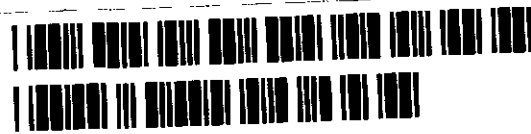


FILED ENTERED  
LODGED RECEIVED

APR - 1 2008

AT SEATTLE  
CLERK U.S. DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON DEPUTY  
BY



08-CV-00197-ORD

**UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

STRATEGIC MANAGEMENT &  
OPPORTUNITY CORPORATION;  
ROBERT J. PRATT, and JEFFREY A.  
BROMMER,

Defendants.

Case No.: 2:08-CV-00197-JLR

~~PROPOSED~~ JUDGMENT, PERMANENT  
INJUNCTION AND OTHER RELIEF AS TO  
DEFENDANT ROBERT J. PRATT

*JLR*

The Securities and Exchange Commission having filed a Complaint and defendant Robert J. Pratt ("Defendant Pratt") having entered a general appearance; consented to the Court's jurisdiction over him and the subject matter of this action; consented to the entry of this Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Judgment:

Judgment as to Defendant Pratt

1 I.

2 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
3 Pratt and Defendant Pratt's agents, servants, employees, attorneys, and all persons  
4 in active concert or participation with them who receive actual notice of this  
5 Judgment by personal service or otherwise are permanently restrained and enjoined  
6 from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act  
7 of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated  
8 thereunder, 17 C.F.R. § 240.10b-5, by using any means or instrumentality of  
9 interstate commerce, or of the mails, or of any facility of any national securities  
10 exchange, in connection with the purchase or sale of any security:

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

12 (b) to make any untrue statement of a material fact or to omit to  
13 state a material fact necessary in order to make the statements made, in light of the  
14 circumstances under which they were made, not misleading; or

15 (c) to engage in any act, practice, or course of business which  
16 operates or would operate as a fraud or deceit upon any person.

17 II.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
19 Defendant Pratt and Defendant Pratt's agents, servants, employees, attorneys, and  
20 all persons in active concert or participation with them who received actual notice  
21 of this Judgment by personal service or otherwise are permanently restrained and  
22 enjoined from violating Section 5 of the Securities Act, 15 U.S.C. § 77e, by,  
23 directly or indirectly, in the absence of any applicable exemption:

24 (a) unless a registration statement is in effect as to a security,  
25 making use of any means or instruments of transportation or communication in  
26 interstate commerce or of the mails to sell such security through the use or medium  
27 of any prospectus or otherwise;

28 (b) unless a registration statement is in effect as to a security,  
Judgment as to Defendant Pratt

1 carrying or causing the be carried through the mails or in interstate commerce, by  
2 any means or instrument of transportation, any such security for the purpose of  
3 sale or delivery after sale; or

4 (c) making any means or instruments of transportation or  
5 communication in interstate commerce or of the mails to offer to sell or offer to by  
6 through the use or medium or any prospectus or otherwise any security, unless a  
7 registration statement has been filed with the Commission as to such security, or  
8 while the registration statement is the subject of a refusal order or stop order or  
9 (prior to the effective date of the registration statement) any public proceeding or  
10 examination under Section 8 of the Securities Act, 15 U.S.C. § 77b.

11 **III.**

12 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that,**  
13 pursuant to Section 21(d)(2) of the Exchange Act, 15 U.S.C. § 78u(d)(2),  
14 Defendant Pratt is prohibited from acting as an officer or director of any issuer that  
15 has a class of securities registered pursuant to Section 12 of the Exchange Act, 15  
16 U.S.C. § 78l, or that is required to file reports pursuant to Section 15(d) of the  
17 Exchange Act, 15 U.S.C. § 78o(d).

18 **IV.**

19 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that**  
20 Defendant Pratt is permanently barred from participating in an offering of penny  
21 stock, including engaging in activities with a broker, dealer, or issuer for purposes  
22 of issuing, trading, or inducing or attempting to induce the purchase or sale of any  
23 penny stock. A penny stock is any equity security that has a price of less than five  
24 dollars, except as provided in Rule 3a51-1 under the Exchange Act, 17 C.F.R.  
25 240.3a51-1.

26 **V.**

27 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that**  
28 Defendant Pratt shall pay disgorgement of ill-gotten gains, prejudgment interest

Judgment as to Defendant Pratt

1 thereon, and a civil penalty pursuant to Section 20(d) of the Securities Act, 15  
2 U.S.C. § 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3).  
3 The Court shall determine the amounts of the disgorgement and civil penalty upon  
4 the motion of the Commission. Prejudgment interest shall be calculated pursuant  
5 to 28 U.S.C. § 1961 based on the date of entry of the order fixing the amount of  
6 disgorgement. In connection with the Commission's motion for disgorgement  
7 and/or civil penalties, and at any hearing held on such a motion:

8 (a) Defendant Pratt will be precluded from arguing that he did not  
9 violate the federal securities laws as alleged in the Complaint;

10 (b) Defendant Pratt may not challenge the validity of this Consent  
11 or the Judgment;

12 (c) solely for purposes of such motion, the allegations of the  
13 Complaint shall be accepted as and deemed true by the Court; and

14 (d) the Court may determine the issues raised in the motion on the  
15 basis of affidavits, declarations, excerpts of sworn testimony or investigative  
16 testimony, and documentary evidence, without regard to the standards for  
17 summary judgment contained in Rule 56(c) of the Federal Rules of Civil  
18 Procedure. In connection with the Commission's motion for disgorgement and/or  
19 civil penalties, the parties may take discovery, including discovery from  
20 appropriate non-parties.

21 **VI.**

22 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
23 Consent is incorporated herein with the same force and effect as if fully set forth  
24 herein, and that Defendant Pratt shall comply with all of the undertakings and  
25 agreements set forth herein.

26 **VII.**

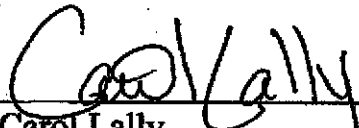
27 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this  
28 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms  
Judgment as to Defendant Pratt

1 of this Judgment.

2 **VIII.**

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

6  
7 Presented by:

8   
9 \_\_\_\_\_  
10 Carol Lally  
11 SECURITIES & EXCHANGE COMMISSION  
12 Los Angeles Regional Office  
13 5670 Wilshire Boulevard, 11th Floor  
14 Los Angeles, California 90036

15 Dated this 1st day of April, 2008.

16   
17 \_\_\_\_\_  
18 UNITED STATES DISTRICT JUDGE  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**PROOF OF SERVICE**

I am over the age of 18 years and not a party to this action. My business address is:

U.S. SECURITIES AND EXCHANGE COMMISSION, 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036-3648  
Telephone No. (323) 965-3998; Facsimile No. (323) 965-3908.

On March 31, 2008, I served the document entitled:

**[PROPOSED] JUDGMENT, PERMANENT INJUNCTION AND OTHER RELIEF AS TO DEFENDANT ROBERT J. PRATT**

on all the parties to this action addressed as stated on the attached service list:

**OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency's practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

**PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

**EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

**HAND DELIVERY:** I caused to be hand delivered each such envelope to the office of the addressee as stated on the attached service list.

**FEDERAL EXPRESS:** By placing in sealed envelope(s) designated by Federal Express with delivery fees paid or provided for, which I deposited in a facility regularly maintained by Federal Express or delivered to a Federal Express courier, at Los Angeles, California.

**ELECTRONIC MAIL:** By transmitting the document by electronic mail the electronic mail address as stated on the attached service list.

**FAX:** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

**(Federal)** I declare that I am employed in the office of a member of the bar of this Court, at whose direction the service was made. I declare under penalty of perjury that the foregoing is true and correct.

Date: March 31, 2008

  
\_\_\_\_\_  
Gregory C. Glynn

1                    **SEC v STRATEGIC MANAGEMENT, INC., et al.**  
2                    **United States District Court – Western District of Washington**  
3                    **Case No. C 08-197 JLR**  
4                    **(LA-2955)**

5                    **SERVICE LIST**

6                    1.     Robert J. Pratt  
7                            185 Russert Avenue  
8                            Lynden, Washington 98264  
9                            Telephone: (360) 398-8707

10                            ***Defendant In Pro Per***

11                    2...   Robert J. Pratt  
12                            185 Russert Avenue  
13                            Lynden, Washington 98264  
14                            Telephone: (360) 398-8707

15                            ***Designated Agent for Defendant***  
16                            ***Strategic Management & Opportunity Corporation***

17                    3.     Martin R. Nathan, Esq.  
18                            Attorney At Law  
19                            661 Bering Drive, Suite 102  
20                            Houston, Texas 77057-2137  
21                            Telephone: (713) 961-4004  
22                            Telecopier: (713) 721-7168

23                            ***Counsel for Settling Defendant***  
24                            ***Jeffrey A. Brommer***  
25  
26  
27  
28