

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

FEB 18 2009

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

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Plaintiff,)

v.)

Case No.: CJ-2008-9048

Powder River Petroleum)
International, Inc., an Oklahoma)
corporation, and)
Brian Fox, an individual,)

Defendants.)

**FINAL CONSENT ORDER, JUDGMENT AND PERMANENT INJUNCTION AGAINST
DEFENDANT BRIAN FOX**

This matter came on this 17th day of February, 2009, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, for entry by consent of this Order, Judgment and Injunction (collectively the "Order"). Following a review of the pleadings and the Stipulation and Consent of Defendant Brian Fox, this Court finds:

On October 8, 2008, Plaintiff filed a petition alleging that Defendant Brian Fox engaged in violations of the Oklahoma Uniform Securities Act of 2004 (the "Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), in connection with the offer and/or sale of securities in and/or from Oklahoma.

Brian Fox has not answered the allegations in the petition, and the Court has not heard evidence on the allegations and, accordingly, makes no findings thereon, and enters this Order solely upon the stipulation of the parties, and for the reasons set forth herein. To avoid the cost of litigation, Defendant Brian Fox executed *Defendant Brian Fox's Stipulation and Consent to*

Final Order ("Stipulation and Consent"), attached hereto as "Exhibit A-Order" and made a part hereof. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this Order.

Based on the pleadings and execution of the Stipulation and Consent, this Order should be entered, and therefore

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Brian Fox is permanently enjoined from engaging in violations of Section 1-501 of the Act and any act, practice, or course of business constituting a violation of the Act or any successor act or a rule adopted or order issued under the Act or any successor act.

IT IS FURTHER ORDERED that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Order and the Stipulation and Consent in the event of breach by Brian Fox.

IT IS SO ORDERED.

Dated this 17th day of February, 2009.

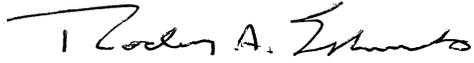
DANIEL L. OWENS

JUDGE OF THE DISTRICT COURT

Approved:

Terra Shamas Bonnell
Terra Shamas Bonnell, OBA #20838
Patricia Labarthe, OBA #10391
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
(405) 280-7715; (405) 280-7742 (facsimile)

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 Clerks Office of Oklahoma County, Okla.
This 18 day of Feb, 2009
By *Patricia W. Smith* Deputy
PATRICIA PRESLEY, Court Clerk



Rodney A. Edwards, OBA #2646
Melissa Mailath, OBA #16573
Edwards & Mailath, LLP
6226 East 101st Street, Suite 100
Tulsa, OK 74137
(918) 299-9360; (918) 299-9369 (facsimile)



Susan Leslie Shelton, OBA #11515
6226 East 101st Street, Suite 100
Tulsa, OK 74137
(918) 299-9360; (918) 299-9369 (facsimile)

CERTIFICATE OF SERVICE

The undersigned certifies that on the _____ day of February, 2009, a copy of the foregoing Final Order, Judgment and Permanent Injunction against Defendant Brian Fox, with Defendant Brian Fox's Stipulation and Consent to Final Order attached, was mailed by first class mail with postage prepaid to:

Douglas N. Gould, OBA #3500
210 West Park Avenue, Suite 2050
Oklahoma City, OK 73102

Bruce W. Day, OBA #2132
Tara A. LaClair, OBA #21903
Kelley C. Callahan, OBA #1429
Day, Edwards, Propester & Christensen, P.C.
210 West Park Avenue, Suite 2900
Oklahoma City, OK 73102-5605

Rodney A. Edwards
Melissa Mailath
Edwards & Mailath, LLP
6226 East 101st Street, Suite 100
Tulsa, OK 74137

Leslie Shelton
6226 East 101st Street, Suite 100
Tulsa, OK 74137

Terra Shamas Bonnell

**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-2008-9048

Powder River Petroleum)
International, Inc., an Oklahoma)
corporation, and)
Brian Fox, an individual,)

Defendants.)

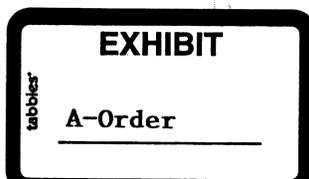
**DEFENDANT BRIAN FOX'S
STIPULATION AND CONSENT TO FINAL ORDER**

Defendant Brian Fox hereby stipulates to the following:

1. Plaintiff is the proper party to bring this action to seek the relief requested in the *Petition for Permanent Injunction and Other Relief* ("Petition") filed in this matter.
2. Defendant Brian Fox is subject to the jurisdiction of this Court, and venue is proper in Oklahoma County.
3. Defendant Brian Fox enters this *Stipulation and Consent to Final Order* ("Stipulation and Consent") without admitting or denying the allegations of the Petition, except as stipulated above. Jurisdiction and venue are admitted solely for the purpose of this Order.

Defendant Brian Fox hereby undertakes as follows:

1. Defendant Brian Fox consents to the entry of the *Final Order, Judgment and Permanent Injunction Against Defendant Brian Fox* ("Final Order"), in the form attached hereto as "Exhibit A-Stipulation" and for the reasons set forth therein.



2. Defendant Brian Fox states that this Stipulation and Consent is entered into voluntarily and for the reasons stated herein, and that no threat or promise of any kind has been made by Plaintiff, the Administrator of the Oklahoma Department of Securities, any employee of the Oklahoma Department of Securities, or any member of the Oklahoma Securities Commission, to induce Defendant Brian Fox to enter this Stipulation and Consent.

3. Defendant Brian Fox 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.

4. Defendant Brian Fox waives any right to appeal the Final Order.

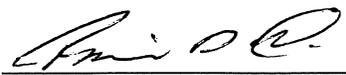
5. Defendant Brian Fox agrees that this Court will retain jurisdiction over this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

6. Defendant Brian Fox understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant Brian Fox's breach of the terms of the Final Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

7. Defendant Brian Fox agrees to the presentation of this Stipulation and Consent and the Final Order to the Court to be entered based upon approval below by Defendant and counsel.

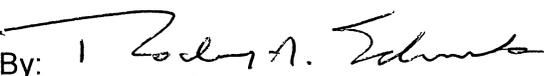
IN WITNESS WHEREOF, Defendant Brian Fox has executed this Stipulation and Consent as of the date and year set forth below the signature hereto.

BRIAN FOX



Date: 2-10-09

EDWARDS & Mailath, L.L.P.

By: 

Rodney A. Edwards
Attorneys for Brian Fox

Date: 2-10-09

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

Oklahoma Department of Securities)
ex rel. Irving L. Faight,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Powder River Petroleum)
International, Inc., an Oklahoma)
corporation, and)
Brian Fox, an individual,)
)
Defendants.)

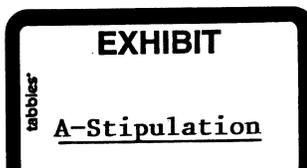
Case No.: CJ-2008-9048

**FINAL CONSENT ORDER, JUDGMENT AND PERMANENT INJUNCTION AGAINST
DEFENDANT BRIAN FOX**

This matter came on this ____ day of February, 2009, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, for entry by consent of this Order, Judgment and Injunction (collectively the "Order"). Following a review of the pleadings and the Stipulation and Consent of Defendant Brian Fox, this Court finds:

On October 8, 2008, Plaintiff filed a petition alleging that Defendant Brian Fox engaged in violations of the Oklahoma Uniform Securities Act of 2004 (the "Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), in connection with the offer and/or sale of securities in and/or from Oklahoma.

Brian Fox has not answered the allegations in the petition, and the Court has not heard evidence on the allegations and, accordingly, makes no findings thereon, and enters this Order solely upon the stipulation of the parties, and for the reasons set forth herein. To avoid the cost of litigation, Defendant Brian Fox executed *Defendant Brian Fox's Stipulation and Consent to*



Final Order ("Stipulation and Consent"), attached hereto as "Exhibit A-Order" and made a part hereof. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this Order.

Based on the pleadings and execution of the Stipulation and Consent, this Order should be entered, and therefore

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Brian Fox is permanently enjoined from engaging in violations of Section 1-501 of the Act and any act, practice, or course of business constituting a violation of the Act or any successor act or a rule adopted or order issued under the Act or any successor act.

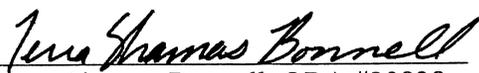
IT IS FURTHER ORDERED that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Order and the Stipulation and Consent in the event of breach by Brian Fox.

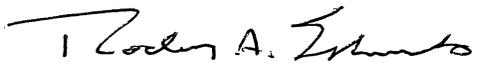
IT IS SO ORDERED.

Dated this ____ day of February, 2009.

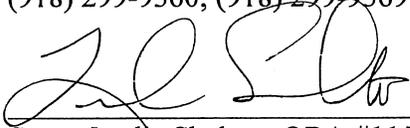
JUDGE OF THE DISTRICT COURT

Approved:


Terra Shamas Bonnell, OBA #20838
Patricia Labarthe, OBA #10391
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
(405) 280-7715; (405) 280-7742 (facsimile)



Rodney A. Edwards, OBA #2646
Melissa Mailath, OBA #16573
Edwards & Mailath, LLP
6226 East 101st Street, Suite 100
Tulsa, OK 74137
(918) 299-9360; (918) 299-9369 (facsimile)



Susan Leslie Shelton, OBA #11515
6226 East 101st Street, Suite 100
Tulsa, OK 74137
(918) 299-9360; (918) 299-9369 (facsimile)