

FILED

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION

SEP 26 2000

U. S. DISTRICT COURT  
CLERK'S OFFICE  
BY \_\_\_\_\_ DEPUTY

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

1<sup>st</sup> BUY.COM, INC.,  
ROGER D. PRINGLE

Defendants.

A 00 CA 59 9SS

CIVIL ACTION NO.  
CHAMBERS OF

SEP 26 2000

SAM SPARKS

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER  
EQUITABLE RELIEF AGAINST ROGER D. PRINGLE**

This matter came before this Court on the application of plaintiff Securities and Exchange Commission ("Commission") by consent of defendant Roger D. Pringle ("Pringle"), for issuance of this Final Judgment in this action, providing the relief set out herein.

Pringle has provided this Court with a Stipulation and Consent ("Stipulation") in which, inter alia, he (1) acknowledges and admits the in personam jurisdiction of this Court over him, and the subject matter jurisdiction of this Court over the cause of action claimed by the Commission herein; (2) waives entry of findings of fact and conclusions of law under rule 52, Fed. Rules Civ. Proc., 28 U.S.C.A., with respect to the entry of this Final Judgment; and 3) consents, for purposes of this action only, to the entry of this Final Judgment, without admitting or denying any of the allegations of the Commission's Complaint in this matter and without admitting or denying any violation of the federal securities laws, except as to jurisdiction, as set forth herein.

It appears this Court has in personam jurisdiction over Pringle, and subject matter jurisdiction over the cause of action claimed by the Commission; that no further notice or hearing is

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required prior to entry of this Final Judgment and there is no just reason for delay; and the Court has been fully advised of the premises for entry of this Final Judgment.

**IT IS THEREFORE ORDERED:**

I.

Defendant Pringle, his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, be and hereby are permanently restrained and enjoined, directly or indirectly, in connection with the purchase or sale of any security, from making use of any means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) to employ any device, scheme or artifice to defraud;
- (b) 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; or
- (c) to engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

II.

Defendant Pringle, his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined, in the offer or sale of any security, from making use of any means or instruments of transportation or communication in interstate commerce, or of the mails, directly or indirectly:

- (a) to employ any device, scheme or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission 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; or

(c) to engage in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

III.

Defendant Pringle, his agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with him, who receive actual notice of this Final Judgment by personal service or otherwise, are permanently restrained and enjoined in the offer or sale of any security, from directly or indirectly:

(a) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell any securities, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect with the Commission as to such securities;

(b) carrying securities, or causing them to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or delivery after sale, unless and until a registration statement is in effect with the Commission as to such securities; or

(c) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy, through the use or medium of any prospectus or otherwise, securities, unless a registration statement has been filed with the Commission as to such securities, or while a registration statement filed with the Commission as to such securities is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act of 1933 ("Securities Act"), as amended [15 U.S.C. § 77h]; provided, however, that nothing in this Part III shall apply to any security or transaction which is exempt from the

provisions of Section 5 of the Securities Act, as amended [15 U.S.C. § 77e].

IV.

Pringle shall pay a civil penalty of \$25,000 pursuant to Section 21(d)(3) of the Securities Exchange Act of 1934 [15 U.S.C. §78u(d)(3)], and Section 20(d) of the Securities Act [15 U.S.C. §77t(d)]. Pringle shall, within 90 days of the entry of this Final Judgment, pay the \$25,000 civil penalty to the United States Treasury. Such payment shall be: (A) made by United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies Pringle as a defendant in this civil action, and the docket number hereof, a copy of which cover letter and money order or check shall be sent to Harold F. Degenhardt, the District Administrator of the Fort Worth District Office, Securities and Exchange Commission, 801 Cherry Street, Suite 1900, Fort Worth Texas 76102.

V.

The Consent filed herein is hereby incorporated in this Final Judgment with the same force and effect as if fully set forth herein.

VI.

This Court shall retain jurisdiction over this action and over defendant Pringle for all purposes, including for purposes of enforcing the terms of this Final Judgment.

VII.

This Final Judgment may be served upon defendant Pringle in person or by mail either by the United States Marshal, by the Clerk of the Court or by any member of the staff of the Commission

VIII.

There being no just reason for delay, the Clerk of this Court is hereby directed to enter this Final Judgment as to defendant Pringle pursuant to Rule 54 of the Federal Rules of Civil Procedure.


SIGNED this 26<sup>th</sup> day of September, 2000.

  
UNITED STATES DISTRICT JUDGE

Agreed as to Form and Content

  
Roger D. Pringle

Approved for Entry

  
Eduardo Espinosa  
Vial, Hamilton, Koch & Knox, L.L.P.  
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Attorney for Roger D. Pringle