

permanently enjoining Lewis from engaging in transactions, acts, practices and courses of business which constitute and would constitute violations of sections 5(a) and (c) and 17(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§77e(a) and (c) and 77q(a), sections 10(b) and 15(a)(1) and (c)(1) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. §§78j(b) and 78o(a)(1) and (c)(1), and Commission Rules 10b-5 and 15c1-2, 17 C.F.R. §§240.10b-5 and 240.15c1-2; it further appearing that this Court has jurisdiction over Lewis and the subject matter of this action and that no further notice of hearing for the entry of this Final Judgment need be given, and the Court being fully advised in the premises:

I.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED That Lewis and 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, and each of them, be and hereby are permanently restrained and enjoined from violating section 10(b) of the Exchange Act, 15 U.S.C. §78j(b), and Commission Rule 10b-5, 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.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That Lewis and 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, and each of them, be and hereby are permanently restrained and enjoined from violating sections 5(a) and (c) of the Securities Act, 15 U.S.C. §§77e(a) and (c):

(a) by 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; or

(b) by carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, a security for the purpose of sale or for delivery after sale,

unless a registration statement has been filed and is in effect as to the security.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That Lewis and 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, and each of them, be and hereby are permanently restrained and enjoined, in the offer or sale of a security, from violating section 17(a) of the Securities Act, 15 U.S.C. §77q(a), by making 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 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.

IV.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT Lewis and 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, and each of them, be and hereby are permanently restrained and enjoined from violating section 15(a)(1) and (c)(1) of the Exchange Act, 15 U.S.C. §78o(a)(1) and (c)(1), and Commission Rule 15c1-2, 17 C.F.R. §240.15c1-2:

- (a) by making use of the mails or any means or instrumentality of interstate commerce to effect a transaction in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, banker's acceptance or commercial bills) unless he is registered in accordance with section 15(b) of the Exchange Act, 15 U.S.C. §78o(b), unless his business is exclusively intrastate and does not make use of any facility of a national securities exchange; or
- (b) by making use of the mails or any means or instrumentality of interstate commerce to effect any transaction in, or to induce or attempt to induce the purchase or sale of any security (other than an exempted security or commercial paper, banker's acceptance or commercial bills) other than on a national securities exchange of which he

is a member by means of a manipulative, deceptive or other fraudulent device or contrivance, as defined in Commission Rule 15c1-2, 17 C.F.R. §240.15c1-2.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That, based upon Lewis' criminal conviction for securities fraud and conspiracy to commit mail fraud in *United States v. David Kevin Lewis*, Criminal No. 3:00-CR-64-M (N.D. Tex.) and the Judgment in a Criminal Case therein that, *inter alia*, ordered that Lewis be committed to a forty-six month term of imprisonment and be required to pay restitution in the sum of \$2,228,171, an amount in excess of the amount of disgorgement sought by the Commission in its Complaint in this case, the Court is not ordering Lewis to make disgorgement or to pay a civil money penalty.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That the Stipulation and Consent filed herein be, and the same is hereby, incorporated in this Final Judgment with the same force and effect as if fully set forth herein.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That this Court shall retain jurisdiction of this action for all purposes, including for purposes of entertaining any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court, including but not limited to the relief requested by the Commission in its Complaint.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED That this Final Judgment may be served upon Lewis 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.

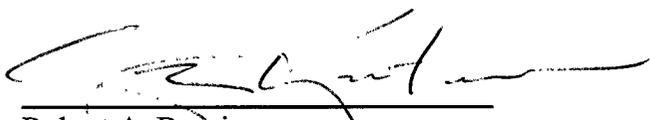
IT IS FINALLY ORDERED, ADJUDGED AND DECREED That, pursuant to the Court's express determination that there is no just reason for delay and pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is hereby directed to enter judgment accordingly.

DATED and SIGNED this ^{Sept 5th} ~~4th~~ day of ^{Sept} ~~Sept~~, 2002. ²⁰⁰² ~~2002~~


UNITED STATES DISTRICT JUDGE

Agreed As To Form And Content:


David Shane Lewis


Robert A. Brunig
SECURITIES AND EXCHANGE COMMISSION
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801 Cherry Street
Suite 1900
Fort Worth, TX 76102-6819
Telephone: (817) 978-3821
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Attorney for Securities and Exchange Commission

CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of November, 2003 I served the foregoing instrument on all adverse parties by causing a true and correct copy to be deposited in the United States mails at Fort Worth, Texas, with first-class postage prepaid and addressed as follows:

P. Michael Armstrong
P.O. Box 400
Waxahachie, TX 75168-0400



Stephen J. Korotash