

UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

THOMAS & BETTS CORPORATION,
NEIL W. PARKER, ROBIN B. GREGERSEN,
and ROBERT C. CALHOUN,

Defendants.

03 0784

FILED

APR - 3 2003

NANCY MAYER WHITTINGTON, CLERK
U.S. DISTRICT COURT

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND
OTHER RELIEF AS TO DEFENDANT NEIL W. PARKER**

Plaintiff Securities and Exchange Commission ("Commission") has commenced this action by filing its Complaint.

Defendant Neil W. Parker ("Defendant"), in the attached Consent and Undertakings of Defendant Neil W. Parker ("Consent"), incorporated herein by reference, has entered a general appearance; admitted the jurisdiction of this Court over him and over the subject matter of this action; waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure; and waived any right to appeal from this Final Judgment. There has been no trial, argument, or adjudication of any issue of fact or law, or presentation of any evidence to the Court. Without admitting or denying the allegations of the Complaint (except as to jurisdiction, which he admits), Defendant consents to the entry of this Final Judgment.

It further appearing that the Court has jurisdiction over Defendant and the subject matter of this action:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, through the use of any means or instrumentality of interstate commerce or of the mails, or of the facilities of a national securities exchange:

- (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 statements 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 on any person,

in connection with the purchase or sale of any security, in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 CFR 240.10b-5].

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, knowingly circumventing or knowingly failing to implement a system of internal accounting controls, or knowingly falsifying, or causing to be falsified, any book, record, or account subject to Exchange Act Section 13(b)(2)(A)

[15 U.S.C. § 78m(b)(2)(A)], in violation of Exchange Act Section 13(b)(5) [15 U.S.C. § 78m(b)(5)] and Exchange Act Rule 13b2-1 [17 C.F.R. § 240.13b2-1].

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from, as a director or officer of an issuer, directly or indirectly:

- (a) making or causing to be made a materially false or misleading statement, or
- (b) omitting to state, or causing another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to an accountant

in connection with (1) any audit or examination of the financial statements of an issuer required to be made pursuant to the rules and regulations under the Exchange Act [17 C.F.R. §§ 240.0-1 *et seq.*]; or (2) the preparation or filing of any document or report required to be filed with the Commission, in violation of Exchange Act Rule 13b2-2 [17 C.F.R. § 240.13b2-2].

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all those persons in active concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from aiding and abetting the filing with the Commission of any periodic report on behalf of any issuer pursuant to Exchange Act Section 13(a) [15 U.S.C. § 78m(a)] and Exchange Act Rules 12b-20, 13a-1 and 13a-13 [17 C.F.R. §§ 240.12b-20, 240.13a-1 and 240.13a-13] promulgated thereunder, which contains any untrue statement of material fact, or

which omits 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 which fails to comply in any material respect with the requirements of Exchange Act Section 13(a) [15 U.S.C. § 78m(a)] and the rules and regulations thereunder.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant, his agents, servants, employees, attorneys-in-fact, and all persons in active concert or participation with them who receive actual notice of the Final Judgment by personal service or otherwise, are hereby permanently restrained and enjoined from, directly or indirectly, aiding and abetting the failure of any issuer which has a class of securities registered pursuant to Exchange Act Section 12 [15 U.S.C. § 78l] or which is required to file reports pursuant to Exchange Act Section 15(d) [15 U.S.C. § 78o(d)] to: (a) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the issuer, as required by Exchange Act Section 13(b)(2)(A) [15 U.S.C. § 78m(b)(2)(A)], or (b) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary (1) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (2) to maintain accountability for assets, as required by Exchange Act Section 13(b)(2)(B) [15 U.S.C. § 78m(b)(2)(B)].

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant be, and hereby is, permanently restrained and enjoined, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], from acting as an officer or director of any issuer of securities that has a class

of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l], or that is required to file reports pursuant to Section 15(d) of such Act [15 U.S.C. § 78o(d)].

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay a civil penalty in the amount of \$50,000 pursuant to Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

VIII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Defendant shall pay disgorgement in the amount of \$9,741, plus prejudgment interest in the amount of \$2,643, for a total of \$12,384.

IX.

Defendant shall make payment of the civil penalty, disgorgement and prejudgment interest ordered herein within thirty (30) days after entry of this Final Judgment by certified check, bank cashier's check, or United States postal money order to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, VA 22312, and shall be accompanied by a letter that identifies Neil W. Parker as a defendant in this action, the caption and the civil action number of this action, the name of this Court, and specifying that payment is made pursuant to this Final Judgment. A copy of the cover letter and money order or check shall also be sent to Derek M. Meisner, Senior Counsel, Division of Enforcement, Securities and Exchange Commission, 450 5th Street, NW, Washington, DC 20549-0806.

X.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the annexed Consent be, and hereby is, incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

XI.

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


UNITED STATES DISTRICT JUDGE

Date: April 3, 2003

cc: Russell G. Ryan, Esq.
U.S. Securities and Exchange Commission
450 5th Street, N.W.
Washington, DC 20549-0806
(202) 942-4660

Counsel for Plaintiff Securities
and Exchange Commission

John J. Tigue, Jr., Esq.
Morvillo, Abramowitz, Grand, Iason & Silberberg, P.C.
565 Fifth Avenue
New York, New York 10017
(212) 856-9600

Counsel for Defendant Neil W. Parker

Dixie L. Johnson, Esq.
Fried, Frank, Harris, Shriver & Jacobson
1001 Pennsylvania Avenue, N.W., Suite 800
Washington, D.C. 20004-2505
(202) 639-7000

Counsel for Defendant Robert C. Calhoun

Robert F. Wise, Jr., Esq.
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Counsel for Defendant Thomas & Betts Corporation

Adam D. Mitzner, Esq.
Richards Spears Kibbe & Orbe LLP
One World Financial Center
New York, New York 10281-1003
(212) 530-1800

Counsel for Defendant Robin B. Gregersen