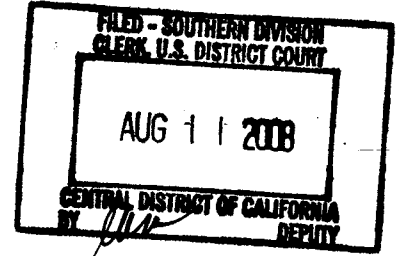


NO JS-6



UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

PROVISION OPERATION SYSTEMS,  
INC. et al.,

Defendants.

Case No. 8:07-CV-1130-  
AHS (JWJx)

~~PROPOSED~~ FINAL JUDGMENT OF DEFENDANT  
ROBERT THOMAS FLETCHER III *PER CONSENT OF PARTIES*

The Securities and Exchange Commission having filed a Complaint and Defendant Robert Thomas Fletcher III ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final 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

Final Judgment:

I.

1  
2 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
3 and Defendant's agents, servants, employees, attorneys, and all persons in active  
4 concert or participation with them who receive actual notice of this Final Judgment  
5 by personal service or otherwise are permanently restrained and enjoined from  
6 violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of  
7 1934 (the "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:  
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14 (a) to employ any device, scheme, or artifice to defraud;

15 (b) to make any untrue statement of a material fact or to omit to state a  
16 material fact necessary in order to make the statements made, in the light of  
17 the circumstances under which they were made, not misleading; or  
18

19 (c) to engage in any act, practice, or course of business which operates or  
20 would operate as a fraud or deceit upon any person.  
21

22 II.

23 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
24 that Defendant and Defendant's agents, servants, employees, attorneys, and all  
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1 persons in active concert or participation with them who receive actual notice of  
2 this Final Judgment by personal service or otherwise are permanently restrained  
3 and enjoined from violating Section 17(a) of the Securities Act of 1933 (the  
4 “Securities Act”) [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use  
5 of any means or instruments of transportation or communication in interstate  
6 commerce or by use of the mails, directly or indirectly:  
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8  
9 (a) to employ any device, scheme, or artifice to defraud;

10 (b) to obtain money or property by means of any untrue statement of a  
11 material fact or any omission of a material fact necessary in order to make  
12 the statements made, in light of the circumstances under which they were  
13 made, not misleading; or  
14

15 (c) to engage in any transaction, practice, or course of business which  
16 operates or would operate as a fraud or deceit upon the purchaser.  
17

18 III.

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

- 3 (a) Unless a registration statement is in effect as to a security, making use  
4 of any means or instruments of transportation or communication in  
5 interstate commerce or of the mails to sell such security through the  
6 use or medium of any prospectus or otherwise;  
7  
8 (b) Unless a registration statement is in effect as to a security, carrying or  
9 causing to be carried through the mails or in interstate commerce, by  
10 any means or instruments of transportation, any such security for the  
11 purpose of sale or for delivery after sale; or  
12  
13 (c) Making use of any means or instruments of transportation or  
14 communication in interstate commerce or of the mails to offer to sell  
15 or offer to buy through the use or medium of any prospectus or  
16 otherwise any security, unless a registration statement has been filed  
17 with the Commission as to such security, or while the registration  
18 statement is the subject of a refusal order or stop order or (prior to the  
19 effective date of the registration statement) any public proceeding or  
20 examination under Section 8 of the Securities Act [15 U.S.C. § 77h].  
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1 IV.

2 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that,  
3 pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)] and  
4 Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)], Defendant is prohibited,  
5 following the date of entry of this Final Judgment, from acting as an officer or  
6 director of any issuer that has a class of securities registered pursuant to Section 12  
7 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to  
8 Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].  
9

10 V.

11 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
12 that Defendant is permanently barred from participating in an offering of penny  
13 stock, including engaging in activities with a broker, dealer, or issuer for purposes  
14 of issuing, trading, or inducing or attempting to induce the purchase or sale of any  
15 penny stock. A penny stock is any equity security that has a price of less than five  
16 dollars, except as provided in Rule 3a51-1 under the Exchange Act [17 C.F.R.  
17 240.3a51-1].  
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22 VI.

23 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED  
24 that Defendant is liable for disgorgement of \$5,000,000, representing profits  
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1 gained as a result of the conduct alleged in the Complaint, together with  
2 prejudgment interest thereon in the amount of \$1,562,380.24, for a total of  
3 \$6,562,380.24. The Commission may enforce the Court's judgment for  
4 disgorgement and prejudgment interest by moving for civil contempt (and/or  
5 through other collection procedures authorized by law) at any time after ten days  
6 following entry of this Final Judgment. In response to any such civil contempt  
7 motion by the Commission, the defendant may assert any legally permissible  
8 defense. Payments under this paragraph shall be made to the Clerk of this Court,  
9 together with a cover letter identifying Defendant Fletcher as a defendant in this  
10 action; setting forth the title and civil action number of this action and the name of  
11 this Court; and specifying that payment is made pursuant to this Final Judgment.  
12 Defendant shall simultaneously transmit photocopies of each such payment and  
13 letter to the Commission's counsel in this action. Defendant relinquishes all legal  
14 and equitable right, title, and interest in such payments, and no part of the funds  
15 shall be returned to Defendant. The Clerk shall deposit the funds into an interest  
16 bearing account with the Court Registry Investment System ("CRIS") or any other  
17 type of interest bearing account that is utilized by the Court. These funds, together  
18 with any interest and income earned thereon (collectively, the "Fund"), shall be  
19 held in the interest bearing account until further order of the Court. In accordance  
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1 with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative  
2 Office of the United States Courts, the Clerk is directed, without further order of  
3 this Court, to deduct from the income earned on the money in the Fund a fee equal  
4 to ten percent of the income earned on the Fund. Such fee shall not exceed that  
5 authorized by the Judicial Conference of the United States. The Commission may  
6 propose a plan to distribute the Fund subject to the Court's approval. Defendant  
7 shall pay post-judgment interest on any delinquent amounts pursuant to 28 USC  
8 § 1961.  
9

11 VII.

12 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
13 Defendant shall pay a civil penalty in the amount of \$130,000 pursuant to Section  
14 20(d) of the Securities Act [15 U.S.C. §77t(d)] and Section 21(d) [15 U.S.C. §  
15 78u(d)(3)] of the Exchange Act. Defendant shall make this payment within ten  
16 (10) business days after entry of this Final Judgment by certified check, bank  
17 cashier's check, or United States postal money order payable to the Securities and  
18 Exchange Commission. The payment shall be delivered or mailed to the Office of  
19 Financial Management, Securities and Exchange Commission, Operations Center,  
20 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be  
21 accompanied by a letter identifying Defendant Fletcher as a defendant in this  
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1 action; setting forth the title and civil action number of this action and the name of  
2 this Court; and specifying that payment is made pursuant to this Final Judgment.

3 Defendant shall pay post-judgment interest on any delinquent amounts pursuant to  
4 28 USC § 1961. The Commission shall remit the funds paid pursuant to this  
5 paragraph to the United States Treasury.  
6

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8 VIII.

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
10 Defendant Fletcher prepare a sworn accounting of the purpose, disposition, and  
11 present location of all the money he obtained from ProVision or ProVision investors  
12 during the period July 30, 2003 through March 31, 2005;  
13

14 IX.

15 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
16 Consent is incorporated herein with the same force and effect as if fully set forth  
17 herein, and that Defendant shall comply with all of the undertakings and  
18 agreements set forth therein.  
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21 X.

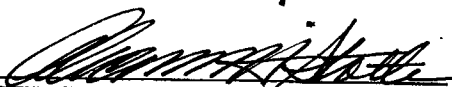
22 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this  
23 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms  
24 of this Final Judgment.  
25



XI.

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

6  
7 Dated: AUG 11 2008

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9   
UNITED STATES DISTRICT JUDGE  
ALICEMARIE H. STOTLER