

ORIGINAL

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

U.S. DISTRICT COURT NORTHERN DISTRICT OF TEXAS FILED <div style="border: 1px solid black; padding: 5px; text-align: center;"> SEP 24 2010 </div> CLERK, U.S. DISTRICT COURT By _____ Deputy

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

PETROGAS OVERSEAS TRADING, LP, AND
SAMUEL O. LEMAIRE,

Defendants,

AND

PETROENERGY, INC.,

Relief Defendant.

Civil Action No.
4-10CV-395-A

~~PROPOSED~~ **AGREED FINAL JUDGMENT**

Plaintiff Securities and Exchange Commission, having filed a Complaint against Petrogas Overseas Trading, LP, and Samuel O. LeMaire (“Defendants”) and Petroenergy, Inc., (“Relief Defendant”) and Defendants and Relief Defendant having waived service of process and entered a general appearance; consented to the Court’s jurisdiction over Defendants and Relief Defendants and the subject matter of this action; consented to entry of this Agreed Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law;

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants, their agents, servants, employees, attorneys, and all other persons in active concert or participation with him, who receive actual notice of this order, by personal service or

otherwise, and each of them, be and hereby are restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. §77q(a)], directly or indirectly, in the offer or sale of a security, by making use of any means or instruments of transportation or communication in interstate commerce or by use of the mails:

- (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; and/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.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendants, their agents, servants, employees, attorneys, and all other persons in active concert or participation with him, who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from violating Section 10(b) of the Exchange Act and Rule 10b-5 [15 U.S.C. §78j(b) and 17 C.F.R. §240.10b-5], directly or indirectly, in connection with the purchase or sale of a security, by making use of any means or instrumentality of interstate commerce, of the mails or of any facility of any national securities exchange:

- (a) to use or employ any manipulative or deceptive device or contrivance;
- (b) to employ any device, scheme or artifice to defraud;

- (c) 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; and/or
- (d) 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 Defendants, their agents, servants, employees, attorneys, and all other persons in active concert or participation with him, who receive actual notice of this order, by personal service or otherwise, and each of them, be and hereby are restrained and enjoined from, soliciting or accepting funds from any existing or potential investor for any investment purpose, including but not limited to, the purchase, sale or brokerage of crude oil or any other petroleum product.

IV.

All emergency orders of the Court entered prior to the entry of this Agreed Final Judgment, including orders freezing accounts at financial institutions, are hereby VACATED.

V.

All relief requested herein that is not expressly granted by this Agreed Final Judgment is hereby denied.

Agreed 9/24/10
Date: _____


UNITED STATES DISTRICT JUDGE