UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF COLUMBIA

FILED
SEP 13 2000
NANCY MAYER-WHITTINGTON, CLERK
U.S. DISTRICT COURT

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549,
Plaintiff,

v.

Tracie Carpin, Kimberly Davis, Nedene Greer and Tommy Dalton Greer,
Defendants.

00 1996

Civil Action No. _____ ( )

FINAL JUDGMENT

FINAL JUDGMENT

Plaintiff Securities and Exchange Commission ("Commission") having commenced this action by filing its Complaint ("Complaint"), and defendants Tommy Dalton Greer ("Greer"), Nedene Greer, Tracie Carpin and Kimberly Davis having in their Consents of Greer, Nedene Greer, Tracie Carpin and Kimberly Davis, ("Consents") which were filed simultaneously with this Final Judgment and incorporated herein by reference, entered a general appearance, admitted the jurisdiction of this Court over them and the subject matter of this action, waived the filing of an answer to the Complaint and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, and, without admitting or denying the allegations of the Complaint, except as to jurisdiction, consented to the entry of this Final Judgment, and it appearing that this Court has jurisdiction over the defendants and over the subject matter hereof, and the Court being fully advised in the premises:

I.

IT IS ORDERED, ADJUDGED AND DECREED that Greer, Nedene Greer, Tracie Carpin, Kimberly Davis, their agents, servants, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are hereby each permanently enjoined and restrained from violating, directly or indirectly, Section 17(a) of the Securities Act of 1933 [15 U.S.C. § 77q(a)] ("Securities Act") by, directly or indirectly, using any means or instruments of transportation or communication in interstate commerce or by use of the mails, to:

(a) employ any device, scheme or artifice to defraud;

(b) obtain money or property by means of any untrue statement 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) engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser,

in the offer or sale of any securities.

II.

IT IS ORDERED, ADJUDGED AND DECREED that Greer, Nedene Greer, Tracie Carpin, Kimberly Davis, their agents, servants, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are hereby each permanently enjoined and restrained 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 [17 C.F.R. § 240.10b-5] thereunder, by directly or indirectly,

using any means or instrumentality of interstate commerce, or the mails, or any facility of any national securities exchange:

(1) to employ any device, scheme, or artifice to defraud;

(2) 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

(3) to engage in any fact, practice, or course of business which operates or would operate as a fraud or deceit upon any person, in connection with the purchase or sale of any security.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Greer, Nedene Greer, Tracie Carpin and Kimberly Davis shall pay jointly and severally disgorgement of unjust enrichment in the amount of $129,119.32, plus prejudgment interest of $34,631.26, representing unlawful profits from trading in the securities of Catalina Marketing Corporation and Inbrand Corporation, payable within ten (10) days after entry of this Final Judgment.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Greer shall pay a civil penalty of $31,860.90, pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1], representing unlawful profits from trading in the securities of Catalina Marketing Corporation and Inbrand Corporation, payable within ten (10) days after entry of this Final Judgment.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Nedene Greer shall pay a civil penalty of $31,860.90, pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1], representing unlawful profits from trading in the securities of Catalina Marketing Corporation and Inbrand Corporation, payable within ten (10) days after entry of this Final Judgment.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Tracie Carpin shall pay a civil penalty of $59,381.28, pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1], representing unlawful profits from trading in the securities of Catalina Marketing Corporation and Inbrand Corporation, payable within ten (10) days after entry of this Final Judgment.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Kimberly Davis shall pay a civil penalty of $38,077.95, pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1], representing unlawful profits from trading in the securities of Catalina Marketing Corporation and Inbrand Corporation, payable within ten (10) days after entry of this Final Judgment.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendants shall make payment of the disgorgement, prejudgment interest and civil penalty by certified check, U.S. postal money order, bank cashier's check or bank money order payable to the Securities and Exchange Commission. The payment shall be hand-delivered or mailed to the Office of the

Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312. The payment shall be accompanied by a letter that identifies Greer, Nedene Greer, Tracie Carpin or Kimberly Davis as the defendant on whose behalf the payment is being made, the caption and case number of this action, the name of this Court, and the Commission's internal file numbers for these matters (HO-3377 and A-1613). Copies of such check or money order and accompanying cover letter shall be simultaneously transmitted to LaVerne Patterson, Esq., 450 Fifth Street, N.W., Washington, D.C. 20549-0703.

IX.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Consents be, and hereby are, incorporated herein by reference with the same force and effect as if fully set forth herein and that defendants Greer, Nedene Greer, Tracie Carpin and Kimberly Davis shall fully comply with all of the undertakings and agreements incorporated herein.

X.

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

XI.

There being no cause for delay, the Clerk of the Court hereby is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment forthwith.

UNITED STATES DISTRICT JUDGE

Dated: August 31, 2000

Persons entitled to notice of this Order:

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