

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.)
)
Sam M. Crosby, an individual,)
)
Defendant.)

APR 25 2012

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Case No.

CJ -2012-2458

**PETITION FOR PERMANENT INJUNCTION AND/OR
OTHER EQUITABLE RELIEF**

COMES NOW the Plaintiff, Oklahoma Department of Securities, *ex rel.* Irving L. Faught, (Department), and for its claims against the above-named Defendant, alleges and states as follows:

OVERVIEW

This case involves violations of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2010), by Sam M. Crosby (Defendant). Specifically, the Department alleges that Defendant offered and sold unregistered securities in violation of Section 1-301 of the Act and acted as an unregistered agent in violation of Section 1-402 of the Act.

JURISDICTION

1. The Administrator of the Department brings this action pursuant to Section 1-603 of the Act and is the proper party to bring this action against the Defendant.
2. Pursuant to Sections 1-102 and 1-610 of the Act, Defendant, in connection with his activities in the offer and/or sale of securities in and/or from this state, is subject to the

provisions of the Act. By virtue of his activities in this state, as described herein, Defendant is subject to the jurisdiction of this Court and to service of summons within this state and outside of this state.

3. Venue is proper in this county.

DEFENDANT

4. Sam M. Crosby is an individual who, at all times material hereto, was an Oklahoma resident, doing the acts complained of in the name of Timberwood Assisted Living, L.C.; Absaroka Mountain Housing Association, LC; SCRS, LC; CW Holding Co, LC; and SOCH, LC. At all times material hereto, Defendant offered and/or sold securities in and/or from Oklahoma as described herein. Defendant has not been registered in any capacity under the Act.

NATURE OF THE CASE

5. Between November, 2002 and May, 2008, 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 preferred membership interests (Units). The Units were offered and/or sold in the name of various entities including, but not limited to, Timberwood Assisted Living, L.C.; Absaroka Mountain Housing Association, LC; SCRS, LC; CW Holding Co, LC; and SOCH, LC (collectively "Crosby Entities").

6. Defendant represented that the Units would pay Investors a rate of interest of between eight (8) and ten (10) percent, that the interest would be paid monthly, that the Units could be sold or liquidated at any time, and that the return was guaranteed to be higher than a certificate of deposit or mutual fund.

7. At least \$2,140,000 was raised from Investors through the sale of the Units.

FIRST CAUSE OF ACTION
(Violation of Section 1-301 of the Act:
Offering and/or Selling Unregistered Securities)

8. Plaintiff realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 7 above.

9. The Units are securities as defined by Section 1-102 of the Act.

10. Defendant offered and sold the Units in and/or from Oklahoma.

11. The Units offered and sold by Defendant are not and have not been registered under the Act nor have the Units been offered or sold pursuant to an exemption from registration, as required by Section 1-301 of the Act.

12. By reason of the foregoing, Defendant has violated Section 1-301 of the Act, and unless enjoined, will continue to violate Section 1-301 of the Act.

SECOND CAUSE OF ACTION

(Violation of Section 1-402 of the Act:
Failure to Register as Agent)

13. Plaintiff realleges and incorporates by reference each and every allegation contained in the preceding cause of action.

14. Defendant, by virtue of his efforts and activities in this state in effecting or attempting to effect transactions in securities of an issuer, is an agent, as defined in Section 1-102 of the Act.

15. Defendant is not, and has not been, registered as an agent pursuant to Section 1-402 of the Act.

16. By reason of the foregoing, Defendant, directly and indirectly, has violated Section 1-402 of the Act, and unless enjoined, will continue to violate Section 1-402 of the Act.

PRAYER FOR RELIEF

Defendant engaged in acts and practices in violation of the Act and, as a result of these activities, received a substantial amount of money from Investors.

WHEREFORE, based upon the foregoing, and pursuant to the authority specifically granted by Section 1-603 of the Act, the Department prays for the court to grant the following relief:

I.

A permanent injunction enjoining Defendant from transacting business in and/or from the state of Oklahoma as an issuer, issuer agent, broker-dealer, broker-dealer agent, investment adviser, and/or investment adviser representative or otherwise offering and/or selling securities in and/or from the state of Oklahoma; and

II.

Such other equitable relief as the Court may deem necessary, just and proper in connection with the enforcement of the Act.

Respectfully submitted,

OKLAHOMA DEPARTMENT OF SECURITIES
Irving L. Faught, Administrator

By: 
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STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) SS.

Irving Faught, of lawful age, being first duly sworn deposes and says: that he is the Administrator of the Oklahoma Department of Securities, that he has read the foregoing Petition for Permanent Injunction and Other Equitable Relief and knows the contents thereof, and that the matters and things stated therein have been provided to him by staff members of the Department under his authority and direction, and are true and correct to the best of his knowledge, information and belief.

(SEAL)



Irving L. Faught, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700

Subscribed and sworn to before me this 23rd day of April, 2012.

(NOTARIAL SEAL)



Notary Public


BRENDA LONDON
Notary Public
State of Oklahoma
Commission # 05009046 Expires 09/28/13