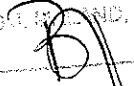


ORIGINAL

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

FILED
U.S. DISTRICT COURT
EASTERN DISTRICT OF TEXAS

SEP 24 2004

DAVID C. WILSON, CLERK
BY DEPUTY 

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

**1) KEMPS LLC, f/k/a MARIGOLD FOODS LLC,
2) JAMES GREEN, and
3) CHRISTOPHER THORPE,**

Defendants.

Civil Action No. **4:04cv323**

AGREED JUDGMENT AS TO JAMES GREEN

Plaintiff Securities and Exchange Commission filed its Complaint against Defendant James Green ("Green" or "Defendant"), seeking a civil penalty of \$50,000 for Green's aiding and abetting violations by Fleming Companies of Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77q(a)(2) and 77q(a)(3)] and Sections 13(a) and 13(b)(2)(A) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. §§ 78m(a) and 78m(b)(2)(A)] and Rules 12b-20, 13a-1 and 13b2-1 thereunder [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13b2-1].

Green entered a general appearance through his Consent, attached to this Agreed Judgment, admitting the Court's jurisdiction over the subject and parties. Without admitting or denying the Commission's non-jurisdictional allegations, Green has consented to the entry of this Agreed Judgment.

The Court accepts Green's Consent and has jurisdiction over the parties and subject matter of this case. Therefore, the Court **ORDERS:**

I.

Defendant Green shall pay a \$50,000 civil penalty under Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)]. Defendant shall pay this amount within ten business days of the entry of this Agreed Judgment. Payment shall be made by U.S. Postal money order, certified check, bank cashier's check, or bank money order, made payable to the Securities and Exchange Commission, and be hand-delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312, under cover of a letter that identifies Defendant Green, the name and case number of this action, the name of this Court, and the Commission's case number (FW-02541). A copy of the cover letter and of the form of payment shall be simultaneously transmitted to Timothy P. Davis, Trial Counsel, Securities and Exchange Commission, Burnett Plaza, Suite 1900, 801 Cherry Street, Unit 18, Fort Worth, TX 76102-6882.

II.

The attached Consent is incorporated herein by reference with the same force and effect as if fully set forth herein.

III.

This Court shall retain jurisdiction of this matter for the purpose of enforcing the terms of this Agreed Judgment.

IV.

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 Judgment immediately and without further notice.

Dated: Sept. 23, 2004


UNITED STATES DISTRICT JUDGE
