

ORIGINAL

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

**United States Courts
Southern District of Texas
FILED**

FEB 02 2001

Michael N. Milby, Clerk

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

**HOUSTON TEXANS NFL FOOTBALL
TEAM HOLDING COMPANY, INC.; and
EDGAR A. GUILBEAU**

Defendants,

**UNITED STATES COURTS
SOUTHERN DISTRICT OF TEXAS
ENTERED**

**Civil Action
H-00-3072**

FEB - 7 2001

MICHAEL N. MILBY, CLERK OF COURT

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER
EQUITABLE RELIEF AGAINST EDGAR A. GUILBEAU**

Plaintiff Securities and Exchange Commission ("Commission"), having filed its Complaint in this matter and defendant Edgar A. Guilbeau ("Guilbeau"), through his Stipulation and Consent ("Consent"), having admitted service of the of the Complaint and waived service of the summons, having admitted the jurisdiction of this Court over him, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having entered into his Consent voluntarily, no threats, promises of immunity or assurances having been made by the Commission or by any of its members, officers, agents or representatives to induce Guilbeau to enter into his Consent, having consented, without admitting or denying any of the allegations in the Commission's Complaint, except as to jurisdiction as set forth above, to entry without further notice of this Final Judgment of Permanent Injunction and Other Equitable Relief ("Final Judgment") enjoining defendant Guilbeau from engaging in transactions, acts, practices and courses of business which constitute and would constitute violations of Sections 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act"), [15 U.S.C. §§ 77(e)(c) and 77(q)(a)],; and it further

appearing that this Court has jurisdiction over defendant Guilbeau and over 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 defendant Guilbeau 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 securities, in the form of common stock or any other security, from making use of any means or instruments of transportation or communication in interstate commerce, or of the mails, directly or indirectly:

- (a) to employ any device, scheme or artifice to defraud; or
- (b) to engage in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Guilbeau 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, in the absence of any applicable exemption, directly or indirectly: 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 of 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 or (prior to the effective date of the

registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Guilbeau shall pay a civil money penalty of \$ 5,000, pursuant to the provisions of Section 20(d) of the Securities Act of 1933, [15 U.S.C. §77t(d)], within 30 days of the entry of this Order. 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, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies Guilbeau as a defendant in this civil action, and the docket number hereof, a copy of which cover letter and money order or check shall be sent to Harold F. Degenhardt, the District Administrator of the Fort Worth District Office, Securities and Exchange Commission, 801 Cherry Street, Suite 1900, Fort Worth Texas 76102.

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the 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.

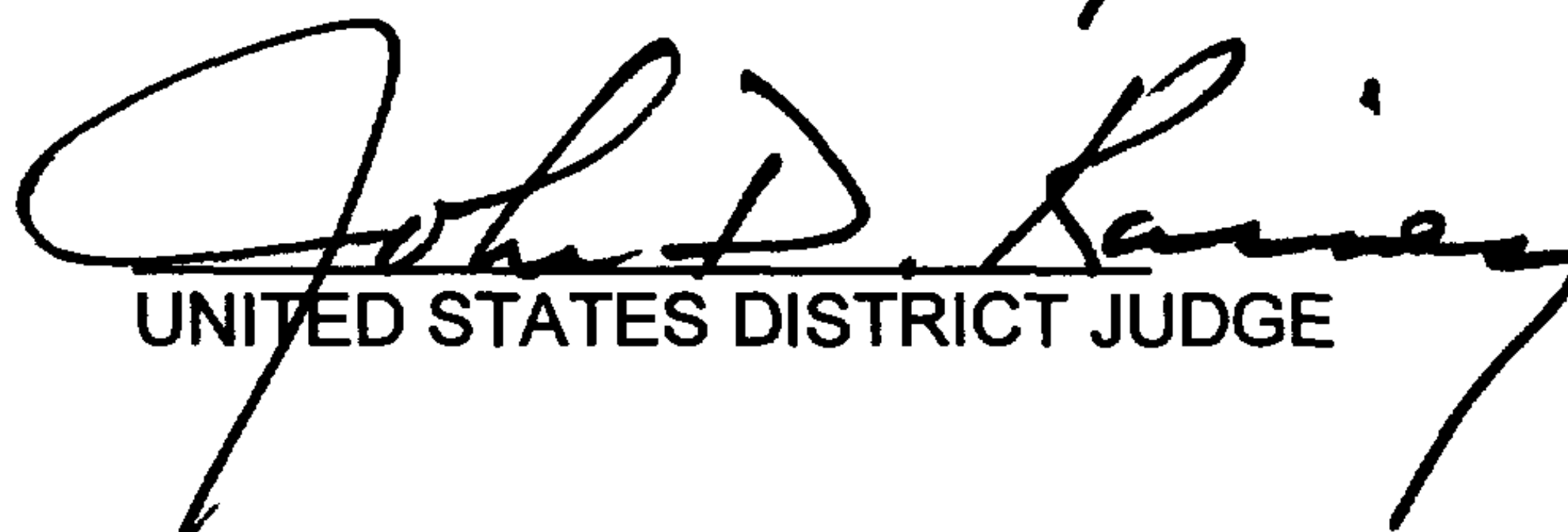
V.

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 in this action.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Final Judgment may be served upon defendant Guilbeau 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.

DATED and SIGNED this 7th day of February, 2008.


UNITED STATES DISTRICT JUDGE

AGREED AS TO FORM AND SUBSTANCE:

Edgar A. Guilbeau
EDGAR A. GUILBEAU