

ORIGINAL

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISIONU.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS

FILED

OCT - 9 2003

CLERK, U.S. DISTRICT COURT

By _____

Deputy

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

ROBERT HUGHES,

Defendant.

CASE NO.

**AGREED FINAL JUDGMENT AS TO
DEFENDANT ROBERT HUGHES**

The Securities and Exchange Commission having filed a *Complaint* and Defendant Robert Hughes ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this *Agreed Final Judgment*, without admitting or denying the allegations of the *Complaint* (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this *Agreed Final Judgment*:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this *Agreed Final Judgment* by personal service or otherwise are permanently restrained and enjoined from violating,

directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to make any untrue statement of a material fact or to 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
- (c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this *Agreed Final Judgment* by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rule 16a-3 promulgated thereunder [17 C.F.R. § 240.16a-3], by, as a director of an issuer whose securities are registered with the Commission under Section 12 of the Exchange Act [15 U.S.C. § 78l], failing to file with the Commission, within ten days after the close of each calendar month in which the director's beneficial ownership of the securities has changed, a Commission Form 4 statement indicating (i) the changes that occurred during the month; and (ii) the director's beneficial ownership of the securities as

of the close of the month.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant is hereby permanently prohibited from acting as an officer or director of any issuer required to file reports pursuant to Sections 12(b), 12(g) or 15(d) of the Exchange Act [15 U.S.C. §§ 78l(b), 78l(g) or 78o(d)].

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is liable for disgorgement of \$13,060.00, representing profits gained as a result of the conduct alleged in the *Complaint*, together with prejudgment interest thereon in the amount of \$802.18, for a total of \$13,862.18. Defendant shall make this payment within ten (10) business days after entry of this *Agreed Final Judgment* by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment 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, Virginia 22312, and shall be accompanied by a letter identifying Robert Hughes as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this *Agreed Final Judgment*.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$13,060.00 pursuant to Section 21(d) of the Exchange Act [15 U.S.C. §78u(d)]. Defendant shall make this payment within ten (10) business days after entry of this *Agreed Final Judgment* by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment 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, Virginia 22312, and shall be accompanied by a letter identifying Robert Hughes as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this *Agreed Final Judgment*.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent of Defendant Robert Hughes 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.

VII.

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 *Agreed Final Judgment*.

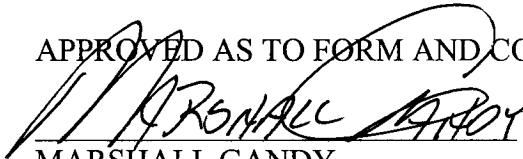
VIII.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this *Agreed Final Judgment* forthwith and without further notice.

Dated this 9 day of October, 2003.


UNITED STATES DISTRICT JUDGE

APPROVED AS TO FORM AND CONTENT:

A handwritten signature in black ink, appearing to read "MARSHALL GANDY", written over a horizontal line.

MARSHALL GANDY

Texas Bar No. 07616500

Attorney for Plaintiff

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION

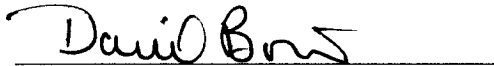
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A handwritten signature in black ink, appearing to read "David Bond", written over a horizontal line.

DAVID BOND

Texas Bar No.

Attorney for Defendant

Robert Hughes

Boyar & Miller

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