

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff,

v.

JORDAN H. MINTZ AND REX R. ROGERS,

Defendants.

Civil Action No. 07-1027 (Hoyt)

FINAL JUDGMENT AS TO DEFENDANT REX R. ROGERS

The Securities and Exchange Commission having filed a Complaint and Defendant Rex R. Rogers (“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 Final Judgment without admitting or denying the allegations of the Complaint except as to jurisdiction, which is admitted; waived findings of fact and conclusions of law; and waived any right to appeal from this 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 Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the “Securities Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or

communication in interstate commerce or by use 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 of a material fact necessary in order to make the statements made, in 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 the purchaser.

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 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.

III.

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 Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 14(a) of the Exchange Act [15 U.S.C. § 78n(a)] and Rule 14a-9 promulgated thereunder [17 C.F.R. § 240.14a-9], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange or otherwise, to knowingly, recklessly or negligently, solicit by means of a proxy statement, form of proxy, notice of meeting or other communication, written or oral, statements which, at the time and in light of the circumstances under which they were made, were false and misleading with respect to material facts, or omitted to state material facts necessary in order to make the statements therein not false or misleading or necessary to correct statements in earlier communications with respect to solicitation of the proxy for the same meeting or subject matter which was false and misleading.

IV.

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 Final Judgment by personal service or otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and

Rules 12b-20, 13a-1, and 13a-13 promulgated thereunder [17 C.F.R. §§ 240.12b-20, 13a-1, and 13a-13] by knowingly providing substantial assistance to an issuer in filing inaccurate annual reports on Form 10-K and quarterly reports on Form 10-Q.

V.

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 Final Judgment by personal service or otherwise are permanently restrained and enjoined from aiding and abetting any violation of Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 promulgated thereunder [17 C.F.R. §§ 240.16a-2 and 16a-3] by knowingly providing substantial assistance to an officer, director, or beneficial owner of more than ten percent of any class of equity security registered pursuant to Exchange Act Section 12 [15 U.S.C. § 78l] in failing to file periodic reports disclosing any change of beneficial ownership of those securities on a form required by the Commission.

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay by check or wire transfer (i) disgorgement of \$1 and (ii) a civil money penalty of \$25,000, in the manner specified below:

- A. Defendant shall pay the \$1 in disgorgement and the \$25,000 civil money penalty on or before 10 days from entry of this Final Judgment. This payment shall be available for allocation in accordance with Section 308(a) of the Sarbanes-Oxley Act of 2002, Pub. L. No. 107-204 (2002).
- B. If payment is made by check, the check shall be payable to "Clerk, United

States District Court, Southern District of Texas,” and delivered to the Clerk of the Court, United States District Court, Southern District of Texas, 515 Rusk Avenue, Houston, Texas 77002. The check shall bear on its face the caption “U.S. Securities and Exchange Commission v. Jordan H. Mintz and Rex R. Rogers,” and be delivered to the Clerk under cover of a letter that identifies Rex R. Rogers, the caption and case number of this action, and the name of this Court. Copies of the cover letter and payment shall be sent to Jan M. Folena, Assistant Chief Litigation Counsel, U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-4631.

- C. If payment is made by wire, payment shall be transferred into the Registry of the Court for the United States District Court for the Southern District of Texas. Simultaneously with such wire transfer, Defendant shall transmit by facsimile or hand delivery to Andy Gould, Clerk’s Office, United States District Court for the Southern District of Texas, a letter that describes the fact and purpose of the wire transfer, identifies the Defendant, and states the name and case number of this proceeding. A copy of documentary proof of the payment shall be simultaneously transmitted to Jan M. Folena, U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-4631.

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Clerk of this Court, or the Financial Deputy Clerk, is hereby directed to deposit all checks and wired proceeds specified in Section VI of this Final Judgment to the Liquidity Account holding Enron-related funds in the case captioned SEC v. J.P. Morgan Chase, H-03-2877 (Harmon), the main interest bearing account with the Court Registry Investment System that is holding funds from settled and closed Commission enforcement actions relating to Enron. In accordance with the guidelines set by the Director of the Administrative Office of the United States Court, the Clerk of the Court is directed, without further order of this Court, to deduct from the income earned on the funds deposited a fee, not exceeding that authorized by the Judicial Conference of the United States, equal to ten (10) percent of the income earned on these funds. Funds in the account shall be held until further order of the Court in SEC v. J.P. Morgan Chase, and shall thereafter be distributed to victims pursuant to a plan for disposition of disgorgement funds, to be filed by the Commission with Judge Harmon. Defendant shall not be entitled to service of the plan proposed by the Commission, and shall not have the right to be heard with respect to the Court's consideration of such plan. In no event shall any of the funds paid into the Registry of the Court revert, directly or indirectly, to Defendant, his heirs, successors, or assigns.


VIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent 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.

IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing this Final Judgment.

Dated: Jan. 20, 2009



THE HONORABLE KENNETH HOYT
UNITED STATES DISTRICT JUDGE