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U.S. DISTRICT COURT  
 NORTHERN DISTRICT OF TEXAS  
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 JAN 16 2003  
 CLERK, U.S. DISTRICT COURT  
 By \_\_\_\_\_ Deputy

IN THE UNITED STATES DISTRICT COURT  
 FOR THE NORTHERN DISTRICT OF TEXAS  
 DALLAS DIVISION

SECURITIES AND EXCHANGE  
 COMMISSION,

Plaintiff,

v.

BIG COUNTRY AGS, INC., d/b/a AGS, INC.,  
 et al.,

Defendants.

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Civil Action No. 3:02-CV-606-L



**JUDGMENT**

This judgment is issued pursuant to the court's orders of July 31, 2002, and January 16, 2003. It is therefore ORDERED, ADJUDGED and DECREED that:

A. Defendants Godfried Martin Sarpong ("Sarpong") and Africa Gemstone Corporation ("Africa Gemstone"), individually and jointly, and their agents, employees, servants, attorneys and all persons in active concert or participation with them who receive actual notice of this Judgment as to Defendants Sarpong and Africa Gemstone by personal service or otherwise, are hereby enjoined and restrained from the following:

1. Violating sections 5(a) and (c) of the Securities Act of 1933, 15 U.S.C. § 77e(a) and (c), directly or indirectly, by:
  - (a) 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) 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 is in effect as to the security;

- (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 of any prospectus or otherwise any security unless a registration statement has been filed as to such security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding or examination under section 8 of the Securities Act of 1933, 15 U.S.C. § 77h.

- 2. Violating section 17 of the Securities Act, 15 U.S.C. § 77q(a), in connection with the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce, or by the use of the mails, directly or indirectly, by:

- (a) employing any device, scheme or artifice to defraud; or
- (b) obtaining 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 statement(s) made, in light of the circumstances under which they were made, not misleading; or
- (c) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon the purchaser.

- 3. Violating section 10 of the Securities Exchange Act of 1934, 15 U.S.C. § 78j(b), directly or indirectly, by the use of any means or instrumentality of interstate commerce or of the mails, or of any facility of any national securities exchange, by

using or employing, in connection with the purchase or sale of any security registered on a national securities exchange or any security not so registered, any manipulative or deceptive device or contrivance in contravention of a rule or regulation prescribed by the Securities and Exchange Commission.

4. Violating Rule 10b-5 of the Securities and Exchange Commission, 17 C.F.R. § 240.10b-5, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails or of any facility of any national securities exchange, by: (1) employing any device, scheme or artifice to defraud; (2) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement(s) made, in the light of the circumstances under which they were made, not misleading; or (3) engaging 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.

B. Defendants Sarpong and Africa Gemstone, jointly and severally, shall make disgorgement to the registry of this court by **February 17, 2003**, in the amount of \$1,105,621.40, together with prejudgment interest from June 1, 2001 through July 31, 2002, in the amount of \$73,632.59, and postjudgment interest at the statutory rate provided for in 28 U.S.C. § 1961.

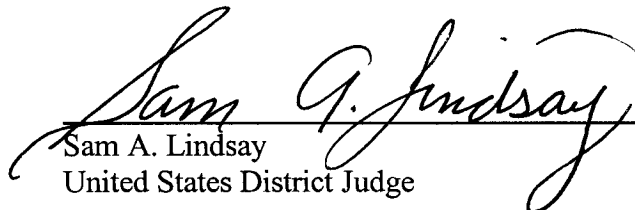
C. Defendants Sarpong and Africa Gemstone shall pay civil monetary penalties to the United States Treasury by **February 17, 2003**, as follows: Defendant Godfried Martin Sarpong in the amount of **\$120,000**, and Defendant Africa Gemstone Corporation in the amount of **\$600,000**. Such payment shall be (1) made by United States postal money order, certified check, bank cashier's check or bank money order; (2) made payable to the Securities and Exchange Commission; (3) hand-delivered, mailed or delivered by courier to the Comptroller, Securities and Exchange Commission, Operations Center,

6432 General Green Way, Stop 0-3, Alexandria, Virginia 22312-2413; and (4) submitted under cover letter that identifies Sarpong and Africa Gemstone as Defendants in these proceedings and states the file number of these proceedings, a copy of which cover letter and money order or check shall be sent to Harold F. Degenhardt, District Administrator, Fort Worth District Office, Securities and Exchange Commission, 801 Cherry Street, Suite 1900, Fort Worth, Texas 76102-6819.

D. The Commission may pursue any and all means as may be appropriate at law or in equity to collect disgorgement, interest and civil money penalties from Defendants Sarpong and Africa Gemstone or their assigns, including, but not limited to, obtaining writs of execution, levying against real and/or personal property or funds and pursuing action against any person or persons holding funds or assets for or on behalf of Defendants Sarpong and Africa Gemstone.

E. This judgment may be served upon Defendants Sarpong and Africa Gemstone in person, by certified mail, by facsimile, or by electronic mail either by the United States Marshal or his deputy, the clerk of the court, by any member of the staff of the Securities and Exchange Commission or by any other person authorized by law to make service. The United States marshal in any district in which Defendant Sarpong resides or in which he or Africa Gemstone may be found is authorized and directed to make service on these Defendants at the request of the Commission.

Signed this 16th day of January, 2003.

  
Sam A. Lindsay  
United States District Judge