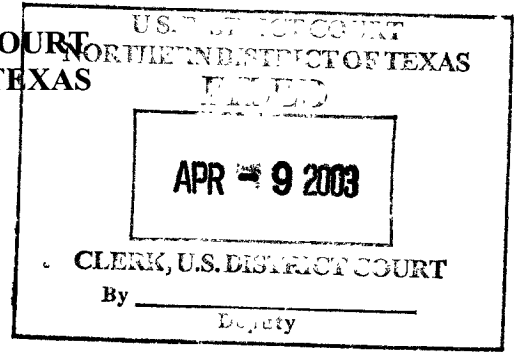


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ORIGINAL

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



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

RICHARD T. TAYLOR, individually and d/b/a
Transworld Bankers; and
KEVIN M. DEVOTO, individually and d/b/a
First Fidelity Financial,

Defendants,

and

G.R.I. GROUP, INC., a Texas corporation,

Defendant Solely for Purposes
of Equitable Relief.

Civil Action No.
3:01-CV-2683-M

**AGREED FINAL JUDGMENT OF PERMANENT INJUNCTION
AGAINST KEVIN M. DEVOTO**

Plaintiff Securities and Exchange Commission (“Commission”), having filed its Complaint in this matter and Defendant Kevin M. Devoto (“Devoto”), through his Stipulation and Consent (“Consent”), having admitted service of the Summons and of the Complaint, having admitted the jurisdiction of this Court over Devoto and over the subject matter of this action, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having entered into his Consent voluntarily, no threats, promises of immunity or assurances having been made by the Commission or by any of its

members, officers, agents or representatives to induce Devoto to enter into the Consent, having consented, without admitting or denying any of the allegations in the Commission's Complaint, except as to jurisdiction as set forth above, to entry without further notice of this Final Judgment of Permanent Injunction And Other Equitable Relief against Kevin M. Devoto ("Final Judgment") enjoining Devoto from engaging in transactions, acts, practices and courses of business which constitute and would constitute violations of sections 5(a) and (c) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§77e(a) and (c), and section 15(a) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §78o(a); it further appearing that this Court has jurisdiction over Devoto and the subject matter of this action and that no further notice of hearing for the entry of this Final Judgment need be given, and the undersigned being fully advised in the premises:

I.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that Devoto, individually and doing business as First Fidelity Financial, and his agents, servants, employees, attorneys, 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 restrained and enjoined, directly and indirectly, from violating sections 5(a) and (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 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 is in effect as to the security; or to make use of any means or instruments of transportation or communication in interstate commerce of the mails to offer to sell or offer to buy through the use or medium of a prospectus or otherwise a security

unless a registration statement has been filed as to the security; or while the registration statement is the subject of a refusal order, stop order or (prior to the effective date of the registration statement) any public proceeding or examination under section 8 of the Securities Act, 15 U.S.C. §77h.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Devoto, individually and doing business as First Fidelity Financial, and his agents, servants, employees, attorneys, 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 restrained and enjoined, directly and indirectly, from violating sections 15(a) of the Exchange Act, 15 U.S.C. §15o(a), by making use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers' acceptance or commercial bill) unless Devoto is associated with a broker or dealer that is registered in accordance with section 15(b) of the Securities Exchange Act, 15 U.S.C. §78o(b).

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, based on Devoto's June 7, 2002 entry of a plea of guilty before the Court to one count of misprision of a felony in violation of 18 U.S.C. §4 based on conduct related to that which underlies this action and based on

the Court's September 13, 2002 sentencing of Devoto to ^{BMGL} 18 months in prison and three years of supervised release and its requiring Devoto to make restitution in the amount of \$ 2,185,476.29 ^{BMGL} see United States v. Devoto, Case No. 3:02-CR-0037-2-M (N.D. Tex., filed May 22, 2002), the Court foregoes requiring Devoto to make disgorgement, together with prejudgment interest, or to pay a civil money penalty.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, because Devoto has agreed that he is not the prevailing party in this action, he shall not recover attorney's fees or other fees, expenses or costs expended by him to defend against this action under the Equal Access to Justice Act, the Small Business Regulatory Enforcement Fairness Act of 1996 or any other provision of law.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Stipulation and Consent filed herein be, and the same is hereby, incorporated in this Final Judgment with the same force and effect as if fully set forth herein.

VI.

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, ^{BMGL}
^{BMGL}

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Final Judgment may be served upon Devoto 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.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the United States marshal in any district in which Devoto resides or may be found is authorized and directed to make service on Devoto at the request of the Commission.

IT IS FINALLY ORDERED ^{+ BMG} that, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, this Court determines that there is no just reason for delay in the entry of judgment and expressly directs that the Clerk of Court shall enter judgment forthwith. VIII.

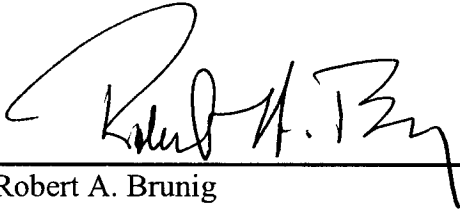
DATED and SIGNED this 9 day of April, 2003.


Barbara M.G. Lynn
United States District Judge

Agreed As To Form And Substance:



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