

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>SECURITIES AND EXCHANGE COMMISSION,</p> <p style="text-align: right;">Plaintiff,</p> <p>v.</p> <p>MEGAMANIA INTERACTIVE, INC., GEORGE W. BOGLE, JR., PETER EMMANUEL, MIA VENTURE CAPITAL, LLC,</p> <p style="text-align: right;">Defendants.</p>	§ § § § § § § § § § § §	<p>Civil Action No. 4:05-CV-03134</p>
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AMENDED FINAL JUDGMENT AND ORDER OF PERMANENT INJUNCTION AS TO DEFENDANT GEORGE W. BOGLE, JR.

This matter came before this Court on the application of Plaintiff Securities and Exchange Commission ("Commission") by consent of Defendant George W. Bogle, Jr. ("Bogle") for issuance of this Final Judgment and Order of Permanent Injunction as to Defendant George W. Bogle, Jr. ("Final Judgment"), providing the relief set out herein.

Bogle has provided this Court with a Stipulation and Consent ("Consent") in which, *inter alia*, he (1) acknowledges and admits the *in personam* jurisdiction of this Court over him and the subject matter jurisdiction of this Court over the claims by the Commission herein; (2) waives entry of findings of fact and conclusions of law under Fed. R. Civ. P. Rule 52, with respect to the entry of this Final Judgment; and (3) consents, for purposes of this action only, to the entry of this Final Judgment, without admitting or denying any of the allegations of the Commission's Complaint, except as to jurisdiction, and without admitting

or denying any violation of the federal securities laws, as set forth herein.

The Court finds that it has *in personam* jurisdiction over Bogle and subject matter jurisdiction over the claims by the Commission; that no further notice or hearing is required prior to entry of this Final Judgment and there is no just reason for delay; and that the Court has been fully advised of the premises for entry of this Final Judgment.

IT IS THEREFORE ORDERED:

I.

Bogle, his agents, servants, employees, attorneys-in-fact, and all other persons in active concert or participation with him who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") as amended [15 U.S.C. § 78j(b)], and Rule 10b-5 [17 C.F.R. § 240.10b-5] thereunder, by directly or indirectly, in connection with the purchase or sale of any security, making use of any means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) 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
- (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.

Bogle, his agents, servants, employees, attorneys-in-fact, and all other persons in active concert or participation with him who receive actual notice of this Final Judgment, by personal service or otherwise, are hereby permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 ("Securities Act") as amended [15 U.S.C. § 77q(a)], by, in the offer or sale of any security, making use of any means or instruments of transportation or communication in interstate commerce, or of the mails, directly or indirectly:

- (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 the 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 any purchaser.

III.

Bogle, his agents, servants, employees, attorneys, and all other persons in active concert or participation with him who receive actual notice of this Final Judgment, by personal service or otherwise, 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)], directly or indirectly, by:

- (a) 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, unless a registration statement is in effect as to such security; or

(b) carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale, unless a registration statement is in effect as to such security; or

(c) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed with the Commission as to such 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 of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

IV.

Bogle is barred, for three years following the date of entry of this Final Judgment, from participating in an offering or distribution of penny stock. A penny stock is any equity security that defined in Exchange Act Section 3(a)(51)(A) and Rule 3a51-1 [17 C.F.R. 240.3a51-1].

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Bogle is liable for disgorgement of \$92,000, representing profits gained as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the

amount of \$12,939 for a total of \$104,939. Based on Bogle's sworn representations in his Statement of Financial Condition dated February 15, 2007, and other documents and information submitted to the Commission, however, the Court is not ordering Bogle to pay a civil penalty and payment of the disgorgement and pre-judgment interest thereon is waived. The determination not to impose a civil penalty and to waive payment of all disgorgement and pre-judgment interest is contingent upon the accuracy and completeness of Bogle's Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Bogle's representations to the Commission concerning his 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 Bogle, petition the Court for an order requiring Bogle to pay the unpaid portion of the disgorgement, pre-judgment and post-judgment interest thereon, and 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 Bogle was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Bogle to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Bogle may not, by way of defense to such petition: (1) challenge the validity of the Consent or this Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment

interest or a civil penalty should not be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

VI.

The Stipulation and Consent filed herein is hereby incorporated in this Final Judgment with the same force and effect as if fully set forth herein.

VII.

This Court shall retain jurisdiction over this action and over Bogle for all purposes, including for purposes of enforcing the terms of this Final Judgment.

VIII.

This Final Judgment may be served upon Bogle 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.

IX.

There being no just reason for delay, the Clerk of this Court is hereby directed to enter this Final Judgment pursuant to Rule 54 of the Federal Rules of Civil Procedure.

SIGNED this 13th day of June, 2007



KEITH P. ELLISON
UNITED STATES DISTRICT JUDGE