

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
enTerra Energy, LLC, *et al.*,)
)
Defendants.)

FEB 12 2008

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

Case No. CJ-2007-1082

FINAL ORDER AND JUDGMENT AGAINST BRIAN C. ROSE

This matter came on for hearing this 11th day of ~~January~~^{February}, 2008, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon Plaintiff's *Petition*. The *Petition* was filed pursuant to Section 1-603 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and Section 406.1 of the Oklahoma Securities Act ("Predecessor Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003). After a review of the pleadings and evidence, this Court finds:

On February 6, 2007, Plaintiff filed the *Petition* alleging that Defendant Brian C. Rose ("Brian Rose") engaged in violations of the Act and the Predecessor Act in connection with the offer and/or sale of limited liability partnership interests in KAT-5, LLP.

Defendant Brian Rose has executed *Defendant Brian C. Rose's Stipulation and Consent to Final Order* ("Stipulation and Consent") attached hereto as "Exhibit A" and made a part hereof. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this *Final Order and Judgment against Brian C. Rose* ("Final Order").

Based on the pleadings, evidence, and the execution of the Stipulation and Consent, this Court finds that this Final Order should be entered, and therefore:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Brian Rose shall comply with Oklahoma securities laws in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Brian Rose shall not utilize an office of HQ Global Workplaces or any other virtual office in connection with the offer and/or sale of any security of any issuer in and/or from the state of Oklahoma, unless all written documents that contain the address of such office and are used in connection with such offer and/or sale also disclose the address of the issuer's actual principal place of business.

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 11th day of ^{February} ~~January~~, 2008.

DANIEL L. OWENS

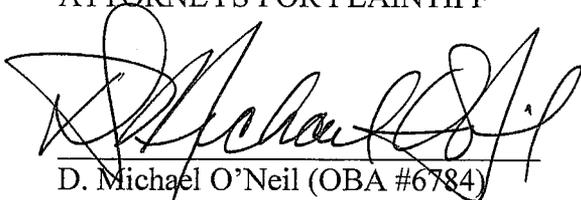
Daniel L. Owens, District Judge

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 11th day of Feb, 2008
By Patricia Presley PATRICIA PRESLEY, Court Clerk
Deputy

Approved:



Terra Shamas Bonnell (OBA #20838)
Patricia Labarthe (OBA #10391)
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
Telephone: (405) 280-7700
Facsimile: (405) 280-7742
ATTORNEYS FOR PLAINTIFF



D. Michael O'Neil (OBA #6784)
Bruce W. Day (OBA #2238)
Bill Powell Guest (OBA #6784)
Day, Edwards, Propester & Christensen, P.C.
2900 Oklahoma Tower
210 West Park Avenue
Oklahoma City, OK 73102-5605
405-239-2121
405-236-1012 (Telecopier)
ATTORNEYS FOR DEFENDANT BRIAN C. ROSE

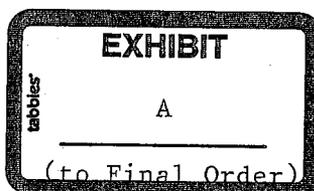
**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

Oklahoma Department of Securities)	
<i>ex rel.</i> Irving L. Faught,)	
Administrator,)	
)	
Plaintiff,)	
)	
v.)	Case No. CJ-2007-1082
)	
enTerra Energy, LLC, <i>et al.</i> ,)	
)	
Defendants.)	

DEFENDANT BRIAN C. ROSE’S STIPULATION AND CONSENT TO FINAL ORDER

Defendant Brian C. Rose (“Brian Rose”) hereby stipulates to the following:

1. The Oklahoma Department of Securities (“Plaintiff”) is the proper party to bring this action seeking the relief requested in the *Petition* filed in this matter.
2. Defendant Brian Rose is subject to the jurisdiction of this Court by receipt of proper service of a summons and the *Petition*, his appearance in this matter, and the *Reservation of Time of Defendant Brian C. Rose* filed in this matter pursuant to 12 O.S. §2012(A).
3. Plaintiff alleges that Defendant Brian Rose offered and/or sold securities in the form of limited liability partnership interests in KAT-5, LLP (“Interests”), to an Oklahoma resident. Plaintiff further alleges that Defendant Brian Rose violated Sections 1-301, 1-402, and 1-501 the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), in connection with the offer and/or sale of the Interests.
4. The Interests are securities as defined by Section 1-102 of the Act.



5. Defendant Brian Rose alleges that, although he attended one or more meetings with the Oklahoma resident in Kentucky, he did not offer and/or sell the Interests to the Oklahoma resident and that he did not engage in any violation of the Act.

6. Solely for purposes of resolving the above-captioned action without the adjudication of any issue of law or fact, Defendant Brian Rose enters this Stipulation and Consent.

Defendant Brian Rose hereby undertakes as follows:

1. Defendant Brian Rose consents to the entry of the *Final Order and Judgment against Brian C. Rose* ("Final Order"), in the form attached as "Exhibit A" hereto.

2. Defendant Brian Rose 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 induce Defendant Brian Rose to enter this Stipulation and Consent.

3. Defendant Brian Rose waives any right to appeal from the Final Order.

4. Defendant Brian Rose agrees that the provisions of this Stipulation and Consent shall be incorporated by reference into the Final Order as though set forth in full therein.

5. Defendant Brian Rose agrees to comply with Oklahoma securities laws in the offer and/or sale of securities in and/or from the state of Oklahoma.

6. Defendant Brian Rose agrees not to utilize an office of HQ Global Workplaces or any other virtual office in connection with the offer and/or sale of any security of any issuer in and/or from the state of Oklahoma, unless all written documents that contain the address of such office and are used in connection with such offer and/or sale also disclose the address of the issuer's actual principal place of business.

7. Defendant Brian Rose agrees that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

8. Defendant Brian Rose understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant Brian Rose'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 Act.

9. Defendant Brian Rose agrees to the presentation of this Stipulation and Consent and the Final Order, to the Court to be entered without further notice to him.

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



Brian C. Rose

Date: 2-11-08

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

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

Plaintiff,)

v.)

Case No. CJ-2007-1082

enTerra Energy, LLC, *et al.*,)

Defendants.)

FINAL ORDER AND JUDGMENT AGAINST BRIAN C. ROSE

This matter came on for hearing this ____ day of January, 2008, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon Plaintiff's *Petition*. The *Petition* was filed pursuant to Section 1-603 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and Section 406.1 of the Oklahoma Securities Act ("Predecessor Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003). After a review of the pleadings and evidence, this Court finds:

On February 6, 2007, Plaintiff filed the *Petition* alleging that Defendant Brian C. Rose ("Brian Rose") engaged in violations of the Act and the Predecessor Act in connection with the offer and/or sale of limited liability partnership interests in KAT-5, LLP.

Defendant Brian Rose has executed *Defendant Brian C. Rose's Stipulation and Consent to Final Order* ("Stipulation and Consent") attached hereto as "Exhibit A" and made a part hereof. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this *Final Order and Judgment against Brian C. Rose* ("Final Order").



Based on the pleadings, evidence, and the execution of the Stipulation and Consent, this Court finds that this Final Order should be entered, and therefore:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Brian Rose shall comply with Oklahoma securities laws in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that Defendant Brian Rose shall not utilize an office of HQ Global Workplaces or any other virtual office in connection with the offer and/or sale of any security of any issuer in and/or from the state of Oklahoma, unless all written documents that contain the address of such office and are used in connection with such offer and/or sale also disclose the address of the issuer's actual principal place of business.

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 _____ day of January, 2008.

Daniel L. Owens, District Judge

Approved:

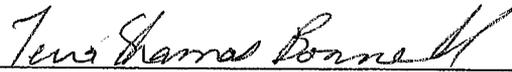
Terra Shamas Bonnell (OBA #20838)
Patricia Labarthe (OBA #10391)
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
Telephone: (405) 280-7700
Facsimile: (405) 280-7742
ATTORNEYS FOR PLAINTIFF

D. Michael O'Neil (OBA #6784)
Bruce W. Day (OBA #2238)
Bill Powell Guest (OBA #6784)
Day, Edwards, Propester & Christensen, P.C.
2900 Oklahoma Tower
210 West Park Avenue
Oklahoma City, OK 73102-5605
405-239-2121
405-236-1012 (Telecopier)
ATTORNEYS FOR DEFENDANT BRIAN C. ROSE

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 12th day of February, 2008, a true and correct copy of the Final Order and Judgment against Brian C. Rose with attached Exhibit A, the Stipulation and Consent, was hand-delivered to:

D. Michael O'Neil, Esq.
Bill P. Guest, Esq.
Bruce W. Day, Esq.
Day, Edwards, Propester, & Christensen, P.C.
Suite 2900, Oklahoma Tower
210 Park Avenue
Oklahoma City, OK 73102-5605



Terra Shamas Bonnell