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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

OCT 11 2001

LUTHER D. WISHAS, Clerk
By: *[Signature]*
Deputy Clerk

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

CIVIL ACTION NO:
1:01-CV-1344-CC

v.

RICHARD P. SMYTH, ARNOLD E. JOHNS, JR.,
MICHAEL J. BECKER and ALAN T. DAVIS,

Defendants.

**ORDER OF PERMANENT INJUNCTION
AND OTHER RELIEF AS TO MICHAEL J. BECKER**

Defendant Michael J. Becker ("Becker") by signed stipulation and consent, without admitting or denying any of the allegations in the Commission's Complaint, except that he is admitting the allegation as to the jurisdiction over him of this Court and over the subject matter of this action, has agreed to the entry of this Order Of Permanent Injunction And Other Relief. This Court having accepted such Consent and having jurisdiction over Defendant Becker and the subject matter hereof, and the Court being fully advised in the premises,

I.

**FRAUD IN VIOLATION OF SECTION 17(a)
OF THE SECURITIES ACT**

IT IS HEREBY ORDERED that Becker, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with him and each of them, in the offer or sale of any securities by the use of any means or instrumentalities of transportation or communication in interstate commerce or by use of the mails, be and they hereby are, restrained and enjoined from:

- a. directly or indirectly employing any devices, schemes or artifices to defraud purchasers of such securities;
- b. obtaining money or property by means of untrue statements of material fact or any omission to state 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. engaging in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchasers

in violation of Section 17 of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. § 77q.

II.

FRAUD IN VIOLATION OF SECTION 10(b) OF THE EXCHANGE ACT AND RULE 10b-5 THEREUNDER

IT IS FURTHER ORDERED that Becker, his officers, agents, servants, employees, attorneys, and those persons in active concert or participation with him and each of them, in connection with the purchase or sale of any security by use of any means or instrumentality of interstate commerce or of the mails, or by use of any facility of any national securities exchange, be and they hereby are, restrained and enjoined from, directly or indirectly, or as a control person under Section 20(a) of the Securities Exchange Act of 1934 ("Exchange Act"):

1. employing any device, scheme, or artifice to defraud;
2. making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
3. engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person;

in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5, 17 C.F.R. § 240.10b-5, thereunder.

III.

INCORPORATION OF CONSENT

IT IS FURTHER ORDERED that Defendant Becker shall comply with the provisions of his Stipulation and Consent to this Order, and that such Consent is incorporated herein by reference as if fully set forth herein.

IV.


IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Becker shall pay disgorgement and pre-judgment interest in amounts to be resolved upon motion of the Commission at a later date. For purposes of disgorgement and pre-judgment interest only, the allegations of the Commission's complaint shall be deemed to be true, and Becker may not by way of defense contend that disgorgement and pre-judgment interest should not be imposed. In the event that Becker, pursuant to sworn financial statements, is incapable of payment, disgorgement and pre-judgment interest may be waived or partially waived by the Commission, in its discretion.

V.

RETENTION OF JURISDICTION

IT IS FURTHER ORDERED that this Court will retain jurisdiction over this matter and Defendant Becker in order to implement and carry out the terms of all Orders and Decrees that may be entered.

SO ORDERED, this 17th day of October, 2001.



CLARENCE COOPER
JUDGE, U.S. DISTRICT COURT