

SEP - 5 2014

TIM RHODES
COURT CLERK

35

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

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

Plaintiff,)

v.)

Seabrooke Investments LLC, an Oklahoma)
limited liability company;)
Seabrooke Realty LLC, an Oklahoma)
limited liability company;)
Oakbrooke Homes LLC, an Oklahoma)
limited liability company;)
Bricktown Capital LLC, an Oklahoma)
limited liability company;)
KAT Properties LLC, an Oklahoma)
limited liability company;)
Cherry Hill LLC, an Oklahoma limited liability)
company doing business as Cherry Hill Apartments;))
Tom W. Seabrooke, individually and as trustee of)
Tom Seabrooke 2007 Revocable Trust and)
J. Karyn Seabrooke 2007 Revocable Trust; and)
Judith Karyn Seabrooke, individually and as trustee)
of Tom Seabrooke 2007 Revocable Trust and)
J. Karyn Seabrooke 2007 Revocable Trust,)

Defendants.)

Case No. CJ-2014-4515

TEMPORARY INJUNCTION AND ANCILLARY RELIEF

This matter came on for hearing on August 19, 2014, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon the Plaintiff's application for a temporary injunction and Defendants' motion to vacate the temporary restraining order issued by this Court on August 11, 2014.

It appears to this Court from the evidence presented at hearing that there is a justifiable basis to grant the temporary injunction and continue the appointment of the receiver.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants, their agents, servants, employees, and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile, email or otherwise, are, until further notice of this Court, enjoined from transacting business in or from this state as an issuer, issuer agent, broker-dealer, or broker-dealer agent or otherwise offering or selling any security in or from this state.

IT IS FURTHER ORDERED that Defendants, their agents, servants, employees, and those persons in active concert or participation with them, are prohibited from tampering with, mutilating, altering, erasing, concealing, removing, destroying or otherwise disposing of any and all books, records, documents, files, correspondence, computer disks, tapes or other data recordings of any type, pertaining to or referring to Defendants and/or the Investment Notes and Investment Agreements that are the subject of this matter, or any other financial transactions by Defendants or to which Defendants were parties.

IT IS FURTHER ORDERED that the assets of Defendants, at the time of the filing of the *Petition for Permanent Injunction and Other Relief* (Petition), will remain frozen, except that the Bank of the West account in the name of Amelia F. Robles, with the account number ending 1006, is hereby released from the asset freeze. The assets of Defendants subject to the freeze include funds, securities and properties, real and personal, tangible and intangible, of whatever kind and description, and wherever situated, including those at all banking or financial institutions, held by or under the direct or indirect control of Defendants, whether held in the name of Defendants or for the direct or indirect beneficial interest of any Defendant, in whatever form such assets existed ("Assets"). Defendants, their agents, servants, employees, and those persons in active concert or participation with them who receive actual notice of this Order by

personal service, facsimile, email, or otherwise, are, until further notice of this Court, enjoined from withdrawing, transferring, assigning, pledging, selling or otherwise disposing of Assets. All banks, brokerage firms or other financial institutions, and other persons or entities holding Assets, which receive actual notice of this Order by personal service, facsimile, email, or otherwise, shall hold and retain such Assets within their control and prohibit the withdrawal, transfer, assignment, pledge, sale or other disposal of any such Assets until further order by this Court.

IT IS FURTHER ORDERED that Ryan Leonard (“Receiver”) shall remain the appointed Receiver for Defendants. The Receiver is given direction and authority to accomplish the following with regard to Defendants and the Assets as may be necessary and advisable for the preservation of the Assets and in discharging his duties as Receiver;

1. to take immediate custody, possession and control of any and all Assets, as well as any records or documents relating in any way to the Assets;

2. to retain or employ attorneys, accountants, consultants, management firms, and other persons as may be advisable or necessary to exercise the duties of the Receiver and to compensate such persons, all subject to approval by the Court. The Court previously approved the retention of Robert D. Edinger as legal counsel to the Receiver and the employment of an accountant;

3. to manage the business activities of Defendants, their affiliates, subsidiaries, and any related entities existing at the time of the filing of the Petition, and to conserve, hold, and protect the Assets, pending further action by this Court.

4. to market the Assets of the Defendants for sale, including the retention of listing agents, realtors and brokers, and to evaluate all offers to purchase received. All sales of the Assets shall be subject to approval by the Court;

5. to release bank and financial accounts from the freeze as may, in the Receiver's opinion, be necessary or proper for the protection, maintenance, or preservation of the Assets, or the carrying out of the terms of this Order;

6. to retain any employee of the Defendants, as may be advisable or necessary, including any individual Defendant, in control of, management of, participation in the affairs of, or on the premises of, the Defendants; and/or to dismiss any employee of the Defendants as may be advisable or necessary, including any individual Defendant, from control of, management of, or participation in the affairs of, or from the premises of the Defendants;

7. to receive and collect any and all sums of money owing to the Defendants at the time of the filing of the Petition; to collect the revenue and income generated by the maintenance and operation of the Assets whether the same are due or shall hereinafter become due and payable; and to make such payments and disbursements as may be necessary and advisable for the preservation of the Assets and as may be necessary and advisable in discharging his duties as Receiver;

8. to open bank and financial accounts in the name of the Receiver; to change the name of any Asset and/or the signing authority for any Asset, in order to reflect that the Asset is held in the name of the Receiver pursuant to this Order and/or to reflect that the Receiver is the only person authorized to deal with such Asset, including if necessary, instructing banks and financial institutions that the Receiver is the only person authorized to make withdrawals or transfers from any of Defendants' bank and financial accounts existing at the time of the filing of

the Petition. Any bank or financial institution shall be entitled to rely on this Order to open and make changes to such accounts as requested by Receiver;

9. to open and inspect any and all mail or deliveries addressed to Defendants to determine if same relate to the existence, location, identity or collection, preservation, maintenance or operation of the Assets, to notify the United States Postal Service to effect the forward delivery of any mail addressed to Defendants to a mail depository under the control of the Receiver; and to return personal mail to Defendants Tom W. Seabrooke and J. Karyn Seabrooke;

10. to institute, prosecute and defend, compromise, adjust, intervene in or become party to such actions or proceedings in any state court, federal court, or United States bankruptcy court as may, in the Receiver's opinion, be necessary or proper for the protection, maintenance, or preservation of the Assets, or the carrying out of the terms of this Order, and likewise to defend, compromise, adjust, or otherwise dispose of any and all actions or proceedings now pending in any court by or against Defendants where such prosecution, defense, or other disposition of such actions or proceedings is, in the judgment of the Receiver, advisable or proper for the protection of the Assets; and

11. to exercise those powers necessary to implement the orders and directives of this Court.

IT IS FURTHER ORDERED that the Receiver is hereby authorized, without breaching the peace, to enter and secure any premises, wherever located or situated, in order to take possession, custody or control of, or to identify the location or existence of, any Assets. The Oklahoma County Sheriff shall assist the Receiver, as is necessary, to enter and secure such premises.

IT IS FURTHER ORDERED that the Receiver may apply to the Court for payment of fees, from time to time, in a reasonable sum to be determined by the Court and from such sources as approved by the Court and for reimbursement of reasonable expenses incurred in connection with his duties as Receiver. The Receiver's hourly fee shall be billed at the rate of \$265.00 per hour, which rate shall not be increased without order of the Court. Payment of the fees and expenses of the Receiver shall have priority over any other claims made against the Defendants or the receivership estate. The Receiver shall not be required to post a bond. The Oklahoma Department of Securities and the Defendants shall have the authority to seek removal of the Receiver for cause and upon approval of this Court.

IT IS FURTHER ORDERED that all persons and entities, their subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, and further including any banks or financial institutions, who receive actual notice of this Order, by personal service, facsimile transmission or otherwise, shall promptly deliver and surrender to the Receiver:

1. all Assets in the possession of or under the control of any one or more of them;
2. all books and records of any kind pertaining to the Assets of Defendants, the allegations of the Petition, or any securities transactions of or by Defendants; and
3. all items and information necessary to access the Assets and books and records including, but not limited to, keys, passwords, and security codes.

IT IS FURTHER ORDERED that all persons and entities, their subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, and further

including any banks or financial institutions, wherever chartered or located, who receive actual notice of this Order, by personal service, facsimile transmission or otherwise, fully cooperate with and assist the Receiver and that they take no action, directly or indirectly, to hinder or obstruct the Receiver in the conduct of his duties or to interfere in any manner, directly or indirectly, with the custody, possession or control exercised by said Receiver.

IT IS FURTHER ORDERED that, except by leave of Court during the pendency of this Order, all creditors and other persons seeking money, damages, or other relief from Defendants, and all others acting on behalf of any such creditor or other persons, including sheriffs, marshals, and other officers and their deputies, and their respective attorneys, servants, agents, and employees, are hereby stayed and restrained from doing any act or thing whatsoever to interfere with the Receiver or to the possession of or management by the Receiver of the Assets, or to interfere in any manner during the pendency of this proceeding with the exclusive jurisdiction of this Court over the Defendants. This Order shall not stay or restrain any pending or future action whatsoever by any government agency or any representative on behalf of any government.

IT IS FURTHER ORDERED that Defendants and Receiver allow representatives of the Oklahoma Department of Securities access to any and all documents relating to the sales of interests in the Investment Notes and Investment Agreements that are the subject of this matter and the business of Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, including, but not limited to, books, records, tapes, discs, accounting data, checks, correspondence, forms, advertisements, brochures, manuals, electronically stored data, bank records, customer and investor lists, customer and

investor files, telephone records, ledgers, and payroll records, to include such information stored in computer maintained form.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction over this matter and Defendants for all purposes.

THIS ORDER IS ENTERED this 5 day of September, 2014.

PATRICIA G. PARRISH

DISTRICT COURT JUDGE

**CERTIFIED COPY
AS FILED OF RECORD
IN DISTRICT COURT**

SEP - 5 2014

**TIM RHODES Court Clerk
Oklahoma County**

Tim Rhodes

APPROVED



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
Facsimile (405) 280-7742
plabarthe@securities.ok.gov
jshaw@securities.ok.gov
Attorneys for Plaintiff

Mark A. Robertson, OBA#7663
Michael Paul Kirschner, OBA#5056
Robertson & Williams
9658 North May Avenue, Suite 200
Oklahoma City, Oklahoma 73120
Telephone (405) 848-1944
Facsimile (405) 843-6707
mark@robertsonwilliams.com
mike@robertsonwilliams.com

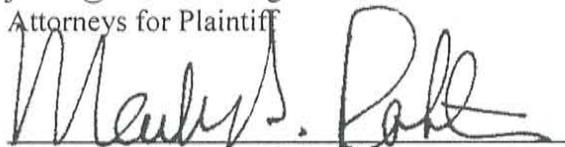
and

Jim W. Lee, OBA#5336
Lee & Kisner
One Broadway Executive Park, Suite 230
201 Northwest 63rd Street
Oklahoma City, Oklahoma 73116
Telephone (405) 848-5532
Facsimile (405) 848-5502
jimlee@legalassociatesllc.net
Attorneys for Defendants

Robert D. Edinger, OBA#2619
Edinger & Associates PLLC
116 East Sheridan, Suite 207
Oklahoma City, Oklahoma 73104
Telephone (405) 702-9900
Facsimile (405) 605-8381
redinger@edingerpllc.com
Attorney for Receiver

APPROVED

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
Facsimile (405) 280-7742
plabarthe@securities.ok.gov
jshaw@securities.ok.gov
Attorneys for Plaintiff



Mark A. Robertson, OBA#7663
Michael Paul Kirschner, OBA#5056
Robertson & Williams
9658 North May Avenue, Suite 200
Oklahoma City, Oklahoma 73120
Telephone (405) 848-1944
Facsimile (405) 843-6707
mark@robertsonwilliams.com
mike@robertsonwilliams.com

and

Jim W. Lee, OBA#5336
Lee & Kisner
One Broadway Executive Park, Suite 230
201 Northwest 63rd Street
Oklahoma City, Oklahoma 73116
Telephone (405) 848-5532
Facsimile (405) 848-5502
jimlee@legalassociatesllc.net
Attorneys for Defendants

Robert D. Edinger, OBA#2619
Edinger & Associates PLLC
116 East Sheridan, Suite 207
Oklahoma City, Oklahoma 73104
Telephone (405) 702-9900
Facsimile (405) 605-8381
redinger@edingerpllc.com
Attorney for Receiver

APPROVED

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
Facsimile (405) 280-7742
plabarthe@securities.ok.gov
jshaw@securities.ok.gov
Attorneys for Plaintiff

Mark A. Robertson, OBA#7663
Michael Paul Kirschner, OBA#5056
Robertson & Williams
9658 North May Avenue, Suite 200
Oklahoma City, Oklahoma 73120
Telephone (405) 848-1944
Facsimile (405) 843-6707
mark@robertsonwilliams.com
mike@robertsonwilliams.com

and

Jim W. Lee, OBA#5336
Lee & Kisner
One Broadway Executive Park, Suite 230
201 Northwest 63rd Street
Oklahoma City, Oklahoma 73116
Telephone (405) 848-5532
Facsimile (405) 848-5502
jimlee@legalassociatesllc.net
Attorneys for Defendants



Robert D. Edinger, OBA#2619
Edinger & Associates PLLC
116 East Sheridan, Suite 207
Oklahoma City, Oklahoma 73104
Telephone (405) 702-9900
Facsimile (405) 605-8381
redinger@edingerpllc.com
Attorney for Receiver