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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

FEDERAL TRADE COMMISSION,

Plaintiff,

v.

MAKE YOU FAMOUS CONSULTING, INC.
dba A Penbrook Productions, Penbrook
Productions, and Process from Home,

and

MICHAEL ALLEN BROOKS,

Defendants.

CV 09-4579 PA (VBKx)

**FINAL ORDER FOR
PERMANENT
INJUNCTION AND
MONETARY RELIEF**

Plaintiff, the Federal Trade Commission (“Commission” or “FTC”), filed a Complaint for a permanent injunction and other equitable relief against Defendants Make You Famous Consulting, Inc. and Michael Allen Brooks pursuant to Section 13(b) of the Federal Trade Commission Act (“FTC Act”), 15 U.S.C. § 53(b). The Complaint alleges that Defendants engaged in acts and practices in violation of Section 5(a) of the FTC Act, 15 U.S.C. § 45(a). The parties have agreed to the entry of this Stipulated Final Order for Permanent Injunction and Monetary Relief (“Order”) in settlement of the Commission’s

1 Complaint. The Court, being advised of the premises, makes the following
2 findings:

3 **FINDINGS**

4 1. This Court has jurisdiction over the subject matter of this case and
5 jurisdiction over all parties, and venue in the Central District of California is
6 proper.

7 2. The Complaint states a claim upon which relief may be granted under
8 Sections 5(a) and 13(b) of the FTC Act, 15 U.S.C. §§ 45(a) and 53(b), and the
9 Commission has the authority to seek the relief it has requested.

10 3. The acts and practices of Defendants were in or affecting commerce,
11 as defined in Section 4 of the FTC Act, 15 U.S.C. § 44.

12 4. Defendants waive:

13 (a) all rights to seek review or otherwise challenge or contest the validity
14 of this Order;

15 (b) any claim Defendants may have against the Commission, its
16 employees, representatives, or agents;

17 (c) all claims under the Equal Access to Justice Act, 28 U.S.C. § 2412, as
18 amended by Pub. L. 104-121, 110 Stat. 847, 863-64; and

19 (d) any rights to attorneys' fees that may arise under said provision of
20 law.

21 5. The Defendants stipulate and agree to this Order, without trial or
22 adjudication of any issue of fact or law, to settle and resolve all matters alleged in
23 the Complaint to the date of entry of this Order. Defendants do not admit any of
24 the allegations set forth in the Complaint, other than jurisdictional facts, and deny
25 any and all wrongdoing.

26 6. Each party shall bear its own costs and attorneys' fees.

27 7. Entry of this Order is in the public interest.
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1 Opportunities,” codified at 16 C.F.R. Part 437, or as it may be amended.

2 6. “Business Venture” means any written or oral business arrangement,
3 however denominated, that is covered by the Franchise Rule or the Business
4 Opportunity Rule, or that consists of the payment of any consideration in
5 exchange for:

- 6 a. The right or means to offer, sell, or distribute goods or services
7 (regardless of whether identified by a trademark, service mark,
8 trade name, advertising, or other commercial symbol); and
9 b. More than nominal assistance, or the promise of more than
10 nominal assistance, to any person or entity (including, but not
11 limited to, referrals to any persons providing or promising
12 location services), in connection with or incident to: (1) the
13 establishment, maintenance, or operation of a new business, or
14 (2) the entry by an existing business into a new line or type of
15 business.

16 7. “Franchise Rule” means the FTC Trade Regulation Rule titled
17 “Disclosure Requirements and Prohibitions Concerning Franchising,” codified at
18 16 C.F.R. Part 436, or as it may be amended.

19 8. “Work-at-Home Opportunity” means a plan, program, product, or
20 service represented to enable participants or purchasers to earn money while
21 working from home.

22 9. “Winding up” of a corporation means, for purposes of this Order, the
23 orderly cessation of all corporate activities, the dissolution of the referenced
24 corporation as permitted by and in compliance with the bylaws of the corporation
25 and the laws of the jurisdiction in which the corporate entity is incorporated, and
26 the provision to the Commission of the reports and/or accounting described in
27 Section III.B.4 below.

1 10. The terms “and” and “or” in this Order shall be construed
2 conjunctively or disjunctively as necessary10

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1 **II.**

2 **CUSTOMER INFORMATION**

3 **IT IS FURTHER ORDERED** that:

4 A. Defendants shall, within fourteen (14) days after service of this Order
5 upon Defendants, deliver to the Commission a list, in the form of a sworn
6 affidavit, of all consumers who paid money to Defendants in connection with any
7 Work-at-Home Opportunity or Business Opportunity which referenced Penbrook
8 Productions, A Penbrook Productions, or Process from Home. Such list shall
9 include each consumer's name, address, telephone number, and email address, if
10 available, and the total amount of monies paid less any amount credited for returns
11 or refunds; and

12 B. Except as provided in this Order, Defendants, and their officers,
13 agents, servants, employees, and attorneys, and all persons in active concert or
14 participation with them who receive actual notice of this Order by personal service
15 or otherwise, are permanently restrained and enjoined from:

- 16 1. Disclosing, using or receiving any benefit from customer
17 information, including the name, address, telephone number,
18 email address, social security number, other identifying
19 information, or any other data that enables access to a
20 customer's account (including a credit card, bank account, or
21 other financial account) of any person which either Defendant
22 obtained prior to entry of this Order in connection with the sale
23 of any Work-at-Home Opportunity; and
24 2. Failing to dispose of such customer information in all forms in
25 their possession, custody or control within thirty (30) days after
26 complying with the requirements of Subsection A of this
27 Section. Disposal shall be by means that protect against
28 unauthorized access to the customer information, such as by

1 burning, pulverizing, or shredding any papers, and by
2 destroying any electronic media, to ensure that the customer
3 information cannot practicably be read or reconstructed.

4 Provided, however, that customer information need not be disposed of, and
5 may be disclosed, to the extent requested by a government agency or required by a
6 law, regulation, or court order.

7 **III.**

8 **MONETARY RELIEF**

9 **IT IS FURTHER ORDERED** that:

10 A. Judgment is hereby entered against Defendants, jointly and severally,
11 in the amount of seven million six hundred thousand dollars (\$7,600,000),
12 provided, however, that this judgment shall be suspended and, subject to the
13 provisions of Section IV below, shall be deemed satisfied upon completion of the
14 following conditions:

- 15 1. The transfer of one hundred and twenty five thousand dollars
16 (\$125,000) to the Commission or its designated agent within
17 ten (10) business days of the entry of this Order by the Court;
- 18 2. The winding up of Opus Veritas Casualty Company in
19 compliance with the procedures described in Subsection B of
20 this Section;
- 21 3. The transfer to the Commission of all assets (including
22 premiums) held by Opus Veritas Casualty Company at the
23 conclusion of such winding up, such transfer to be made to the
24 Commission or its designated agent within ten (10) business
25 days after such winding up; and
- 26 4. The transfer to the Commission or its designated agent within
27 five (5) business days of receipt by either Defendant of any
28 funds from any reserve account held or maintained by Trans

1 First in connection with any sales or other transactions by the
2 Corporate Defendant;

3 B. The Individual Defendant, as sole shareholder and a director of Opus
4 Veritas Casualty Company, shall

- 5 1. Take all actions necessary for the winding up of Opus Veritas
6 Casualty Company referenced in Subsection A of this Section,
7 including such actions as are necessary to ensure that, no later
8 than 270 days after the entry of this Order, the winding up of
9 Opus Veritas Casualty Company is concluded, provided
10 however that if the winding up is not concluded within 180
11 days after the entry of this Order, the Individual Defendant
12 shall submit a detailed description of all steps which have been
13 taken to accomplish the winding up and what steps remain to
14 be taken;
- 15 2. Upon entry of this Order, cease and desist from offering,
16 directly or indirectly or through any corporation, partnership,
17 subsidiary, division, agent, or representative any program of
18 insurance or any warranty that references or is connected in
19 any way with Opus Veritas Casualty Company;
- 20 3. Before he or any entity he owns or controls agrees to perform
21 additional services for any customer who previously received a
22 certificate of insurance from Opus Veritas Casualty Company
23 or was otherwise notified of the availability of this insurance,
24 provide written notice to such customer that such insurance is
25 not available as insurance, warranty, or other security for any
26 future agreements to provide service;

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1 4. Provide to the Commission an audited accounting showing all
2 payments made by Opus Veritas Casualty Company to any
3 person on or after August 27, 2009, identifying that person by
4 name, address, and telephone number, and describing in detail
5 the reason for the payment; provided however that in lieu of an
6 audited accounting, Defendants may provide one or more
7 reports prepared by an independent accountant showing all
8 payments made by Opus Veritas Casualty Company to any
9 person on or after August 27, 2009, identifying that person by
10 name, address, and telephone number, and describing in detail
11 the reason for the payment. Such reports shall be submitted to
12 the Commission every 60 days from the date of entry of this
13 order until the winding up is completed. Provided further that
14 if the amount of funds remaining in Opus Veritas Casualty
15 Company after winding up is completed is less than \$200,000,
16 Defendants must provide an audited accounting as described in
17 this Section; and

18 5. Provide to the Commission, upon the conclusion of the
19 winding up of Opus Veritas Casualty Company, a sworn
20 statement confirming that no monies have been paid and no
21 premiums returned to any Defendant or any corporation,
22 partnership, subsidiary, division, or other entity owned or
23 controlled by any Defendant, or to any present or former agent,
24 representative, servant, employee, relative, or partner of any
25 Defendant, directly or indirectly or for any Defendant's benefit,
26 except in accordance with Subsection A of this Section;

27 provided further that any fees paid to accomplish the winding up shall be
28 reasonable and shall not be paid to any Defendant or any corporation, partnership,

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1 E. The judgment entered pursuant to this Section of this Order is
2 equitable monetary relief, solely remedial in nature, and not a fine, penalty,
3 punitive assessment or forfeiture;

4 F. Defendants relinquish all dominion, control and title to the funds paid
5 to the fullest extent permitted by law. Defendants shall make no claim to or
6 demand return of the funds, directly or indirectly, through counsel or otherwise;

7 G. Upon request, Defendants are hereby required, in accordance with 31
8 U.S.C. § 7701, to furnish to the Commission their tax identification numbers,
9 which shall be used for purposes of collecting and reporting on any delinquent
10 amount arising out of this Order; and

11 H. Pursuant to Section 604(1) of the Fair Credit Reporting Act, 15
12 U.S.C. § 1681b(1), any consumer reporting agency may furnish a consumer report
13 concerning any Defendant to the Commission, which shall be used for purposes of
14 collecting and reporting on any delinquent amount arising out of this Order.

15 **IV. RIGHT TO REOPEN**

16 **IT IS FURTHER ORDERED** that the Commission's agreement to, and
17 the Court's approval of, this Order are expressly premised on the truthfulness,
18 accuracy and completeness of Defendants' financial statements previously
19 submitted to the Commission: the financial statement of Michael Allen Brooks,
20 dated August 28, 2009; the financial statement of Make You Famous Consulting,
21 Inc., dated August 26, 2009; the financial statement of Business Resources
22 International, Inc., dated August 28, 2009; the financial statement of Transaction
23 Management & Solutions, Inc., dated August 28, 2009; and the financial statement
24 of Merchant Group USA, Inc., dated August 28, 2009. If, upon motion by the
25 Commission, the Court finds that the financial statement of any Defendant or any
26 entity owned and controlled by any Defendant listed above contains any material
27 misrepresentation or omission, the suspended judgment entered in Section III,
28 above, shall become immediately due and payable as to that Defendant, less any

1 amounts turned over to the Commission pursuant to Section III, above; provided,
2 however, that in all other respects this Order shall remain in full force and effect
3 unless otherwise ordered by the Court; and, provided further, that proceedings
4 instituted under this provision would be in addition to, and not in lieu of, any other
5 civil or criminal remedies as may be provided by law, including any other
6 proceedings that the Commission may initiate to enforce this Order. For purposes
7 of this Section IV, Defendants waive any right to contest any of the allegations in
8 the Complaint.

9 **V. COMPLIANCE MONITORING**

10 **IT IS FURTHER ORDERED** that, for the purpose of (i) monitoring and
11 investigating compliance with any provision of this Order and (ii) investigating the
12 accuracy of any Defendants' financial statement upon which the Commission's
13 agreement to this Order is expressly premised:

14 A. Within ten (10) days of receipt of written notice from a representative
15 of the Commission, Defendants each shall submit additional written reports, which
16 are true and accurate and sworn to under penalty of perjury; produce documents
17 for inspection and copying; appear for deposition; and provide entry during
18 normal business hours to any business location in each such Defendant's
19 possession or direct or indirect control to inspect the business operation;

1 C. Defendants each shall permit representatives of the Commission to
2 interview any employer, consultant, independent contractor, representative, agent
3 or employee who has agreed to such an interview, relating in any way to any
4 conduct subject to this Order. The person interviewed may have counsel present.

5 Provided, however, that nothing in this Order shall limit the Commission's
6 lawful use of compulsory process, pursuant to Sections 9 and 20 of the FTC Act,
7 15 U.S.C. §§ 49, 57b-1, to obtain any documentary material, tangible things,
8 testimony, or information relevant to unfair or deceptive acts or practices in or
9 affecting commerce (within the meaning of 15 U.S.C. § 45(a)(1)).

10 **VI. COMPLIANCE REPORTING BY DEFENDANTS**

11 **IT IS FURTHER ORDERED** that, in order that compliance with the
12 provisions of this Order may be monitored,

13 A. For a period of three (3) years from the date of entry of this Order,

14 1. The Individual Defendant shall notify the Commission of the
15 following:

16 a. Any changes in his residence, mailing addresses, and
17 telephone numbers, within ten (10) days of the date of
18 such change;

19 b. Any changes in his employment status (including self-
20 employment), and any change in his ownership in any
21 business entity, within ten (10) days of the date of such
22 change. Such notice shall include the name and address
23 of each business that he is affiliated with, employed by,
24 creates or forms, or performs services for; a detailed
25 description of the nature of the business; and a detailed
26 description of his duties and responsibilities in
27 connection with the business or employment; and

28 c. Any changes in his name or use of any aliases or

1 fictitious names within ten (10) days of the date of such
2 change; and

3 2. Defendants shall notify the Commission of any changes in
4 structure of the Corporate Defendant, or any business entity
5 that the Individual Defendant directly or indirectly controls, or
6 has an ownership interest in, that may affect compliance
7 obligations arising under this Order, including but not limited
8 to: incorporation or other organization; a dissolution,
9 assignment, sale, merger, or other action; the creation or
10 dissolution of a subsidiary, parent, or affiliate that engages in
11 any acts or practices subject to this Order; or a change in the
12 business name or address, at least thirty (30) days prior to such
13 change, provided that, with respect to any proposed change in
14 the business entity about which a Defendant learns less than
15 thirty (30) days prior to the date such action is to take place,
16 such Defendant shall notify the Commission as soon as is
17 practicable after obtaining such knowledge;

18 B. One hundred eighty (180) days after the date of entry of this Order,
19 and annually thereafter for a period of five (5) years, Defendants each shall
20 provide a written report to the FTC, which is true and accurate and sworn to under
21 penalty of perjury, setting forth in detail the manner and form in which they have
22 complied and are complying with this Order. This report shall include, but not be
23 limited to,

24 1. For the Individual Defendant:

25 a. his then-current residence address, mailing addresses,
26 and telephone numbers; and

27 b. his then-current employment status (including self-
28 employment), including the name, addresses, and

1 telephone numbers of each business that he is affiliated
2 with, employed by, or performs services for; a detailed
3 description of the nature of the business; and a detailed
4 description of his duties and responsibilities in
5 connection with the business or employment; and

6 2. For both Defendants:

- 7 a. a copy of each acknowledgment of receipt of this Order,
8 obtained pursuant to the Section VIII of this Order; and
9 b. any other changes required to be reported under
10 Subsection A of this Section;

11 C. Each Defendant shall notify the Commission of the filing of a
12 bankruptcy petition by such Defendant within fifteen (15) days of filing;

13 D. For the purposes of this Order, Defendants shall, unless otherwise
14 directed by the Commission's authorized representatives, send by overnight
15 courier all reports and notifications required by this Order to the Commission, to
16 the following address:

17 Associate Director for Enforcement
18 Federal Trade Commission
19 600 Pennsylvania Avenue, N.W., Room NJ-2122
Washington, D.C. 20580
RE: FTC v. Make You Famous Consulting, Inc., et al.

20 Provided that, in lieu of overnight courier, Defendants may send such reports or
21 notifications by first-class mail, but only if Defendants contemporaneously send
22 an electronic version of such report or notification to the Commission at:

23 DEBrief@ftc.gov; and

24 E. For purposes of the compliance reporting and monitoring required by
25 this Order, the Commission is authorized to communicate directly with each
26 Defendant.

27 **VII. RECORD KEEPING PROVISIONS**

28 **IT IS FURTHER ORDERED** that, for a period of six (6) years from the

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1 **VIII. DISTRIBUTION OF ORDER**

2 **IT IS FURTHER ORDERED** that, for a period of five (5) years from the
3 date of entry of this Order, Defendants shall deliver copies of the Order as directed
4 below:

5 A. The Corporate Defendant must deliver a copy of this Order to (1) all
6 of its principals, officers, directors, and managers; (2) all of its employees, agents,
7 and representatives who engage in conduct related to the subject matter of the
8 Order (the marketing, advertising, promotion, distribution, offer for sale, or sale of
9 any Work-at-Home Opportunity or Business Venture, or the implementation or
10 fulfillment of any stated cancellation or refund policy); and (3) any business entity
11 resulting from any change in structure set forth in Subsection A.2 of Section VI of
12 this Order. For current personnel, delivery shall be within five (5) days of service
13 of this Order upon such Defendant. For new personnel, delivery shall occur prior
14 to them assuming their responsibilities. For any business entity resulting from any
15 change in structure set forth in Subsection A.2 of Section VI, delivery shall be at
16 least ten (10) days prior to the change in structure;

17 B. For any business that the Individual Defendant controls, directly or
18 indirectly, or in which the Individual Defendant has a majority ownership interest,
19 he must deliver a copy of this Order to (1) all principals, officers, directors, and
20 managers of that business; (2) all employees, agents, and representatives of that
21 business who engage in conduct related to the subject matter of the Order (the
22 marketing, advertising, promotion, distribution, offer for sale, or sale of any Work-
23 at-Home Opportunity or Business Venture, or the implementation or fulfillment of
24 any stated cancellation or refund policy); and (3) any business entity resulting
25 from any change in structure set forth in Subsection A.2 of Section VI. For
26 current personnel, delivery shall be within five (5) days of service of this Order
27 upon the Individual Defendant. For new personnel, delivery shall occur prior to
28 them assuming their responsibilities. For any business entity resulting from any

1 change in structure set forth in Subsection A.2 of Section VI, delivery shall be at
2 least ten (10) days prior to the change in structure;

3 C. For any business where the Individual Defendant is not a controlling
4 person of a business but otherwise engages in conduct related to the subject matter
5 of this Order, the Individual Defendant must deliver a copy of this Order to all
6 principals and managers of such business before engaging in such conduct; and

7 D. Defendants must secure a signed and dated statement acknowledging
8 receipt of the Order, within thirty (30) days of delivery, from all persons receiving
9 a copy of the Order pursuant to this Section VIII.

10 **IX.**

11 **ACKNOWLEDGMENT OF RECEIPT OF ORDER**

12 **IT IS FURTHER ORDERED** that each Defendant, within five (5)
13 business days of receipt of this Order as entered by the Court, must submit to the
14 Commission a truthful sworn statement acknowledging receipt of this Order.

15 **X.**

16 **DISSOLUTION OF PRELIMINARY INJUNCTION**

17 **IT IS FURTHER ORDERED** that, upon entry of this Order, the
18 preliminary injunction entered in this matter on August 11, 2009, shall be
19 dissolved.

XI.

RETENTION OF JURISDICTION

IT IS FURTHER ORDERED that this Court shall retain jurisdiction of this matter for purposes of construction, modification, and enforcement of this Order.

IT IS SO ORDERED.

Dated: February 10, 2010

The Honorable Percy Anderson
United States District Judge

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