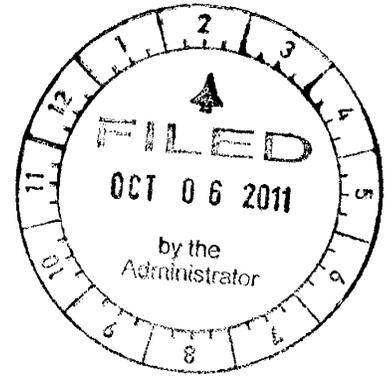


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON AVENUE
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Robert Dale Rochell,

Respondent.

ODS File No. 10-008

AGREEMENT

THIS AGREEMENT is entered into between Robert Dale Rochell (“Respondent”) and the Administrator (“Administrator”) of the Oklahoma Department of Securities (“Department”) as of the Effective Date set forth below.

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2007), the Department conducted an investigation into certain alleged activities of the Respondent to determine whether violations of the Act and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (“Rules”) may have occurred. Based thereon, a *Petition for Permanent Injunction and/or other Equitable Relief* (“Petition”) was filed on February 24, 2011, in the District Court of Oklahoma County, Case No. CJ-2011-1252 (the “Oklahoma County Civil Case”).

The Respondent desires to settle this matter expeditiously in a manner consistent with the purposes fairly intended by the policies and provisions of the Act and the Rules. Respondent voluntarily waives his right to a hearing provided by the Act, the Rules, and the Oklahoma Administrative Procedures Act, and any right to appeal.

The undersigned parties hereto agree as follows:

- 1. Jurisdiction.** The Administrator has jurisdiction over Respondent and the subject matter of this action.
- 2. Securities Violations.** Respondent offered and/or sold unregistered securities in and/or from the State of Oklahoma between March 1, 2007 and April 30, 2007. Respondent was not registered in any capacity under the Act. Further, Respondent made untrue statements of material fact in connection with the offer and/or sale of the unregistered securities.
- 3. Order.** The Administrator will issue an order in the form attached hereto as “Attachment A”.

4. **Compliance with the Act.** Respondent shall comply with all provisions of the Act and Rules in connection with offers and/or sales of securities in and/or from the state of Oklahoma.

5. **Public Record.** Respondent acknowledges and understands that this Agreement is a public record and will be available for public examination, pursuant to Section 1-607 of the Act.

6. **No Coercion.** Respondent enters into this Agreement voluntarily and without any duress, undue influence, or coercion by the Administrator, any employee of the Department, or any member of the Oklahoma Securities Commission.

7. **Consideration.** In consideration of this Agreement, the Administrator, on the Effective Date of this Agreement, will dismiss with prejudice the Oklahoma County Civil Case and will not take further action against the Respondent in connection with the allegations contained within the Petition.

8. **Failure to Comply.** Should Respondent fail to comply with the terms of this Agreement in any material respect or if Respondent has made any false or misleading statements to the Department in connection with this matter, the Department may initiate an action against Respondent as authorized by the Act.

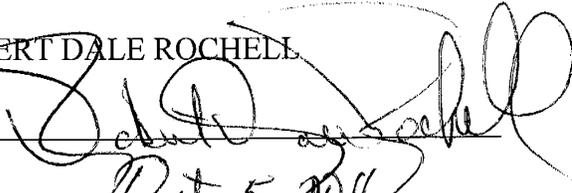
9. **Entire Agreement.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

10. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against Respondent, the Administrator may assist in such actions as authorized by law. It is further agreed that the execution of this Agreement does not mean that the Administrator has passed in any way upon the merits or qualifications of, or recommended or given approval to, the transactions to which it relates or any future securities transactions by Respondent.

11. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

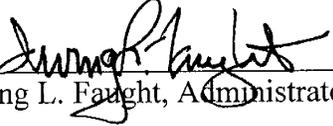
IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

ROBERT DALE ROCHELL



Date: Oct 5, 2011

OKLAHOMA DEPARTMENT OF SECURITIES

By: 

Irving L. Faught, Administrator

Date: October 6, 2011

**STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON AVENUE
OKLAHOMA CITY, OKLAHOMA 73102**

In the Matter of:

Robert Dale Rochell,

Respondent.

ODS File No. 10-008

ORDER TO CEASE AND DESIST

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2007), the Department conducted an investigation into certain alleged activities of the Respondent to determine whether violations of the Act and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities ("Rules") may have occurred. Based thereon, a *Petition for Permanent Injunction and/or other Equitable Relief* ("Petition") was filed on February 24, 2011, in the District Court of Oklahoma County, Case No. CJ-2011-1252.

In order to resolve this matter, Respondent voluntarily entered into the Agreement, attached hereto as "Exhibit A" and incorporated herein by reference ("Agreement").

This Order is issued pursuant to Section 1-604 of the Act. For purposes of this Order, the Administrator hereby adopts the following Findings of Fact and Conclusions of Law: (1) through his execution of the Agreement, Respondent consented to the entry of this Order; (2) it is in the public interest for the Administrator to issue this Order; and (3) the Administrator is authorized by law to issue this Order.

NOW THEREFORE IT IS HEREBY ORDERED that Respondent shall cease and desist from engaging in any act, practice, of course of business constituting a violation of the Act or a rule adopted or order issued under the Act to include, offering and selling unregistered securities, transacting business as an agent without the benefit of registration, and/or making untrue statements of material fact in connection with the offer and/or sale of securities.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities on this ___ day of October, 2011.

(SEAL)

Irving L. Faught, Administrator
Oklahoma Department of Securities

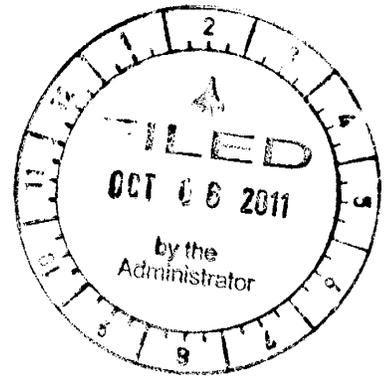
CERTIFICATE OF MAILING

The undersigned hereby certifies that on the _____ day of October, 2011, a true and correct copy of the above and foregoing *Order to Cease and Desist* was mailed by certified mail, return receipt requested, with postage prepaid thereon addressed to:

W. Dan Nelson
2500 S. Broadway, Ste. 310
Edmond, OK 73013

Brenda London, Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON AVENUE
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Robert Dale Rochell,

Respondent.

ODS File No. 10-008

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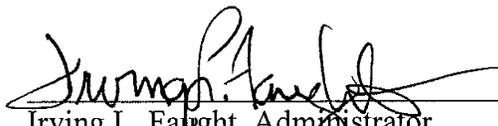
In order to resolve this matter, Respondent voluntarily entered into the Agreement, attached hereto as "Exhibit A" and incorporated herein by reference ("Agreement").

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Witness my Hand and the Official Seal of the Oklahoma Department of Securities on this 6th day of October, 2011.

(SEAL)


Irving L. Faught, Administrator
Oklahoma Department of Securities

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 6th day of October, 2011, a true and correct copy of the above and foregoing *Order to Cease and Desist* was mailed by certified mail, return receipt requested, with postage prepaid thereon addressed to:

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2500 S. Broadway, Ste. 310
Edmond, OK 73013

Brenda London
Brenda London, Paralegal

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11. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

ROBERT DALE ROCHELL

Date: Oct 5, 2014

OKLAHOMA DEPARTMENT OF SECURITIES

By: _____
Irving L. Faught, Administrator

Date: _____