IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN DISTRICT COURT
OKLAHOMA COUNTY

AUG - 6 2014

TIM RHODES
COURT CLERK
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Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator,	)	
Plaintiff,	)	
v.	)	Case No. CJ-2013-3786 Judge Barbara Swinton
Buy Car Notes.com, Inc., an Oklahoma corporation; Invest In Car Notes.com, Inc., an Oklahoma corporation; and Bill R. Thompson, an individual,	)	
Defendants.	)	

FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION

This matter came on for hearing this 5th day of August, 2014, 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 Defendants' *Stipulation and Consent to Final Order* ("Stipulation and Consent"), this Court finds:

1. On July 8, 2013, Plaintiff, Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator, filed a petition alleging that Defendants Buy Car Notes.com, Inc., Invest In Car Notes.com, Inc., and Bill R. Thompson (collectively, "Defendants") engaged in violations of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§1-101 through 1-701 (2011), in connection with the offer and/or sale of securities in and/or from Oklahoma.

2. Defendants 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 a permanent injunction be and is hereby entered forever enjoining and restraining Defendants from transacting business in and/or from the state of Oklahoma as issuers, issuer agents, broker-dealers, broker-dealer agents, investment advisers, and/or investment adviser representatives, as defined in the Act, or otherwise offering and/or selling 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 5th day of August, 2014.

BARBARA SWINTON

DISTRICT COURT JUDGE

Approved:

Patricia A. Labarthe

Patricia A. Labarthe. OBA #10391
Robert Fagnant, OBA #30548
Oklahoma Department of Securities
120 North Robinson. Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700
Attorneys for Plaintiff

I, TIM RHODES, Court Clerk for Oklahoma County, Okla., certify that the foregoing is a true, correct and complete copy of the instrument as appears of record in the District Court Clerk's Office of Oklahoma County, Okla. Aug 6th 2014
of _____ TIM RHODES, Court Clerk
By _____ Deputy

Jack L. Freeman

Jack L. Freeman. OBA #3625
1100 Oak Tree Drive
Edmond, OK 73025
Telephone (405) 348-2899
Attorney for Defendants

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STIPULATION AND CONSENT TO FINAL ORDER

Defendants Buy Car Notes.com, Inc., Invest In Car Notes.com, Inc., and Bill R. Thompson (collectively, "Defendants"), stipulate 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. Defendants are subject to the jurisdiction of this Court and this Court has subject matter jurisdiction of this action.

3. Defendants offered and/or sold securities in and/or from the State of Oklahoma.

4. Defendants were not registered in any capacity under the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§1-101 through 1-701 (2011).

5. In its prayer for relief in the Petition, Plaintiff seeks restitution. However, Defendants do not have cash or other assets from which restitution to Investors in Buy Car Notes.com, Inc. and Invest In Car Notes.com, Inc. can be paid.

6. Defendants desire to settle this matter expeditiously and in a manner consistent with the purposes fairly intended by the Act, and thus enter this Stipulation and Consent to Final Order.

Defendants hereby undertake as follows:

1. Defendants consent to the entry of the *Final Order, Judgment and Permanent Injunction* ("Order"), in the form attached hereto as "Exhibit A".

2. Defendants consent to be permanently enjoined from transacting business in and/or from the state of Oklahoma as issuers, issuer agents, broker-dealers, broker-dealer agents, investment advisers, and/or investment adviser representatives, as defined in the Act, or otherwise engaging in the offer and/or sale of securities in and/or from the state of Oklahoma.

3. Defendants state 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 Defendants to enter into this Stipulation and Consent.

4. Defendants agree that the provisions of this Stipulation and Consent shall be incorporated by reference into the Order as though set forth in full therein.

5. Defendants waive any right to appeal the Order.

6. Defendants agree that this Court will retain jurisdiction over this matter for the purpose of enforcement of the Order and this Stipulation and Consent.

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

8. Defendants agree to the presentation of this Stipulation and Consent and the Order to the Court to be entered without further notice to Defendants.

IN WITNESS WHEREOF, Defendants have executed this Stipulation and Consent as of the date and year set forth below their signatures hereto.

BUY CAR NOTES.COM, INC.

By: _____

Date: 7/14/14

INVEST IN CAR NOTES.COM, INC.

By: _____

Date: _____

BILL R. THOMPSON

_____

Date: 7/14/14

Approved:

_____

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Attorney for Defendants

_____

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