

**UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF FLORIDA
(Orlando Division)**

FILED

2001 DEC 31 AM 9:28

U.S. DISTRICT COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO, FLORIDA

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff,

v.

CORPORATE RELATIONS GROUP, INC., et al.

Defendants.

6:99-cv-1222-Orl-28A
Hon. John Antoon II, Judge
Hon. Karla Spaulding,
Magistrate

**FINAL JUDGMENT AS TO DEFENDANT
JAMES W. SPRATT III**

Plaintiff, the United States Securities and Exchange Commission (the "Commission"), having filed its Complaint, and Defendant James W. Spratt III in his attached Consent and Undertakings of James W. Spratt III ("Consent") incorporated herein, having entered a general appearance, having admitted this Court's jurisdiction over him and over the subject matter of this action, having acknowledged service of the Summons and Complaint, having withdrawn his Answer to the Complaint, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having waived any right he may have to appeal from the entry of this Final Judgment and, without admitting or denying any of the allegations of the Complaint, except as to jurisdiction, to which he admits, having consented to the entry of this Final Judgment, and it further appearing that this Court has jurisdiction over him and the subject matter hereof, and this Court being fully advised in the premises:

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I.

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

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

in the offer or sale of any securities.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Spratt, his agents, servants, employees, attorneys, and those persons in active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from,

directly and indirectly, violating Section 17(b) of the Securities Act [15 U.S.C. §77q(b)] by, directly or indirectly, using any means or instruments of transportation or communication in interstate commerce, or the mails to publish, give publicity to, or circulate any notice, circular, advertisement, newspaper, articles, letter, investment service, or communication which, though not purporting to offer a security sale, describes such security for a consideration received or to be received, directly or indirectly, from an issuer, underwriter, or dealer, without fully disclosing the receipt, whether past or prospective, of such consideration and the amount thereof.

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Spratt, his agents, servants, employees, attorneys, and those persons in active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from, directly and indirectly, violating 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] promulgated thereunder by, directly or indirectly, using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

- (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 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 in connection with the purchase or sale of any security.

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Spratt, his agents, servants, employees, attorneys, and those persons in active concert and participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from, directly and indirectly, violating Section 15(a)(1) of the Exchange Act [15 U.S.C. § 78o(a)(1)] by acting as a broker or dealer by making use of the mails or an instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security unless such person is registered as a broker or dealer in accordance with Section 15(b) of the Exchange Act [15 U.S.C. § 78o(b)].

V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Spratt, his agents, servants, employees, attorneys, and those persons in active concert or in participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, be and they hereby are permanently restrained and enjoined from, directly or indirectly, violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§77e(a) and 77e(c)] by, directly or indirectly, in the absence of any applicable exemption:

- a. making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell the securities of any issuer, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect as to such securities;
- b. carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, the securities of any issuer, unless and until a registration statement is in effect as to such securities; or
- c. making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium or any prospectus or otherwise the securities of any issuer, unless and until a registration statement has been filed with the Commission as to such securities, or while a registration statement as to such securities is the subject of a refusal order or stop order (prior to the effective date of the registration statement) in any public proceeding or examination under Section 8 of the Securities Act [15 U.S.C. §77h].

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Spratt pay (1) disgorgement, representing his gains from the conduct alleged in the Complaint, together with prejudgment interest thereon at the rates established pursuant to 26 U.S.C. § 6621(a)(2), in the total amount of \$629,000 (US); and (2) a civil penalty of \$125,000 (US) pursuant to Section

20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act, [15 U.S.C. § 78u(d)(3)].

The Court orders that Defendant Spratt shall pay disgorgement of \$629,000 (US) as follows. Spratt shall make two payments each (a) made by United States postal money order, certified check, bank cashier's check, or bank money order; (b) made payable to Clerk, United States District Court and deposited in the Registry of this Court pending further order; and (c) submitted with a cover letter that identifies Spratt as a defendant in this action, the caption and the civil action number of this action, and the name of this Court. Spratt shall make the first payment, in the amount of \$400,000 (US), within ten (10) business days of the entry of the Final Judgment; and the second payment, in the amount of \$229,000 (US) within 60 calendar days thereafter. A copy of the cover letters and forms of payment shall be sent to Jeffrey P. Weiss, Branch Chief, Division of Enforcement, U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Mail Stop 7-7, Washington, D.C. 20549-0707.

The Court further orders that, at the time he makes the \$229,000 payment to the Registry of the Court, Defendant Spratt shall pay a civil penalty of \$125,000 (US) to the United States Treasury, and that such payment shall be (a) made by United States postal money order, certified check, bank cashier's check, or bank money order; (b) made payable to the Securities and Exchange Commission; (c) hand-delivered or mailed to the Comptroller, U.S. Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (d) submitted with a cover letter that identifies Spratt as a defendant in this action, the caption and the civil action number of this action, and the name of this Court. A copy of the

cover letter and form of payment shall be sent to Jeffrey P. Weiss, Branch Chief, Division of Enforcement, U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Mail Stop 7-7, Washington, D.C. 20549-0707.

VII.

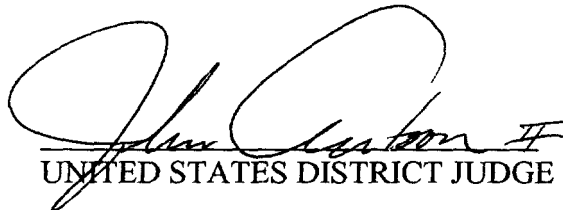
IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Spratt's accompanying Consent be, and it hereby is, incorporated herein with the same force and effect as if fully set forth herein.

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including implementation and enforcement of the terms and conditions of this Final Judgment and annexed Consent.

IX.

There being no reason for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Judgment forthwith and without further notice.


UNITED STATES DISTRICT JUDGE

Dated: 12/30/01, 2001

Date Printed: 12/31/2001

Notice sent to:

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12/31/01