



## II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III, Paragraph 3 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

## III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Pratt, age 50, was the Chief Financial Officer of Syntax-Brilliant Corp. (“Syntax”) from at least November 2005 through September 2007. Pratt oversaw all the accounting and financial reporting functions at Syntax. He is a Certified Public Accountant licensed in the State of Arizona.

2. Syntax was a Delaware corporation headquartered in Tempe, Arizona. Syntax developed and marketed, among other things, high-definition LCD televisions primarily in the United States and purportedly also in China. Syntax was formed through a reverse merger between Syntax Groups Corporation, a private corporation based in City of Industry, California, and Brilliant Corporation, a U.S. public company based in Tempe, Arizona. At all relevant times, Syntax’s common stock was registered with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934 (“Exchange Act”). On July 8, 2008, Syntax filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. Prior to its suspension on July 22, 2008, Syntax’s common stock was listed for trading on the Nasdaq under the stock symbol “BRLC.” Syntax’s fiscal year ended on June 30.

3. On September 1, 2011, a final judgment was entered against Pratt, permanently enjoining him from future violations of Section 17(a) of the Securities Act of 1933 and Sections 10(b) and 13(b)(5) of the Exchange Act and Exchange Act Rules 10b-5, 13a-14, 13b2-1, and 13b2-2, and aiding and abetting violations of Sections 10(b), 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Exchange Act Rules 10b-5, 12b-20, 13a-1, 13a-11, and 13a-13, in a civil action entitled *Securities and Exchange Commission v. James Li (A/K/A Ching Hua Li), Thomas Chow (A/K/A Man Kit Chow), Roger Kao (A/K/A Chao Chun Kao), Christopher Liu (A/K/A Chi Lei Liu), and Wayne A. Pratt*, Civil Action No. CV11-1712-PHX-SRB, in the United States District Court for the District of Arizona. Pratt was ordered to pay \$88,000 in disgorgement of his executive bonus compensation received while participating in the fraud, \$17,000 in prejudgment interest, and a \$90,000 civil money penalty.

4. The Commission's complaint alleged that an egregious financial fraud was perpetrated by senior management and members of the Board of Directors of Syntax. The Complaint alleged that Pratt ignored red flags of improper revenue recognition and participated in preparing backdated documentation that was provided to Syntax's auditors to support fictitious fiscal 2006 year-end sales. In its Complaint, the Commission alleged that Pratt also ignored indications of impaired assets, agency sales, and potential collectability issues. According to the Commission's Complaint, Pratt also signed Commission filings for each reporting period between June 30, 2006, and June 30, 2007, and Sarbanes-Oxley Act of 2002 ("SOX") certifications that contained material misstatements. The Commission further alleged that Pratt signed management representation letters for Syntax's auditors that contained materially false and misleading statements. In its Complaint, the Commission alleged that, by his misconduct, Pratt violated and/or aided and abetted violations of the antifraud, reporting, recordkeeping, internal controls, and SOX certification provisions of the federal securities laws.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Pratt's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Pratt is suspended from appearing or practicing before the Commission as an accountant.

B. After 5 years from the date of this order, Pratt may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the Respondent's or the firm's quality control system that would indicate that the Respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Elizabeth M. Murphy  
Secretary