

FILED

6/24/02

IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION

ORIGINAL

FILED  
U.S. DISTRICT COURT  
EASTERN DISTRICT OF TEXAS

JUN 24 2002

(1) SECURITIES AND EXCHANGE COMMISSION  
Plaintiff

vs.

(1) GEORGE MATUS, and  
(2) PETER MATUS  
Defendants

DAVID J. MALAND, CLERK

BY  
DEPUTY

*[Signature]*

Civil Action Number:

4:01CV359-PB

(Judge Faulkner)

FINAL JUDGMENT

The Court enters judgment in this case based upon the consents, stipulations and arguments of counsel and renders judgment as follows:

Plaintiff Securities and Exchange Commission ("Commission"), having filed its Complaint in this matter, and defendants George Matus and Peter Matus ("Defendants"), having been properly served, having admitted the jurisdiction of this Court over them, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having consented, without admitting or denying any of the allegations in the Commission's Complaint except as to jurisdiction as set forth above, to the entry of a Permanent Injunction enjoining Defendants from engaging in transactions, acts, practices and courses business that constitute and would constitute violations of Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), [15 U.S.C. §§ 78j(b)], and Rule 10b-5 [17 C.F.R. §§ 240.10b-5] promulgated thereunder and to an order requiring each to disgorge profits, the Court therefore concludes that it has personal and subject matter jurisdiction over this dispute and that the Commission is entitled to injunctive and equitable relief. Accordingly:

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1. IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that Defendants, their agents, servants, employees, attorneys, and all other persons in active concert or participation with him who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are permanently enjoined from violating section 10(b) of the Exchange Act and Rule 10b-5 [15 U.S.C. § 78j(b), 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.

2. IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendants, within 30 days of the entry of the Final Judgment, shall jointly and severally pay disgorgement, in the amount of \$209,940 plus prejudgment interest in the amount of \$9,941. All payments made pursuant to this paragraph shall be made by (a) United States money order, certified check, bank cashier's check or bank money order, (b) made payable to the Securities and Exchange Commission, (c) mailed by certified mail (return receipt requested) to the Comptroller, Securities and Exchange Commission, 450 Fifth Street, N.W., Mail Stop 0-3, Washington, D.C. 20549, and submitted under cover of letter identifying George Matus and Peter Matus as the defendants in this action, the case number of this action, the name of the Court, and the Commission's file number

(FW-2366-A), with a copy of the cover letter sent to Harold F. Degenhardt, District Administrator of the Fort Worth District Office, Securities and Exchange Commission, 801 Cherry St., Suite 1900, Fort Worth, Texas 76102.

3. Further, having conducted an evidentiary hearing on April 23, 2002, at which time the parties stipulated to facts and presented argument of counsel, the Court further finds based upon the facts and circumstances of this case that the Defendants' conduct was an egregious violation of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder and committed with a high degree of *scienter* and therefore warrants the imposition of a maximum civil monetary penalty pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]. Based upon the same stipulations and arguments of counsel, the Court further finds that George Matus, while serving as the Senior Vice President of Investor Relations for Carreker Corporation and acting with a high degree of *scienter*, engaged in conduct that was an egregious violation of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder. The Court therefore concludes that under Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] George Matus is substantially unfit to serve as an officer or director of any issuer that has a class of securities registered pursuant to section 12 of the Exchange Act or that is required file reports pursuant to section 15(d) of the Exchange Act. Accordingly,

4. IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant George Matus is ordered to pay within 30 days of the entry of the Final Judgment a civil monetary penalty of \$629,820 pursuant to the provisions of Section 21A(2) of the Exchange Act [15 U.S.C. § 78u-1(2)]. All payments made pursuant to this paragraph shall be made by (a) United States money order, certified check, bank cashier's check or bank money order, (b) made payable to the Securities and Exchange Commission, (c) mailed by certified mail (return receipt requested) to the

Comptroller, Securities and Exchange Commission, 450 Fifth Street, N.W., Mail Stop 0-3, Washington, D.C. 20549, and submitted under cover of letter identifying George Matus as the defendant in this action, the case number of this action, the name of the Court, and the Commission's file number (FW-2366-A), with a copy of the cover letter sent to Harold F. Degenhardt, District Administrator of the Fort Worth District Office, Securities and Exchange Commission, 801 Cherry St., Suite 1900, Fort Worth, Texas 76102.

5. IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Peter Matus is ordered to pay within 30 days of the entry of the Final Judgment a civil monetary penalty of \$629,820 pursuant to the provisions of Section 21A(2) of the Exchange Act [15 U.S.C. § 78u-1(2)]. All payments made pursuant to this paragraph shall be made by (a) United States money order, certified check, bank cashier's check or bank money order, (b) made payable to the Securities and Exchange Commission, (c) mailed by certified mail (return receipt requested) to the Comptroller, Securities and Exchange Commission, 450 Fifth Street, N.W., Mail Stop 0-3, Washington, D.C. 20549, and submitted under cover of letter identifying Peter Matus as the defendant in this action, the case number of this action, the name of the Court, and the Commission's file number (FW-2366-A), with a copy of the cover letter sent to Harold F. Degenhardt, District Administrator of the Fort Worth District Office, Securities and Exchange Commission, 801 Cherry St., Suite 1900, Fort Worth, Texas 76102.

6. IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant George Matus, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with him, and each of them, is hereby permanently enjoined and restrained from acting as a director or officer of any issuer having a class of securities registered with the

Commission pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

All other relief requested by the parties but not granted herein is denied.

EXECUTED AND ENTERED at 11:00 o'clock A. m. CST this 29<sup>th</sup> day of June 2002.

  
UNITED STATES MAGISTRATE JUDGE