



I.

Defendants and Defendants' agents, servants, employees, officers, members, attorneys, and all persons in active concert or participation with them who receive actual notice of this Agreed Judgment by personal service or otherwise, and each of them, are hereby restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (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 the 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.

II.

Defendants and Defendants' agents, servants, employees, officers, members, attorneys, and all persons in active concert or participation with them who receive actual notice of this Agreed Judgment by personal service or otherwise, and each of them, are hereby restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or

communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of 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 transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

### III.

Defendants and Defendants' agents, servants, employees, officers, members, attorneys, and all persons in active concert or participation with them who receive actual notice of this Agreed Judgment by personal service or otherwise, and each of them, are hereby are restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) 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 with the Commission 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 [15 U.S.C. § 77h].

#### IV.

Upon motion of the Commission, the Court shall determine whether it is appropriate to order disgorgement of ill-gotten gains and/or a civil penalty 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)] and, if so, the amount(s) of the disgorgement and/or civil penalty. If disgorgement is ordered, Defendants shall pay prejudgment interest thereon, calculated from January 1, 2009, based on the rate of interest used by the Internal Revenue Service for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2). In connection with the Commission's motion for disgorgement and/or civil penalties, and at any hearing held on such a motion: (a) Defendants will be precluded from arguing that he or it did not violate the federal securities laws as alleged in the Complaint; (b) Defendants may not challenge the validity of this Agreed Judgment or the Consent each has executed and filed with the Court; (c) solely for the purposes of such motion, the allegations of the Complaint shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence. In connection with the Commission's motion for disgorgement and/or civil penalties, the parties may take discovery, including discovery from appropriate non-parties.

V.

If following the entry of the Agreed Judgment the Commission obtains information indicating that any of Defendants knowingly provided materially false or misleading information or materials to the Commission in this or any related proceeding, the Commission may, within a reasonable time of obtaining such information, petition the Court for a larger civil penalty than it would otherwise seek against that Defendant, or if the Court has already ruled on the Commission's motion for disgorgement and/or civil penalty, for an order requiring that Defendant to pay an additional civil penalty; provided, however, that the Commission will provide Defendants with no less than 15 days notice of the intent to file such a petition, and such notice will be effective if made in writing to Defendants' counsel in this action, Linda Broocks, at 1900 Pennzoil South Tower, 711 Louisiana Street, Houston, Texas 77002. In connection with any such petition and at any hearing held on such a motion: (a) Defendants will be precluded from arguing that he or it did not violate the federal securities laws as alleged in the Complaint; (b) Defendants may not challenge the validity of this Agreed Judgment or the Consents each has executed and filed with the Court; (c) the allegations of the Complaint, solely for the purposes of such motion, shall be accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative testimony, and documentary evidence. Under these circumstances, the parties may take discovery, including discovery from appropriate non-parties.

VI.

The Consents are incorporated herein with the same force and effect as if fully set forth herein, and Defendants shall comply with all of the undertakings and agreements set forth therein.

VII.

This Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Agreed Judgment.

VIII.

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

Dated 23 March, 2011

  
UNITED STATES DISTRICT JUDGE

Agreed to form:

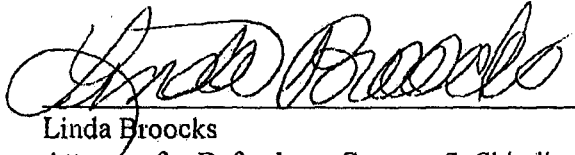


Linda Brooks  
Attorney for Defendants Gregory S. Shindler,  
Rockwell Energy of Texas, Commission  
LLC, and Rockwell Energy Management, LLC

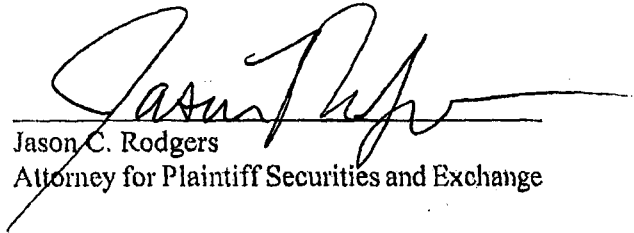
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Jason C. Rodgers  
Attorney for Plaintiff Securities and Exchange

Agreed to form:



Linda Broocks  
Attorney for Defendants Gregory S. Shindler,  
Rockwell Energy of Texas, Commission  
LLC, and Rockwell Energy Management, LLC



Jason C. Rodgers  
Attorney for Plaintiff Securities and Exchange

*SEC v. Rockwell Energy of Texas, LLC, et al.*

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AGREED JUDGMENT OF PERMANENT INJUNCTION AS TO  
DEFENDANTS GREGORY S. SHINDLER, BRADLEY M. JAMES, ROCKWELL ENERGY OF TEXAS, LLC,  
AND ROCKWELL ENERGY MANAGEMENT, LLC