

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



In the Matter of:

Michael Wayne Thomas,
CRD No. 4780991,

Respondent.

ODS File No. 10-033

AGREEMENT

THIS AGREEMENT is entered into between Michael Wayne Thomas ("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. 2010), the Department conducted an investigation into certain alleged activities of 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, an Enforcement Division Recommendation ("Recommendation") was filed with the Administrator on October 4, 2011.

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. **Order.** The Administrator will issue an order in the form attached hereto as "Exhibit A".
3. **Bar.** Respondent acknowledges and understands that he will be barred from association with a broker-dealer or investment adviser in any capacity, including but not limited to, any ministerial or clerical capacity, and from offering and/or selling any security in and/or from the state of Oklahoma.
4. **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.

5. **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.

6. **Consideration.** In consideration of this Agreement, the Administrator will not take further action against Respondent in connection with the findings of fact contained in the Recommendation.

7. **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.

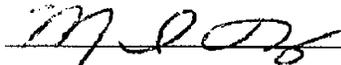
8. **Entire Agreement.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement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

9. **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.

10. **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.

MICHAEL WAYNE THOMAS



Date: 10.4.11

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
OKLAHOMA CITY, OKLAHOMA 73102

In the Matter of:

Michael Wayne Thomas,
CRD No. 4780991,

Respondent.

ODS File No. 10-033

**ORDER BARRING FROM ASSOCIATION
WITH A BROKER-DEALER AND/OR INVESTMENT ADVISER AND FROM
OFFERING AND/OR SELLING ANY SECURITY**

Pursuant to the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2010), the Administrator of the Oklahoma Department of Securities (Department) issues this order barring Respondent Michael Wayne Thomas from association with a broker-dealer or investment adviser in any capacity and from offering and/or selling any security.

The Department conducted an investigation into the activities of 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, an *Enforcement Division Recommendation* (Recommendation) was filed with the Administrator on October 4, 2011, in support of the imposition of a sanction against Respondent, in the form of a bar. In order to resolve this matter, Respondent voluntarily executed the Agreement attached hereto as Exhibit "A."

The Administrator, being fully advised in this matter, finds that the issuance of this Order is in the public interest and hereby adopts and incorporates herein by reference the Findings of Fact and Conclusions of Law set forth in the Recommendation.

IT IS HEREBY ORDERED that Respondent Michael Wayne Thomas is barred from association with a broker-dealer and/or investment adviser in any capacity including, but not limited to, any ministerial or clerical capacity.

IT IS FURTHER ORDERED that Respondent Michael Wayne Thomas is barred from offering and/or selling any security in and/or from the state of Oklahoma.

EXHIBIT

A

Witness my Hand and the Official Seal of the Oklahoma Department of Securities
this ____ day of _____, 2011.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the ___ day of _____, 2011, a true and correct copy of the above and foregoing *Order Barring from Association with a Broker-Dealer and/or Investment Adviser and From Offering and/or Selling Any Security* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Michael Wayne Thomas
2413 Tredington Way
Edmond, OK 73034

and

3500 South Boulevard, Suite C-4
Edmond, OK 73034

Brenda London, Paralegal