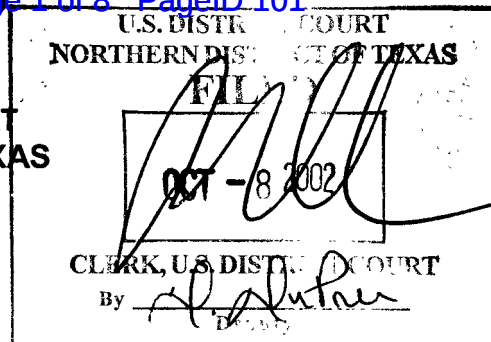


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IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

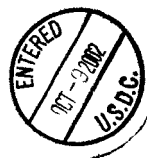
SMART-MART, INC.,  
A Texas Corporation,  
TIMOTHY MCMURRAY, and  
BRADLEY D. WOY

Defendants.

Civil Action No.

01-CV-0397-M *djd*

3:01CV397-M



**AGREED JUDGMENT OF PERMANENT INJUNCTION AND OTHER  
EQUITABLE RELIEF AGAINST BRADLEY D. WOY**

Plaintiff Securities and Exchange Commission ("Commission"), having filed its Complaint in this matter and defendant Bradley D. Woy ("Woy"), through his Stipulation and Consent ("Consent"), having admitted service of the Complaint and waived service of the summons, having admitted the jurisdiction of this Court over him, having waived the entry of findings of facts and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, having entered into his Consent voluntarily, no threats, promises of immunity or assurances having been made by the Commission or by any of its members, officers, agents or representatives to induce Woy to enter into his Consent, having consented, without admitting or denying any of the allegations in the Commission's Complaint, except as to jurisdiction as set forth above, to entry without further notice of this Agreed Judgment of Permanent Injunction and Other Equitable Relief ("Agreed Judgment") enjoining defendant Woy from engaging in transactions, acts, practices and courses of

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business which constitute and would constitute violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. §§ 77e(a), 77e(c) and 77(q)(a)], and Section 10(b), of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. §78j(b)], and Rule 10b-5 [17 C.F.R. §§240.10b-5] promulgated thereunder; and it further appearing that this Court has jurisdiction over defendant Woy and over the subject matter of this action and that no further notice of hearing for the entry of this Agreed Judgment need be given; and the Court being fully advised in the premises;

I.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that defendant Woy and his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Agreed Judgment by personal service or otherwise, be and hereby are permanently restrained and enjoined from violating Section 10(b) of the Exchange Act, [15 U.S.C. §78j(b)] and Rule 10b-5, [17 C.F.R. §240.10b-5] promulgated thereunder, directly or indirectly, in connection with the purchase or sale of securities, in the form of common stock or any other security, from making use of any means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange:

- (a) to employ any device, scheme or artifice to defraud;
- (b) to make any untrue statement of a material fact or 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.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Woy and his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Agreed Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined, in the offer or sale of securities, from violating Section 17(a) of the Securities Act, 15 U.S.C. §77q(a), by making use of any means or instruments of transportation or communication in interstate commerce, or 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 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; and/or
- (c) to engage in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Woy and his agents, servants, employees, attorneys-in-fact and all other persons in active concert or participation with him who receive actual notice of this Agreed Judgment by personal service or otherwise, and each of them, be and hereby are permanently restrained and enjoined from, in the offer or sale of securities, from violating Sections 5(a) and 5(c) of the Securities Act of 1933 [15 U.S.C. §§ 77e(a) and 77e(c)], in the offer or sale of securities,

by:

(a) making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell the securities of any issuer, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect as to such securities;

(b) carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, the securities of any issuer, unless and until a registration statement is in effect as to such securities; or

(c) 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 the securities of any issuer, unless and until a registration statement has been filed with the Commission as to such securities, or while a registration statement as to such securities is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

#### IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that defendant Woy shall pay disgorgement in the amount of \$75,410, representing his gains from the conduct alleged in the Complaint, plus prejudgment interest of \$23,527. Based upon defendant Woy's sworn representations in his Sworn Statement of Financial Condition dated January 19, 2001, and supplemental affidavit dated April 15, 2002, and submitted to the

Commission, payment of disgorgement, but for \$25,000, and all prejudgment interest thereon is waived, contingent upon the accuracy and completeness of his Sworn Statement of Financial Condition. Payment of the \$25,000 shall be paid as follows: \$5,000 to be paid within 30 days of entry of this order; an additional \$5,000 within 90 days of the entry of this order; an additional \$5,000 within 6 months of the entry of this order; an additional \$5,000 within 9 months of the entry of this order; an additional \$5,000 within 12 months of the entry of this order. All payments referenced above shall be paid to the United States Treasury. Such payment shall be: (A) made by United States postal money order, certified check, bank cashier's check or bank money order; (B) made payable to the Securities and Exchange Commission; (C) hand-delivered or mailed to the Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Stop 0-3, Alexandria, VA 22312; and (D) submitted under cover letter that identifies Woy as a defendant in this civil action, and the docket number hereof, a copy of which cover letter and money order or check shall be sent to Harold F. Degenhardt, the District Administrator of the Fort Worth District Office, Securities and Exchange Commission, 801 Cherry Street, Suite 1900, Fort Worth, Texas 76102.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that, based upon defendant Woy's sworn representations of financial condition referenced in Section IV, above, the Court is not ordering him to pay a civil money penalty pursuant to the provisions of 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)]. The determination not to impose a civil penalty is contingent upon the accuracy and completeness of defendant Woy's sworn representations

of financial condition. If at any time following the entry of this Agreed Judgment the Commission obtains information indicating that defendant Woy's representations to the Commission concerning his assets, income, liabilities or net worth were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to Woy, petition this Court for an order requiring Woy to pay disgorgement, prejudgment interest and a civil penalty. In connection with any such petition, the only issues shall be whether the financial information provided by defendant Woy was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering defendant Woy to turn over funds and assets, directing the forfeiture of any assets, or sanctions for contempt of this Agreed Judgment, and the Commission may also request additional discovery. Defendant Woy may not, by way of defense to such petition, challenge the validity of his Consent or this Agreed Judgment, contest the allegations in the Complaint filed by the Commission or contend that the payment of a civil penalty should not be ordered.

VI.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the Consent filed herein be, and the same is hereby, incorporated in this Agreed Judgment with the same force and effect as if fully set forth herein.

VII.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall

retain jurisdiction of this action for all purposes, including for purposes of entertaining any suitable application or motion by the Commission for additional relief within the jurisdiction of this Court, including but not limited to the relief requested by the Commission in its Complaint in this action.

VIII.

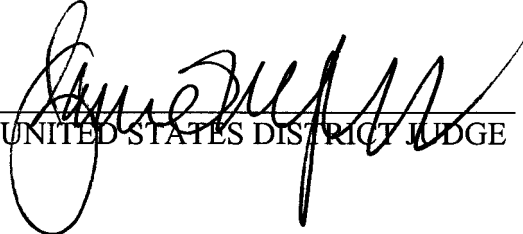
IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Agreed Judgment may be served upon defendant Woy in person or by mail either by the United States marshal, by the Clerk of the Court or by any member of the staff of the Commission.

IX.

IT IS AGREEDLY ORDERED, ADJUDGED AND DECREED that, pursuant to the Court's express determination that there is no just reason for delay and pursuant to Rule

54(b) of the Federal Rules of Civil Procedure, the Clerk is hereby directed to enter judgment accordingly.

DATED and SIGNED this 8 day of October, 2002.

  
UNITED STATES DISTRICT JUDGE

Agreed as to Form:

Bradley D. Woy - 10/1/02  
BRADLEY D. WOY

  
JEFFREY S. LYNCH  
Counsel for Bradley D. Woy