

IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

JAN 24 2006

PATRICIA PRESLEY, COURT CLERK  
by \_\_\_\_\_  
Deputy

Oklahoma Department of Securities )  
ex rel. Irving L. Faught, )  
Administrator, )

Plaintiff, )

v. )

Case No. CJ-2004-6295

Trade Partners, Inc., a Michigan corporation; )  
TPI Management LLC, a Michigan limited )  
liability company; Trade LLC, a Michigan )  
limited liability company; Thomas J. Smith, )  
an individual; Christine M. Zmudka, an individual; )  
Sojkara, L.L.C. a/k/a Sojkara ISP India L.L.C., )  
a Michigan limited liability company; )  
Robert J. Seitters, an individual; )  
InterGlobal Waste Management, Inc., )  
a California corporation; Harold A. Katersky, )  
an individual; Elkins & Associates Inc., )  
an Oklahoma corporation; Heartland Viaticals, Inc., )  
an Oklahoma corporation; Eddie Elkins, )  
an individual; and James S. Stanley, an individual, )

Defendants. )

**STIPULATION AND CONSENT TO FINAL ORDER**

Defendant Thomas J. Smith (“Defendant”) stipulates to the following facts and consents to the following undertakings:

**Stipulations:**

Defendant hereby stipulates as follows:

1. The Oklahoma Department of Securities (“Plaintiff”) is the proper party to bring this action seeking the relief requested in the Petition for Permanent Injunction and Other Equitable Relief (“Petition”) filed in this matter.

2. Defendant is subject to the jurisdiction of this Court by proper service of the Petition and his appearance in this matter.

3. Plaintiff alleges that Defendant engaged in the issuance, offer and/or sale of securities, in and/or from the state of Oklahoma to investors ("Investors") in the nature of interests in the death benefits of one or more viatical settlement contracts ("TPI Viatical Investment Contracts"); membership interests in various limited liability companies including, but not limited to, TPI Monthly Income I LLC; TPI Monthly Income IV LLC; TPI Monthly Income VI LLC; TPI Monthly Income VIII LLC; TPI Monthly Income IX LLC; and TPI Monthly Income XII LLC ("LLC Interests"); TPI promissory notes ("TPI Notes"); notes in the "Sojkara Secured Income Note Program" ("Sojkara Notes"); and notes in the InterGlobal Waste Management, Inc. Program and common stock in InterGlobal Waste Management, Inc. (collectively, "IWM Notes and Stock"). The TPI Viatical Investment Contracts, LLC Interests, TPI Notes, Sojkara Notes, and IWM Notes and Stock are securities as defined by Section 2 of the Oklahoma Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), and Section 1-102 of the Oklahoma Uniform Securities Act of 2004 ("Successor Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

4. Defendant, without admitting or denying the allegations in the Petition, and without making any admissions and without waiving any privileges available to him, does not contest the application of the Act to the issuance, offer and/or sale of the securities referenced in paragraph 3 above in and/or from the state of Oklahoma.

Undertakings:

Defendant hereby undertakes as follows:

1. Defendant consents to the entry of the Final Order, Judgment and Permanent Injunction For Thomas J. Smith ("Final Order"), in the form attached as Exhibit "A" hereto and made a part of this Stipulation and Consent to Final Order ("Stipulation and Consent").
2. Defendant states that this Stipulation and Consent is entered into voluntarily and that no threat or promise of immunity of any kind has been made by Plaintiff, the Administrator of the Oklahoma Department of Securities, or any employee of the Oklahoma Department of Securities, to coerce agreement with this Stipulation and Consent.
3. Defendant waives any right to appeal from the Final Order.
4. Defendant agrees that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Final Order.
5. Defendant agrees that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.
6. Defendant understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant's failure to comply with the terms of the Final Order and this Stipulation and Consent in any material respect or for any future violation of the Successor Act.
7. Defendant agrees to the presentation of this Stipulation and Consent and the Final Order in the form attached as Exhibit "A", to the Court to be entered without further notice.

IN WITNESS WHEREOF, Defendant has executed this Stipulation and Consent as of the date and year set forth below his signature hereto.

Thomas J. Smith  
THOMAS J. SMITH

Date: 1-4-06

Address: FCE Miami - SCP  
Miami, FL 33177

Approved as to form and substance:  
Patricia A. Labarthe  
Patricia A. Labarthe, OBA #10391  
Oklahoma Department of Securities  
120 North Robinson, Suite 860  
Oklahoma City, OK 73102  
(405) 280-7700  
Attorney for Plaintiff

Larry C. Willey  
Larry C. Willey  
Willey, Chamberlain & Yates  
940 Trust Building  
40 Pearl Street N.W.  
Grand Rapids, MI 49503-3032  
Attorney for Defendant Thomas J. Smith



contracts (“TPI Viatical Investment Contracts”); membership interests in various limited liability companies including, but not limited to, TPI Monthly Income I LLC; TPI Monthly Income IV LLC; TPI Monthly Income VI LLC; TPI Monthly Income VIII LLC; TPI Monthly Income IX LLC; and TPI Monthly Income XII LLC (“LLC Interests”); TPI promissory notes (“TPI Notes”); notes in the “Sojkara Secured Income Note Program” (“Sojkara Notes”); and notes in the InterGlobal Waste Management, Inc. Program and common stock in InterGlobal Waste Management, Inc. (collectively, “IWM Notes and Stock”).

2. The TPI Viatical Investment Contracts, LLC Interests, TPI Notes, Sojkara Notes, and IWM Notes and Stock are securities as defined by Section 2 of the Oklahoma Securities Act (“Act”), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), and Section 1-102 of the Oklahoma Uniform Securities Act of 2004 (“Successor Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

3. The securities offered and sold by Defendant are not, and have not been, registered under the Act or the Successor Act. The securities have not been offered or sold pursuant to an exemption from registration pursuant to the Act or the Successor Act.

4. Defendant was an agent of an issuer as defined in Section 2 of the Act and Section 1-102 of the Successor Act. Defendant was not registered under the Act and is not registered under the Successor Act in any capacity.

5. Defendant, without admitting or denying the allegations in the Petition, without making any admissions, and without waiving any privileges available to him, has executed the Stipulation and Consent to Final Order (“Stipulation and Consent”) attached hereto as Exhibit “A” and made a part hereof. The Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this Final Order, Judgment and Permanent Injunction For Thomas J. Smith (“Final Order”).

6. There is a likelihood of future violations of the Successor Act by Defendant if he is not enjoined.

Therefore, based on the pleadings, evidence, and the execution of the Stipulation and Consent, the Court finds that Plaintiff is entitled to the relief prayed for and that this Final Order be issued by agreement of the parties, and, therefore:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that a permanent injunction be and is hereby entered, forever enjoining and restraining Defendant from offering or selling any security in and/or from this state.

IT IS FURTHER ORDERED that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Final Order and the Stipulation and Consent.

IT IS SO ORDERED.

Dated this 24<sup>th</sup> day of January, 2006

**DANIEL L. OWENS**

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DISTRICT COURT JUDGE

Approved as to form and substance:

Patricia A. Labarthe  
Patricia A. Labarthe, OBA #10391  
Oklahoma Department of Securities  
120 North Robinson, Suite 860  
Oklahoma City, OK 73102  
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Attorney for Plaintiff

Larry C. Willey  
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Willey, Chamberlain & Yates  
940 Trust Building  
40 Pearl Street N.W.  
Grand Rapids, MI 49503-3032  
Attorney for Defendant Thomas J. Smith

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 24 day of Jan, 2006  
By Patricia Presley PATRICIA PRESLEY, Court Clerk Deputy