

UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

THOMAS & BETTS CORPORATION, :
NEIL W. PARKER, ROBIN B. GREGERSEN, :
and ROBERT C. CALHOUN, :

Defendants. :

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FILED

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NANCY MAYER WHITTINGTON, CLERK
U.S. DISTRICT COURT

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND
OTHER RELIEF AS TO DEFENDANT ROBIN B. GREGERSEN**

Plaintiff Securities and Exchange Commission ("Commission") has commenced this action by filing its Complaint.

Defendant Robin B. Gregersen ("Defendant"), in the attached Consent and Undertakings of Defendant Robin B. Gregersen ("Consent"), incorporated herein by reference, has entered a general appearance; admitted the jurisdiction of this Court over him and over the subject matter of this action; waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure; and waived any right to appeal from this Final Judgment. There has been no trial, argument, or adjudication of any issue of fact or law, or presentation of any evidence to the Court. Without admitting or denying the allegations of the Complaint (except as to jurisdiction, which he admits), Defendant consents to the entry of this Final Judgment.

It further appearing that the Court has jurisdiction over Defendant and the subject matter of this action:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, through the use of any means or instrumentality of interstate commerce or of the mails, or of the facilities of a national securities exchange:

- (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 statements 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 on any person,

in connection with the purchase or sale of any security, in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 CFR 240.10b-5].

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, knowingly circumventing or knowingly failing to implement a system of internal accounting controls, or knowingly falsifying, or causing to be falsified, any book, record, or account subject to Exchange Act Section 13(b)(2)(A)

[15 U.S.C. § 78m(b)(2)(A)], in violation of Exchange Act Section 13(b)(5) [15 U.S.C. § 78m(b)(5)] and Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1].

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from aiding and abetting violations by an officer or director who, directly or indirectly, (a) makes or causes to be made a materially false or misleading statement; or (b) omits to state, or causes another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to an accountant in connection with (1) any audit or examination of the financial statements of the issuer required to be made pursuant to the rules and regulations under the Exchange Act [17 C.F.R. §§ 240.0-1 *et seq.*], or (2) the preparation or filing of any document or report required to be filed with the Commission, in violation of Exchange Act Rule 13b2-2 [17 C.F.R. § 240.13b2-2].

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from aiding and abetting the filing with the Commission of any periodic report on behalf of any issuer pursuant to Exchange Act Section 13(a) [15 U.S.C. § 78m(a)] and Exchange Act Rules 12b-20, 13a-1 and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-13] promulgated thereunder, which contains any untrue statement of material fact, or

which omits 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 which fails to comply in any material respect with the requirements of Exchange Act Section 13(a) [15 U.S.C. § 78m(a)] and the rules and regulations thereunder.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all persons in active concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, aiding and abetting the failure of any issuer which has a class of securities registered pursuant to Exchange Act Section 12 [15 U.S.C. § 78l] or which is required to file reports pursuant to Exchange Act Section 15(d) [15 U.S.C. § 78o(d)] to: (1) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the issuer, as required by Exchange Act Section 13(b)(2)(A) [15 U.S.C. § 78m(b)(2)(A)], or (2) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets, as required by Exchange Act Section 13(b)(2)(B) [15 U.S.C. § 78m(b)(2)(B)].

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant shall pay a total of \$31,535, comprised of: (i) disgorgement in the amount of \$13,769; (ii) prejudgment interest in the amount of \$2,766; and (iii) a civil penalty in the amount of \$15,000

pursuant to Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)], with the amount of such penalty being based, in part, on Defendant's sworn representations in his Statement of Financial condition dated October 25, 2002 and other documents and information submitted to plaintiff Securities and Exchange Commission ("Commission") indicating his inability to pay a higher penalty. Defendant shall pay such amounts by making a payment of \$5,000 within 30 days after the entry of the Final Judgment and additional payments of \$5,000 within each 90th day thereafter until all amounts have been paid in full (with all payments to be applied first toward satisfying Defendant's disgorgement and prejudgment interest obligations and then toward satisfying Defendant's civil penalty obligation).

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that if, at any time following the entry of the Final Judgment, the Commission obtains information indicating that Defendant's sworn representations to the Commission concerning Defendant's 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 Defendant, petition the Court for an order requiring Defendant to pay the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by Defendant was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In any such petition, the Commission may move the Court to consider all available remedies, including but not limited to ordering Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of the Court's Final Judgment. The Commission may also request additional discovery. Defendant may not, by way of defense to

such petition: (a) challenge the validity of this Consent or the Final Judgment; (b) contest the allegations in the complaint; (c) assert that payment of a civil penalty beyond the \$15,000 referenced herein should not be ordered; (d) contest the imposition of the maximum civil penalty allowable under the law; or (e) assert any defense to liability or remedy, including but not limited to any statute of limitations defense.

VIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that all payments of disgorgement, prejudgment interest and civil penalties shall be made by certified check, bank cashier's check, or United States postal money order to the Securities and Exchange Commission. The payments shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, VA 22312, and shall be accompanied by a letter that identifies Robin B. Gregersen as a defendant in this action, the caption and the civil action number of this action, the name of this Court, and specifying that payment is made pursuant to this Final Judgment. A copy of the cover letter and money order or check shall also be sent to Derek M. Meisner, Senior Counsel, Division of Enforcement, Securities and Exchange Commission, 450 5th Street, NW, Washington, DC 20549-0806.

IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the annexed Consent be, and hereby is, incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

X.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including the implementation and enforcement of this Final Judgment.


UNITED STATES DISTRICT JUDGE

Date: April 3, 2003

cc: Russell G. Ryan, Esq.
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