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9 **UNITED STATES DISTRICT COURT**
10 **DISTRICT OF ARIZONA**

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13 SECURITIES AND EXCHANGE
COMMISSION,

14 Plaintiff,

15 vs.

16 MAYNARD L. JENKINS,

17 Defendant.

Case No. CV-09-01510-PHX-RJB

**[PROPOSED] FINAL JUDGMENT AS
TO DEFENDANT MAYNARD L.
JENKINS**

18 The Securities and Exchange Commission having filed a Complaint and
19 Defendant Maynard L. Jenkins having entered a general appearance; consented to the
20 Court's jurisdiction over Defendant and the subject matter of this action; consented to
21 entry of this Final Judgment without admitting or denying the allegations of the
22 Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and
23 waived any right to appeal from this Final Judgment:

24 I.

25 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant shall
26 reimburse O'Reilly Automotive Inc. ("O'Reilly"), which acquired CSK Auto
27 Corporation ("CSK"), \$2,796,467 pursuant to Section 304(a) of the Sarbanes-Oxley Act
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1 of 2002, 15 U.S.C. § 7243(a). Defendant shall satisfy this reimbursement obligation to
2 O'Reilly by paying O'Reilly in two installments. The first installment, in the amount of
3 \$2,097,350.25, shall be paid within thirty (30) calendar days after entry of this Final
4 Judgment. The second installment, in the amount of \$699,116.75, shall be paid within
5 one year of the date of the entry of the Final Judgment, plus post-judgment interest
6 pursuant to 28 U.S.C. § 1961. All payments shall be mailed to Jeff Groves, Vice
7 President and General Counsel, O'Reilly Automotive, Inc., 233 S. Patterson, Springfield,
8 MO 65802, and accompanied by a cover letter identifying Maynard L. Jenkins as a
9 defendant in this action; setting forth the title and civil action number of this action and
10 the name of this Court; and specifying that payment is made pursuant to this Final
11 Judgment. Defendant shall promptly transmit, or cause to be promptly transmitted,
12 photocopies of such payments and letters to the Commission's counsel in this action. If
13 by wire transfer, the payment shall be made pursuant to confidential wire transfer
14 instructions that O'Reilly has provided to Defendant for the purpose of making such
15 payments. Upon making such payment by wire transfer, Defendant promptly shall
16 inform the Commission's counsel in this action, or shall cause the Commission's counsel
17 promptly to be informed, in writing (i) that the payment was made by wire transfer, (ii)
18 the date the payment was made, and (iii) the amount of the payment. If he chooses to do
19 so, Defendant may pay the second installment sooner than one year from the date of entry
20 of the Court Consent Judgment, without penalty for prepayment. By making those
21 payments, Defendant relinquishes all legal and equitable right, title, and interest in such
22 funds, and no part of the funds shall be returned to Defendant. If Defendant fails to make
23 any payment by the date agreed and/or in the amount agreed according to the schedule set
24 forth above, all outstanding payments under this Final Judgment, including post-
25 judgment interest, minus any payments made, shall become due and payable immediately
26 without further application to the Court.

27 II.

28 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant

1 shall not seek indemnification from O'Reilly, or its wholly owned subsidiary, CSK, for
2 the payments required by this Final Judgment.

3 III.

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court
5 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final
6 Judgment.

7 IV.

8 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules
9 of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and
10 without further notice.

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