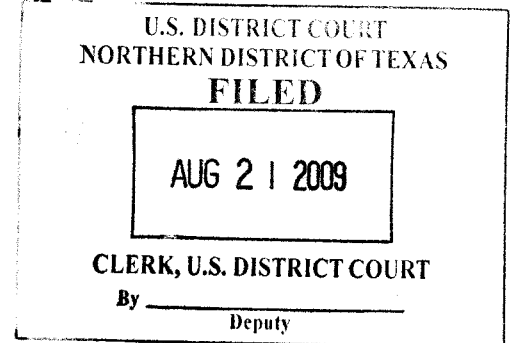


ORIGINAL

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

SECURITIES AND EXCHANGE COMMISSION, §
§
§
§
Plaintiff, §
§
§
§
v. §
§
KISELAK CAPITAL GROUP, LLC, §
GEMSTAR CAPITAL GROUP, INC., §
MICHAEL J. KISELAK, and §
JEFFREY J. SYKES, §
§
Defendants. §

Civ. No. 409-CV-256 -A



AGREED ORDER

Plaintiff Securities and Exchange Commission (“SEC” or “Commission”) has filed its unopposed motion for entry of an agreed order permanently enjoining Defendants Michael J. Kiselak and Kiselak Capital Group, LLC. (“KCG”) (collectively, “the Kiselak Defendants”). Having considered the motion, the Court is of the opinion that it is well-founded and should be GRANTED as follows.

THEREFORE, IT IS ORDERED that Defendants and Defendants’ agents, servants, employees, attorneys-in-fact, and all persons in active concert or participation with them who receive actual notice of this Agreed Order 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 (the “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.

IT IS FURTHER ORDERED that Defendants and Defendants' agents, servants, employees, attorneys-in-fact, and all persons in active concert or participation with them who receive actual notice of this Agreed Order 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.

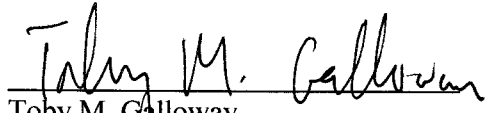
IT IS FURTHER ORDERED that, there being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Agreed Order forthwith and without further notice.

Signed: 8/21, 2009



HONORABLE JOHN H. MCBRYDE
UNITED STATES DISTRICT JUDGE

AGREED:



Toby M. Galloway
Texas Bar No. 00790733
J. Kevin Edmundson
Texas Bar No. 24044020
Michael D. King
Texas Bar No. 24032634
Steve Graham
Texas Bar No. 00792542

U.S. Securities and Exchange Commission
Burnett Plaza, Suite 1900
801 Cherry Street, Unit #18
Fort Worth, TX 76102-6882
(817) 978-6447 (tmg)
(817) 978-4927 (fax)



Cliff Couch
Attorney and Counselor at Law
4251 FM 2181
Suite 230/525
Corinth, TX 76210
(972) 743-6468 (telephone)
(940) 891-0345 (fax)

Counsel for Defendants Michael J. Kiselak and
Kiselak Capital Group, LLC