

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF WEST VIRGINIA
BLUEFIELD DIVISION

ENTERED
APR 16 2001
CLERK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MELISSA K. QUIZENBEURY,

Defendant.

Civil Action No. 01-01-303

**FINAL JUDGMENT OF PERMANENT INJUNCTION AS TO DEFENDANT
MELISSA K. QUIZENBEURY**

Plaintiff Securities and Exchange Commission (the "Commission") having commenced this action by filing its Complaint (the "Complaint"), and defendant Melissa K. Quizenbeury ("Quizenbeury"), in the attached Consent of Defendant Melissa K. Quizenbeury ("Consent"), having entered a general appearance, having admitted the jurisdiction of this Court over her and over the subject matter of this action, having waived the filing of an answer to the Complaint, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having waived any right she may have to appeal from the entry

of this Final Judgment of Permanent Injunction and Other Relief as to Defendant Melissa K. Quizenbeury (“Final Judgment”), and without admitting or denying the allegations of the Complaint except as to jurisdiction, which she admits, having consented to the entry of this Final Judgment, and it further appearing that this Court has jurisdiction over Quizenbeury and the subject matter of the action, and the Court being fully advised in the premises:

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that defendant Quizenbeury, her agents, servants, employees, attorneys-in-fact and all persons in active concert or participation with them 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 from:

(a) directly or indirectly, violating Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by the use of any means or instrumentality of interstate commerce, or of the mails, or any facility of a national securities exchange by:

- (1) employing any device, scheme, or artifice to defraud,
- (2) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in the light of the circumstances under which they were made, not misleading, or
- (3) engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

in connection with the purchase or sale of any security; and

(b) directly or indirectly, violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. §77q(a)] by, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, directly or indirectly,

- (1) employing any device, scheme or artifice to defraud,
- (2) obtaining 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
- (3) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that based upon Quizenbeury's sworn representations in her Statement of Financial Condition dated March 28, 2001, and submitted to the Commission, the payment of any penalty amount pursuant to Section 20(d) of the Securities Act [15 U.S.C. §77t(d)] and Section 21A of the Exchange Act [15 U.S.C. § 78u-1], is hereby waived. However, if at any time following the entry of this Final Judgment the Commission obtains information indicating that Quizenbeury's representations to the Commission concerning her 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 Quizenbeury, petition this Court for an order requiring her to pay a civil penalty. In connection with any such petition, the only issues shall be whether the

financial information provided by Quizenbeury was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Quizenbeury to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment, and the Commission may also request additional discovery. Quizenbeury may not, by way of defense to such petition, challenge the validity of her Consent or the Final Judgment, contest the allegations in the Complaint filed by the Commission, or assert that the payment of a civil penalty should not be ordered.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the annexed Consent be, and the same hereby is, incorporated herein by reference with the same force and effect as if fully set forth herein.

IV.

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.

V.

There being no reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment forthwith.

SO ORDERED, this 16th day of APRIL, 2001.


UNITED STATES DISTRICT JUDGE

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF WEST VIRGINIA
BLUEFIELD DIVISION

FILED

APR 10 2001

SAMUEL L. KAY, CLERK
U.S. District & Bankruptcy Courts
Bluefield, West Virginia

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MELISSA K. QUIZENBEURY,

Defendant.

01 Civ. 101-303

**CONSENT AND UNDERTAKING OF
DEFENDANT MELISSA K. QUIZENBEURY**

1. Defendant Melissa K. Quizenbeury ("Quizenbeury") enters a general appearance, admits the jurisdiction of this Court over her and over the subject matter of this action, acknowledges service upon her of the Complaint (the "Complaint") of Plaintiff Securities and Exchange Commission (the "Commission") in this action, and waives the filing of an Answer.

2. Defendant Quizenbeury, without admitting or denying the allegations of the Complaint, except as to jurisdiction, which she admits, consents to the entry of the Final Judgment Of Permanent Injunction As To Defendant Melissa K. Quizenbeury (the "Final Judgment") in the form annexed hereto and incorporated herein by reference, which permanently restrains and enjoins Quizenbeury from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. §77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5].

3. Defendant Quizenbeury understands that the Court is not ordering her to pay a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. §77t(d)] or Section 21A of the Exchange Act [15 U.S.C. § 78u-1], based upon the accuracy and completeness of Quizenbeury's sworn representations in her Statement of Financial Condition dated March 28, 2001 and submitted to the Commission. If at any time following the entry of the Final Judgment the Commission obtains information indicating that Quizenbeury's representations concerning her 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 Quizenbeury, petition the Court for an order imposing a civil penalty. In connection with any such petition, the only issues shall be whether the financial information provided by Quizenbeury was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. The Court may consider all available remedies at that time, including, but not limited to, ordering Quizenbeury to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment, and the Commission may also request additional discovery. Defendant Quizenbeury may not, by way of defense to such petition, challenge the validity of this Consent or the Final Judgment, contest the allegations in the Complaint, or assert that the payment of a civil penalty should not be ordered.

4. Defendant Quizenbeury waives the filing of an Answer to the Complaint and waives a hearing and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure.

5. Defendant Quizenbeury waives any right she may have to appeal from the entry of the Final Judgment.

6. Defendant Quizenbeury enters into this Consent And Undertaking Of Defendant Melissa K. Quizenbeury (the "Consent") voluntarily and of her own accord and represents that no threats, offers, promises or inducements of any kind have been made by the Commission or any member, officer, employee, agent or representative of the Commission to induce her to enter into this Consent.

7. Defendant Quizenbeury agrees that this Consent shall be incorporated into the Final Judgment with the same force and effect as if fully set forth therein.

8. Defendant Quizenbeury agrees that she will not oppose the enforcement of the Final Judgment on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and she hereby waives any objection she may have based thereon.

9. Defendant Quizenbeury agrees that the Final Judgment may be presented by the Commission to the Court for signature and entry without further notice.

10. Defendant Quizenbeury waives service of the Final Judgment entered herein upon her and agrees that the Final Judgment by the Court and filing with the clerk in the United States District Court for the Southern District of West Virginia will constitute notice to her of the terms and conditions of such Final Judgment.

11. Consistent with the provisions of 17 C.F.R. § 202.5(f), defendant Quizenbeury waives any claim of Double Jeopardy based upon the settlement of this proceeding, including the imposition of any remedy or civil penalty herein.

12. Defendant Quizenbeury (i) understands the SEC's policy "not to permit a defendant or respondent to consent to a judgment or order that imposes a sanction while denying the allegations in the complaint," [17 C.F.R. § 202.5(e)]; (ii) agrees not to make or permit any public statement directly or indirectly denying the allegations of the Complaint or creating the

impression that the Final Judgment is without factual basis; and (iii) agrees that if Defendant breaches this agreement, the SEC may move the Court to vacate the Final Judgment and restore this action to its active docket. Nothing in this provision affects Defendant's right to take legal or factual positions in litigation in which the SEC is not a party, or Defendant's testimonial obligations in any matter.

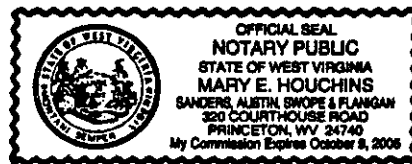
13. In connection with this action and any related judicial or administrative proceeding or investigation commenced by the SEC or to which the SEC is a party, Defendant Quizenbeury (i) will produce documents and provide interviews at the request of the SEC staff; (ii) will accept service by mail of subpoenas for documents or testimony at depositions, hearings or trials; (iii) waives the territorial limits on service contained in Fed. R. Civ. P. 45 or applicable local rules for such subpoenas; and (iv) appoints Defendant's undersigned attorney as agent to receive such service.

Melissa K. Quizenbeury
Melissa K. Quizenbeury

Dated: April 5, 2001

On this 5 day of April, 2001, Melissa K. Quizenbeury being known to me and who executed the foregoing Consent And Undertaking Of Defendant Melissa K. Quizenbeury personally appeared before me and did duly acknowledge to me that she executed the same.

Mary E. Houchins
Notary Public



My COMMISSION expires Oct. 9, 2005