

ORIGINAL
IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

United States Courts
Southern District of Texas
ENTERED

MAY 28 2003

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

GREGORY D. FRAZIER,

Defendant

Michael N. Milby, Clerk of Court

H-03-1718

FINAL JUDGMENT
AND ORDER OF PERMANENT INJUNCTION
AND OTHER EQUITABLE RELIEF

Plaintiff, Securities and Exchange Commission ("the Commission"), having filed its Complaint for Permanent Injunction and Other Equitable Relief ("the Complaint"); there having been no trial of this matter; defendant Gregory D. Frazier ("Frazier") having acknowledged in the Stipulation and Consent, filed herein, receipt of the Complaint filed in this matter, having waived service of the Summons and Complaint, having admitted the *in personam* jurisdiction of this Court and the jurisdiction of this Court over the subject matter of this action, having waived the entry of Findings of Fact and Conclusions of Law under Rule 52 of the Federal Rules of Civil Procedure, having waived the right to appeal from this Final Judgment; having agreed, for purposes of this action only, without admitting or denying any of the allegations of the Commission's Complaint, except as to *in personam* and subject matter jurisdiction, to the entry of this Final Judgment and Order enjoining defendant Frazier from violating Section 10(b) of the Securities Exchange Act of 1934, as amended ("Exchange Act") [15 U.S.C. §78j(b)] and Rule

10b-5 thereunder [17 C.F.R. §240.10b-5]. It further appearing that this Court has jurisdiction over defendant Frazier and the subject matter of this action; it appearing that no further notice of hearing for the entry of this Final Judgment and Order need be given; the Court being fully advised in the premises, and no just reason for delay appearing:

I.

IT IS ORDERED, ADJUDGED AND DECREED that defendant Frazier, his agents, servants, employees, attorneys and all persons in active concert or participation with any of them who receive actual notice of this Final Judgment and Order by personal service or otherwise are permanently restrained and enjoined from directly or indirectly violating Section 10(b) of the Exchange Act [15 U.S.C. §78j(b)] and Rule 10b-5 thereunder [17 C.F.R. §240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or any facility of any national securities exchange, in connection with the purchase or sale of any security, to:

- (a) employ any device, scheme or artifice to defraud;
- (b) make any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

III.

IT IS ORDERED, ADJUDGED AND DECREED that defendant Frazier pay disgorgement in the amount of \$54,616.11, representing his profits from the purchases and sales of securities specified in the Complaint, plus prejudgment interest thereon in the amount of \$1,281.20 within ten (10) days of the entry of this Order, defendant Frazier shall make payment

of \$55,897.31 in the form of a cashiers check, certified check or postal money order payable to the "Securities and Exchange Commission" under cover of a letter that identifies Frazier, the caption and case number of this action and the name of this Court. Frazier shall transmit the payment and accompanying cover letter to Harold F. Degenhardt, District Administrator, Securities and Exchange Commission, Fort Worth District Office, 801 Cherry Street, 19th Floor, Fort Worth, Texas 76102. At such time as Frazier pays such funds to the Commission, he relinquishes all legal and equitable right, title, and interest in those funds, and no part of such funds shall be returned to Frazier or his affiliates, heirs, successors, or assigns.

IV.

IT IS ORDERED, ADJUDGED, AND DECREED that a civil penalty in the amount of \$27,308.06 shall be imposed upon Frazier pursuant to Section 21 of the Exchange Act [15 U.S.C. §78u]. Within 10 days of the entry of this Order, defendant Frazier shall make payment of \$27,308.06 in the form of a cashiers check, certified check or postal money order payable to the "Securities and Exchange Commission" under cover of a letter that identifies Frazier, the caption and case number of this action and the name of this Court. Frazier shall transmit the payment and accompanying cover letter to Harold F. Degenhardt, District Administrator, Securities and Exchange Commission, Fort Worth District Office, 801 Cherry Street, 19th Floor, Fort Worth, Texas 76102. At such time as Frazier pays such funds to the Commission, he relinquishes all legal and equitable right, title, and interest in those funds, and no part of such funds shall be returned to Frazier or his affiliates, heirs, successors, or assigns.

V.

There being no just reason for delay, the Clerk of this Court is hereby directed to enter this Final Judgment and Order of Permanent Injunction and Other Equitable Relief pursuant to Rule 54 of the Federal Rules of Civil Procedure.

Signed this 27 day of May 2003.


UNITED STATES DISTRICT JUDGE