

IN THE DISTRICT COURT OF OKLAHOMA COUNTY APR 25 2012
STATE OF OKLAHOMA

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Sam M. Crosby, an individual,)
)
Defendant.)

CJ - 2012 - 2458

Case No.

STIPULATION AND CONSENT TO FINAL ORDER

Defendant Sam M. Crosby stipulates to the following facts:

1. Plaintiff is the proper party to bring this action seeking the relief requested in the *Petition for Permanent Injunction and/or other Equitable Relief* ("Petition") filed in this matter.
2. Defendant is subject to the jurisdiction of this Court and this Court has subject matter jurisdiction of this action.
3. Defendant offered and/or sold securities in and/or from the State of Oklahoma between November, 2002 and May, 2008.
4. Defendant was not registered in any capacity under the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§1-101 through 1-701 (Supp. 2010).

Defendant hereby undertakes as follows:

1. Defendant consents to the entry of the *Final Order, Judgment and Permanent Injunction* ("Order"), in the form attached hereto as "Exhibit A".
2. Defendant 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 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 to enter into this Stipulation and Consent.

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

4. Defendant waives any right to appeal the Order.

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

6. Defendant understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant's failure to comply with the terms of the Order and this Stipulation and Consent in any material respect.

7. Defendant agrees to the presentation of this Stipulation and Consent and the Order to the Court to be entered without further notice to Defendant.

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

Sam M. Crosby



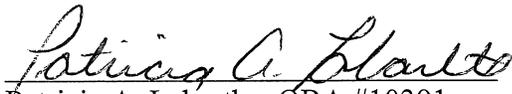
Date:

4-12-12

Approved:



John W. Coyle III, OBA #1981
125 Park Ave 1st Floor
Oklahoma City, OK 73102
Telephone (405) 232-1988
Fax (405) 272-9859
Email: jc@coylelaw.com
Attorney for Defendant



Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone (405) 280-7700
Fax (405) 280-7742
Email: plabarthe@securities.ok.gov / jshaw@securities.ok.gov
Attorneys for Plaintiff

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

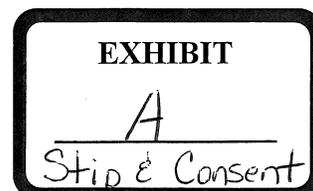
Oklahoma Department of Securities)	
<i>ex rel.</i> Irving L. Faught,)	
Administrator,)	
)	
Plaintiff,)	
)	
v.)	Case No.
)	
Sam M. Crosby, an individual,)	
)	
Defendant.)	

FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION

On this ____ day of _____, 2012, this matter came before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, for entry by consent of this *Final Order, Judgment and Permanent Injunction* (“Order”). After a review of the pleadings and Defendant’s *Stipulation and Consent to Final Order* (“Stipulation and Consent”), this Court finds:

On _____, 2012, Plaintiff filed a petition alleging that Defendant Sam M. Crosby engaged in violations of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§1-101 through 1-701 (Supp. 2010), in connection with the offer and/or sale of securities in and/or from Oklahoma. Defendant executed the *Stipulation and Consent to Final Order* (Stipulation and Consent), a copy of which is 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 Order.

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



IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant is permanently enjoined 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, as defined in the Act, or otherwise engaging in the offer and/or sale of securities in and/or from the state of Oklahoma.

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.

IT IS SO ORDERED.

Dated this _____ day of _____, 2012.

JUDGE OF THE DISTRICT COURT

Approved:

John W. Coyle III, OBA #1981
125 Park Ave 1st Floor
Oklahoma City, OK 73102
Telephone (405) 232-1988
Fax (405) 272-9859
Email: jc@coylelaw.com
Attorney for Defendant

Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone (405) 280-7700
Fax (405) 280-7742
Email: plabarthe@securities.ok.gov / jshaw@securities.ok.gov
Attorneys for Plaintiff

CERTIFICATE OF SERVICE

The undersigned certifies that on the ____ day of _____, 2012, a copy of the foregoing *Final Order, Judgment and Permanent Injunction* was mailed by first class mail with postage prepaid to:

John W. Coyle III
125 Park Ave 1st Floor
Oklahoma City, OK 73102
Attorney for Defendant

Patricia A. Labarthe

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

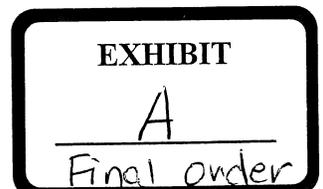
STIPULATION AND CONSENT TO FINAL ORDER

Defendant Sam M. Crosby stipulates to the following facts:

1. Plaintiff is the proper party to bring this action seeking the relief requested in the *Petition for Permanent Injunction and/or other Equitable Relief* (“Petition”) filed in this matter.
2. Defendant is subject to the jurisdiction of this Court and this Court has subject matter jurisdiction of this action.
3. Defendant offered and/or sold securities in and/or from the State of Oklahoma between November, 2002 and May, 2008.
4. Defendant was not registered in any capacity under the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§1-101 through 1-701 (Supp. 2010).

Defendant hereby undertakes as follows:

1. Defendant consents to the entry of the *Final Order, Judgment and Permanent Injunction* (“Order”), in the form attached hereto as “Exhibit A”.
2. Defendant 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 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 to enter into this Stipulation and Consent.

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

4. Defendant waives any right to appeal the Order.

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

6. Defendant understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant's failure to comply with the terms of the Order and this Stipulation and Consent in any material respect.

7. Defendant agrees to the presentation of this Stipulation and Consent and the Order to the Court to be entered without further notice to Defendant.

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

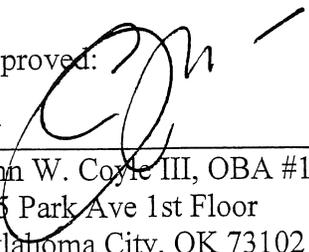
Sam M. Crosby



Date:

4-12-12

Approved:



John W. Coyle III, OBA #1981
125 Park Ave 1st Floor
Oklahoma City, OK 73102
Telephone (405) 232-1988
Fax (405) 272-9859
Email: jc@coylelaw.com
Attorney for Defendant



Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone (405) 280-7700
Fax (405) 280-7742
Email: plabarthe@securities.ok.gov / jshaw@securities.ok.gov
Attorneys for Plaintiff