which the Board had purportedly authorized in mid-June 1999 be made to him for the purpose of exercising the option to purchase the 225,000 Brooks' common stock shares.

25. Therrien was charged $13,211.88 in interest on the purported loan from August 13, 1999 to November 19, 1999. As a result, he was charged a total of $559,961.88 ($546,750 plus $13,211.88) for the 225,000 shares of Brooks' common stock. At the time, the 225,000 shares had a market value of approximately $6.3 million.

26. Therrien received a substantial undisclosed benefit from re-issuance of the option to purchase the 225,000 shares of Brooks' common stock in or about November

1999. The option had an exercise price of $2.43 per share, and had a cost basis of $559,962, including interest accrued on the loan. Using Brooks' November 18, 1999 closing stock price of $28.06, the option had a market value of $6,313,500. The value of the shares Therrien received upon exercising the option, representing compensation to him, was $5,753,538.

Effect of the November 1999 Option Grant on Brooks' Financial Reporting

27. In accordance with APB 25, Brooks should have recorded compensation expense of approximately $5.8 million, representing the intrinsic value of the option that was effectively granted to Therrien on or about November 18, 1999.

28. As a result of the November 1999 option grant to Therrien, Brooks, which reported pre-tax net income of approximately $25.2 million for the year ended September 30, 2000 in its annual report on Form 10-K filed with the Commission on or about December 22, 2000, overstated its actual pre-tax income by approximately $5.8 million, or approximately 30%.

29. The compensation charge for the Therrien option exercise should have been recorded in the quarter ended December 31, 1999, Brooks' first quarter of fiscal 2000. In its Form 10-Q for the quarter ended December 31, 1999, filed with the Commission on or about February 14, 2000, Brooks reported pre-tax net income of approximately $4.6 million. Had the Company recorded the correct compensation charge related to the Therrien option exercise, Brooks would have reported a pre-tax loss of approximately $1.2 million.

30. In addition, Brooks understated its accumulated deficit by approximately $5.8 million during subsequent reporting periods, continuing through at least September

30, 2005, due to the impact of the uncorrected entry on Brooks' quarterly and annual filings after November 1999. For the year ended September 30, 2000, Brooks reported an accumulated deficit of approximately $16.4 million. An additional $5.8 million charge would have increased the accumulated deficit to approximately $22.2 million, or approximately 26%. Annual reports on Form 10-K for the fiscal years ended September 30, 1999 through September 30, 2005 and quarterly reports on Form 10-Q for quarters ended March 31, 1999 through June 30, 2004 were materially misleading because they did not accurately reflect the expense that should have been recorded attributable to Therrien's November 1999 option transaction.

31. In addition to the annual and quarterly filings affected by the November 1999 option grant, Brooks also filed registration statements for the offer and sale of additional securities, including a Form S-3 filed on or about February 14, 2000 and another Form S-3 filed on or about March 7, 2001 that incorporated by reference the false Form 10-Q for the quarter ended December 31, 1999 and the false Form 10-K for the year ended September 30, 2000, respectively. Each of these filings was materially misleading because it did not accurately reflect the expense that should have been recorded attributable to Therrien's November 1999 option transaction.

32. In proxy materials related to an upcoming annual stockholders' meeting filed with the Commission on or about January 18, 2000, Brooks falsely reported that the $546,750 loan to Therrien had occurred on August 13, 1999. In addition, the filing failed to disclose that Therrien's option to purchase the 225,000 shares of Brooks' common stock had expired on or about August 15, 1999 and that Brooks had, in essence, granted him a new option in or about November 1999. Information concerning Therrien's

executive compensation in the proxy materials was incorporated prospectively by reference in Brooks' Form 10-K for the year ended September 30, 1999 and filed with the Commission on or about December 29, 1999. The proxy materials and the Form 10-K incorporating them by reference were materially misleading because they did not accurately reflect the compensation attributable to Therrien's November 1999 option transaction.

33. In proxy materials related to an upcoming annual stockholders' meeting filed with the Commission on or about January 24, 2001, Brooks did not disclose Therrien's receipt of $5,753,538, representing the difference between the market value of the new option he was granted in or about November 1999 and the cost to exercise the option at that time. Information concerning Therrien's executive compensation in the proxy materials was incorporated prospectively by reference in Brooks' Form 10-K for the year ended September 30, 2000 and filed with the Commission on or about December 22, 2000. The proxy materials and the Form 10-K incorporating them by reference were materially misleading because they did not accurately reflect the compensation to Therrien attributable to his November 1999 option transaction.

34. Brooks' January 24, 2001 proxy filing also stated that, "[i]n order to align the 1992 [Combination Stock Option] Plan with its current practices, in January 2000 the Board of Directors amended the 1992 Plan to eliminate the Company's ability to grant restricted stock under the 1992 Plan and to require that all options be granted with exercise prices not less than fair market value." This statement was false and misleading because, pursuant to the 1992 Plan, Brooks granted Therrien an option at a below-market exercise price in or about November 1999.

Other Option Grants Misstated in Brooks' Financial Statements

A. October 1, 2001 Option Grant

35. In or about late October or early November 2001, Brooks' Board approved, via a "Written Consent in Lieu of Special Meeting of Board of Directors" dated October 1, 2001, the awarding of "an aggregate amount of [approximately 1.9 million] options to the individuals listed on the attached Schedule A . . . ."

36. A final decision concerning how many options each option recipient was to receive was not reached until on or about November 30, 2001. It was therefore improper for Brooks to treat the approximately 1.9 million options as if they had been granted on October 1, 2001, the lowest price for Brooks' stock during the entire calendar year 2001.

37. The exercise price for the approximately 1.9 million shares granted as of October 1, 2001 was $25.22 per share. The closing price on the date the options actually were granted, November 30, 2001, was $36.75 per share. As a result, additional non-cash compensation expense reflecting the difference between the exercise price and the fair market value of the stock on the actual grant date of approximately $22 million, less adjustments, should have been recorded and was included in Brooks' July 2006 restatement of its prior financial statements.

38. Beginning with the Company's quarterly report on Form 10-Q for the quarter ended December 31, 2001, filed with the Commission on or about February 14, 2002, Brooks' first quarter of fiscal year 2002, and then each successive filing of quarterly and annual financial statements over the vesting period of these options (variously, two or four years), additional non-cash compensation expense charges should

have been recorded. In addition, Brooks filed a Form S-3 registration statement on or about April 29, 2002 that incorporated by reference the Form 10-Q/A for the quarter ended December 31, 2001 (filed on or about April 4, 2002). The financial statements contained in all of these filings were materially misleading because they did not reflect compensation expenses from the grant of in-the-money options.

39. In its proxy materials filed on or about January 21, 2003 relating to the election of directors, Brooks disclosed the October 2001 option grants to Therrien and other officers, as part of its required management compensation disclosure. The proxy disclosure stated that the exercise price was $25.22 per share, but failed to disclose that the actual grant date of the options differed from the stated grant date, resulting in an intrinsic value and additional compensation to the officers of approximately $2.7 million, less adjustments. The January 2003 proxy materials were incorporated prospectively by reference into Brooks' Form 10-K filing for the year ended September 30, 2002, filed with the Commission on or about December 30, 2002. The proxy materials and the Form 10-K incorporating them by reference were materially misleading because they did not accurately reflect the compensation attributable to the option grants backdated to October 1, 2001.

B. <u>January 4, 1999 Option Grant</u>

40. In or about February 1999, Brooks' Board approved, via a "Written Consent in Lieu of Special Meeting of Board of Directors," the granting of options to several categories of employees, effective January 4, 1999. The stock price of $14.62 per share on January 4, 1999 was the lowest market price for Brooks' stock during the entire calendar year 1999.

41. Pursuant to the Board's written consent, Therrien was granted an option to purchase 115,000 shares of Brooks' common stock at $14.62 per share (or for approximately $1.6 million).

42. In fact, the recipients and amounts of the option grants were not determined until weeks after the purported grant date of January 4, 1999. It was therefore improper for Brooks to treat the options as if they had been granted on January 4, 1999.

43. The options were actually granted on February 10, 1999, resulting in a revised fair market value of $23.75 per share. As required by APB 25, additional non-cash compensation expense of approximately $3.1 million, less adjustments, should have been recorded and was included in Brooks' July 2006 restatement of prior financial statements.

44. Brooks' Form 10-K for the fiscal year ended September 30, 1999, filed with the Commission on or about December 29, 1999, the Forms 10-Q filed on or about May 17, 1999 and on or about August 16, 1999, and each quarterly and annual filing from the second quarter of fiscal 1999 until the end of the option vesting period were misstated as a result of the missing additional non-cash compensation expense. The financial statements contained in the filings were materially misleading because they did not reflect compensation expenses from the grant of in-the-money options.

45. In its proxy materials relating to the election of directors filed on or about January 18, 2000, Brooks disclosed the issuance of an option to purchase 115,000 shares granted to Therrien as well as 54,000 options granted to other executives on January 4, 1999. The proxy disclosure stated that the exercise price was $14.63 per share and that this represented the fair market value of the Company's stock price on the grant date, but

failed to disclose that the actual grant date of the options differed from the stated grant date. Information concerning Therrien's executive compensation in the proxy materials was incorporated prospectively by reference in Brooks' Form 10-K for the year ended September 30, 1999, filed with the Commission on or about December 29, 1999. The proxy materials and the Form 10-K incorporating them by reference were materially misleading because they did not accurately reflect the compensation attributable to the option grants backdated to January 4, 1999.

46. The difference between the price on the actual grant date and the price on the stated grant date resulted in an intrinsic value for the officer option grants of approximately $1.5 million that was not disclosed in the January 18, 2000 proxy.

C. May 31, 2000 Option Grant

47. A grant of options to purchase 458,256 shares was made to Brooks' employees as of May 31, 2000. The option grant included at least one employee who did not start work at Brooks until weeks after May 31, 2000. It was therefore improper for Brooks to treat the options as if they had been granted on May 31, 2000.

48. The exercise price for the 458,256 options granted as of May 31, 2000 was $39.75 per share. The actual grant date was August 17, 2000, reflecting an outside director's approval of the employee's grant, resulting in a revised fair market stock value of $45.94 per share. As required by APB 25, additional non-cash compensation expense of approximately $2.8 million, less adjustments, should have been recorded and was included in Brooks' July 2006 restatement.

49. Beginning with the Company's annual report on Form 10-K filed with the Commission on or about December 22, 2000, and then each successive filing of quarterly

and annual financial statements over the vesting period of these options, additional non-cash compensation expense charges should have been recorded. In addition, Brooks filed S-3 registration and proxy statements that incorporated by reference the Company's Form 10-K filed on or about December 22, 2000. The financial statements contained in the filings were materially misleading because they did not reflect compensation expenses from the grant of in-the-money options.

50. Brooks also filed a proxy statement for the election of directors on or about January 24, 2001 that disclosed the May 31, 2000 option grants to Therrien and other officers and directors. The proxy disclosure stated that the exercise price was equal to the fair market value of the stock on the grant date but failed to disclose that the actual grant date of the options differed from the stated grant date, resulting in an intrinsic value and additional compensation to the officers and directors of approximately $2.3 million, less adjustments. Information concerning Therrien's executive compensation in the proxy materials was incorporated prospectively by reference in Brooks' Form 10-K for the year ended September 30, 2000 and filed with the Commission on or about December 22, 2000. The proxy materials and the Form 10-K incorporating them by reference were materially misleading because they did not accurately reflect the compensation attributable to the option grants backdated to May 31, 2000.

D. January 5, 2000 Option Grant

51. Another option grant occurred as of January 5, 2000. The faxed written consents authorizing this grant all bear a notation that they were sent to directors for signature from Brooks on or about February 4, 2000. One director's consent shows a fax date for his signature of on or about February 7, 2000. The actual grant date was

therefore February 7 as opposed to January 5. It was therefore improper for Brooks to treat the options as if they had been granted on January 5, 2000.

52. The exercise price for the 655,700 shares was $30.13 per share on the stated grant date of January 5, 2000. That market price represented the lowest price for a ten-month period during calendar year 2000. The actual grant date was February 7, 2000, resulting in a revised fair market stock value of $62.25 per share. As required by APB 25, additional non-cash compensation expense of approximately $20.6 million, with adjustments, should have been recorded and was included in Brooks' July 2006 restatement.

53. Beginning with Brooks' Form 10-Q for its second quarter of fiscal 2000, filed with the Commission on or about May 15, 2000, and then each quarterly and annual filing over the four-year vesting period, additional non-cash compensation charges should have been recorded. The financial statements contained in the filings were materially misleading because they did not reflect compensation expenses from the grant of in-the-money options.

54. In addition, Brooks filed a Form S-3 registration statement on or about February 12, 2002 that incorporated by reference the Company's annual report on Form 10-K for the year ended September 30, 2001, which in turn misstated financial statements for both 2000 and 2001 resulting from the improper accounting of this grant. This filing was materially misleading because it did not accurately reflect compensation expenses from the grant of in-the-money options.

55. Brooks also filed a proxy statement on or about January 24, 2001 that excluded disclosures related to the January 5, 2000 option grant. The 2001 proxy

materials disclosed that the options were granted at $30.13 per share (except approximately 12,000 stock options granted to Therrien at $33.14 per share). The proxy, however, failed to disclose that the actual date of the option grants was February 7, 2000 and that the officers received approximately $4.7 million of additional compensation representing the intrinsic value of their options. Brooks' Form 10-K, filed on or about December 22, 2000, incorporated prospectively by reference the compensation information contained in the proxy. The proxy materials and the Form 10-K incorporating them by reference were materially misleading because they did not accurately reflect the compensation attributable to the option grants backdated to January 5, 2000.

July 2006 Restatement

56. On or about July 31, 2006, Brooks restated its financial statements for fiscal years 1996 through 2005 to record cumulative non-cash, pre-tax stock-based compensation expense of $64.5 million, partially offset by a $1.8 million income tax benefit related to the above charges.

57. The total restatement included an approximately $5.8 million charge related to the November 1999 Therrien option exercise. The additional non-cash compensation charges recorded in the restatement were material in substantially all of Brooks' historical reporting periods. Brooks was required to restate its annual financial statements for fiscal years 2003-2005 and selected financial data for fiscal years 2001-2002. Additional charges were also taken related to options granted during fiscal years 1996-2000 but the financial statements for those years were not presented in the restatement.

58. The additional pre-tax, non-cash compensation recorded in each fiscal year was as follows:

Fiscal Year	Non-Cash Stock-Based Compensation Expense
2005	$ 1.6 million
2004	$ 3.1 million
2003	$17.3 million
2002	$18.7 million
2001	$ 7.5 million
2000	$14.1 million
1999	$ 0.6 million
Pre-1999	$ 1.6 million
Total	$64.5 million

CLAIMS

FIRST CLAIM
(Violations of Section 13(a) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 Thereunder)

59. Plaintiff repeats and incorporates by reference the allegations in paragraphs 1-58 of the Complaint as if set forth fully herein.

60. As set forth above, Brooks made materially false and misleading statements in Commission filings throughout the period described herein. As a result, Brooks violated Section 13(a) of the Exchange Act and Exchange Act Rules 12b-20, 13a-1 and 13a-13 throughout the period described herein.

SECOND CLAIM
(Violations of Section 13(b)(2)(A) of the Exchange Act)

61. Plaintiff repeats and incorporates by reference the allegations in paragraphs 1-58 of the Complaint as if set forth fully herein.

62. As set forth above, Brooks failed to make and keep accurate books, records and accounts. As a result, Brooks violated Section 13(b)(2)(A) of the Exchange Act.

THIRD CLAIM
(Violations of Section 13(b)(2)(B) of the Exchange Act)

63. Plaintiff repeats and incorporates by reference the allegations in paragraphs 1-58 of the Complaint as if set forth fully herein.

64. As set forth above, Brooks failed to devise and maintain an adequate system of internal controls. As a result, Brooks violated Section 13(b)(2)(B) of the Exchange Act.

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court issue a final judgment:

I.

Permanently enjoining the defendant from violating, directly or indirectly, Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1 and 13a-13 thereunder.

II.

Order such other relief as the Court deems just and proper.

Respectfully submitted,

Silvestre A. Fontes (BBO No. 627971)
Senior Trial Counsel
Michele T. Perillo (BBO No. 629343)
Senior Enforcement Counsel

ATTORNEYS FOR PLAINTIFF
SECURITIES AND EXCHANGE
COMMISSION
33 Arch Street, 23rd Floor
Boston, Massachusetts 02110
(617) 573-8991 (Fontes)
(617) 573-4590 (facsimile)

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