

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

SECURITIES AND EXCHANGE)	
COMMISSION,)	
)	
Plaintiff,)	CIVIL ACTION NO.
)	
VS.)	3:08-CV-1013-G
)	
GREGORY CARL GUNN, ET AL.,)	ECF
)	
Defendants.)	

AGREED FINAL JUDGMENT
AGAINST PHILLIP BRIAN GUNN

Plaintiff Securities and Exchange Commission (“Commission”), having filed a complaint against defendant Phillip Brian Gunn (“defendant”), and defendant, having made an appearance herein, having waived service of process and having consented to the entry of an order of permanent injunction and to the entry of this Final Judgment, without admitting or denying the allegations in the Commission’s complaint except as to personal and subject matter jurisdiction, which are admitted, and having waived findings of fact and conclusions of law;

It is hereby **ORDERED, ADJUDGED and DECREED:**

I.

Defendant, his agents, servants, employees, attorneys, and all other persons in active concert or participation with them, who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 10b-5 [15 U.S.C. §78j(b) and 17 C.F. R. §240.10b-5], directly or indirectly, in connection with the purchase or sale of a security, by making use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange:

- A. to use or employ any manipulative or deceptive device or contrivance;
- B. to employ any device, scheme or artifice to defraud;
- C. to make any untrue statement of a material fact or 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; and/or
- D. to engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

II.

It is hereby further **ORDERED, ADJUDGED** and **DECREED** that defendant is liable for disgorgement of \$76,286, together with prejudgment interest thereon in

the amount of \$17,502, for a total of \$93,788. Based on the defendant's Sworn Financial Statement dated November 27, 2009, the court is not ordering defendant to pay a civil penalty and payment of all but \$20,000 of the disgorgement and pre-judgment interest thereon is waived. The determination not to impose a civil penalty or to order disgorgement in excess of \$20,000 is contingent upon the accuracy and completeness of defendant's Statement of Financial Condition. 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, at its sole discretion and without prior notice to defendant, petition the court for an order requiring defendant to pay the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by defendant was fraudulent, 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 this Consent or

the Final Judgment; (2) contest the allegations in the complaint filed by the Commission; (3) assert that payment of a civil penalty should not be ordered; (4) contest the imposition of the maximum civil penalty allowable under the law; or (5) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

III.

It is hereby further **ORDERED, ADJUDGED** and **DECREED** that defendant shall satisfy the obligation to disgorge paying equal installments of \$3,333.34 beginning six months after the entry of this judgment and each six months thereafter until the disgorgement is fully paid. Defendant shall remit all payments pursuant to this judgment by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Phillip Brian Gunn as a defendant in this action; setting forth the title and civil action number of this action and the name of this court; and specifying that payment is made pursuant to this Final Judgment. The Commission shall remit the funds paid pursuant to this paragraph to the United States Treasury.

IV.

It is further **ORDERED, ADJUDGED** and **DECREED** that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that defendant shall comply with all of the undertakings and agreements set forth therein.

V.

It is further **ORDERED, ADJUDGED** and **DECREED** that this court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

VI.

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.

May 26, 2010.



A. JOE FISH
Senior United States District Judge