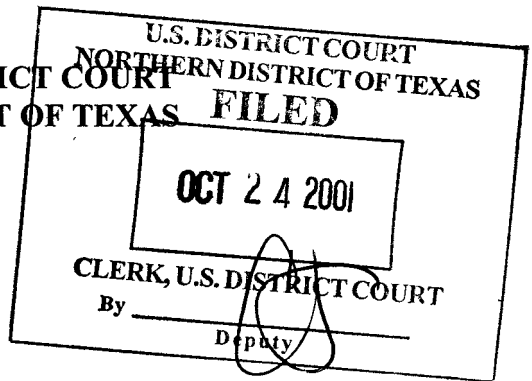


ORIGINAL

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

STEVEN GOLDSBOROUGH AND WILLIAM
GOLDSBOROUGH, individually and d/b/a
THE LIQUIBUYERS GROUP,
Defendants.

Civil Action No.

3-01CV2134-G



**FINAL JUDGMENT AND ORDER OF PERMANENT INJUNCTION AND OTHER
EQUITABLE RELIEF AS TO STEVEN GOLDSBOROUGH AND WILLIAM
GOLDSBOROUGH, INDIVIDUALLY AND D/B/A THE LIQUIBUYERS GROUP**

Plaintiff Securities and Exchange Commission ("Commission"), having filed its Complaint and there having been no trial of this matter; Defendants Steven Goldsbrough and William Goldsbrough, individually and d/b/a The Liquibuyers Group (collectively, "the Goldsbroughs or "Defendants"), having been served personally with a Summons and the Complaint in this matter; having admitted, in the Stipulation and Consent filed herewith and incorporated herein, the *in personam* and subject matter jurisdiction of this Court over them and 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 with respect to the entry of this Final Judgment and Order of Permanent Injunction and Other Equitable Relief ("Final Judgment"); and 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 which permanently enjoins Defendants

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from violating Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933 [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)] (“Securities Act”) and Section 10(b) of the Securities Exchange Act of 1934 [15 U.S.C. § 78j(b)] (“Exchange Act”) and Commission Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5]. It further appearing that this Court has jurisdiction over Defendants and the subject matter of this action; it appearing that no further notice of hearing for the entry of this Final Judgment need be given; the Court being fully advised in the premises, and no just reason for delay appearing:

I.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that Defendants and their agents, servants, employees, attorneys-in-fact, and all other 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 violating sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and (c)]:

- (A) By making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell or to offer to sell a security through the use or medium of a prospectus or otherwise; or
- (B) By carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, a security for the purpose of sale or for delivery after sale,

unless a registration statement has been filed and is in effect as to the security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under Section 8 of the Securities

Act; provided, however, that nothing in this Part I 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].

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and their agents, servants, employees, attorneys, and all 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 permanently restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] 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, in the offer or sale of any security:

- (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 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 the purchaser.

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants and their agents, servants, employees, attorneys-in-fact, and all other 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 violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Commission Rule 10b-5 [17 C.F.R. §

240.10b-5] thereunder, 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; 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.

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including for purposes of entertaining any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court, including, but not limited to, the relief requested by the Commission in its Complaint in this action.

V.

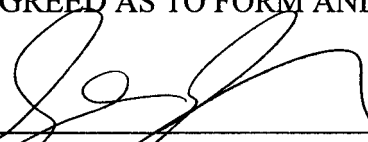
There being no just reason for delay, the Clerk of this Court is hereby directed to enter this Final Judgment and Order of Permanent Injunction pursuant to Rule 54 of the FEDERAL RULES OF CIVIL PROCEDURE.

Signed this 24 day of October, 2001.

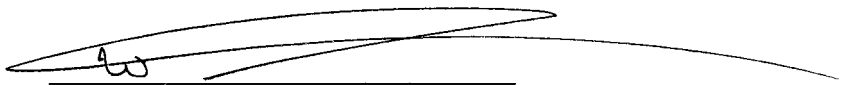


UNITED STATES DISTRICT JUDGE

AGREED AS TO FORM AND SUBSTANCE:



Steven Goldsborough, individually
and d/b/a The Liquibuyers Group, *Pro se*



William Goldsborough, individually
and d/b/a The Liquibuyers Group *Pro se*