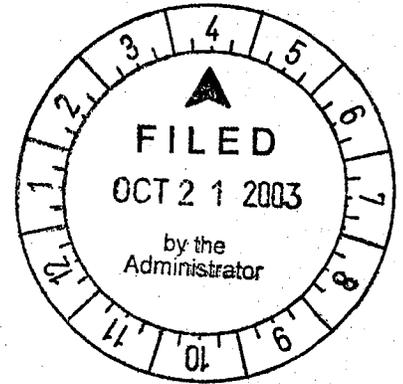


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Carl Conley
Mission Possible, Inc.
Church Builders Plan, Inc.

Respondents.

ODS File No. 02-158

AGREEMENT

An investigation into the activities of Carl Conley ("Conley"), Mission Possible, Inc. ("Mission Possible") and Church Builders Plan, Inc. ("Church Builders Plan") (collectively, the "Respondents") was conducted by the Oklahoma Department of Securities ("Department"), pursuant to Section 405 of the Oklahoma Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2002), concerning possible violations of Sections 101, 201 and 301 of the Act.

The Department's investigation revealed that beginning in early 2001, Conley offered and sold unregistered securities to Oklahoma residents in investment programs issued by Mission Possible and Church Builders Plan. Respondents were not registered as broker-dealers or agents to offer and sell securities in Oklahoma. Over a two-year period, Respondents received in excess of \$5,000,000.00 from approximately seventy-eight investors. Respondents represented that investors would receive annualized interest rates ranging from 42% to 92% and that an additional amount of interest earned on their investments would be used to fund church missions.

Respondents pooled the investors' money and transferred it to an offshore bank for the purchase of certificates of deposit. Although some of the earlier investors received a return of their principal investment and interest, the offshore bank has defaulted and investors are still owed more than \$3,000,000.00 in principal.

Respondents, without admitting or denying any violation of the Act, desire to settle this matter expeditiously and in a manner consistent with the purposes fairly intended by the policies and provisions of the Act.

The undersigned agree as follows:

1. **Permanent Order to Cease and Desist.** Respondents agree to the issuance of a Permanent Order to Cease and Desist in the form of *Exhibit A* attached hereto and made a part hereof (the "Order") and voluntarily waive their right to notice, hearing and appeal as provided by the Act, the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities ("Rules"), and the Oklahoma Administrative Procedures Act, Okla. Stat. tit. 75, § 250 *et. seq.*

2. **Compliance with the Act.** Respondents agree to comply with all provisions of the Act and the Rules including, but not limited to, compliance with Sections 101, 201, and 301 of the Act in connection with offers and sales of securities in and/or from the state of Oklahoma.

3. **Licensing.** Respondents agree to register each person who effects or attempts to effect transactions in securities on their behalf in or from the state of Oklahoma as a broker-dealer or agent pursuant to Section 201 of the Act.

4. **Registration of Securities.** Respondents agree to cease and desist from the offer or sale of securities in and/or from the state of Oklahoma unless and until such securities are registered pursuant to Section 301 of the Act or qualify for an exemption from registration under Section 401 of the Act.

5. **Reliance on Exemptions from Registration.** For a period of five years after the date of issuance of the Cease and Desist Order, Respondents agree that they will notify the Director of the Department's Division of Enforcement of any intent to rely on an exemption from the securities registration provisions of the Act, in connection with the offer or sale of any security in and/or from the state of Oklahoma, at least thirty (30) days prior to the first offer of the security. The notification shall include:

- a. the Oklahoma Securities Act citation of the exemption from registration to be relied upon;
- b. a detailed description of the basis for reliance on the exemption including the manner of solicitation;
- c. the name(s) of all persons to be offering or selling the securities and a detailed description of the basis for that person's compliance with Section 201 of the Act;
- d. a detailed description of the type of securities to be offered or sold pursuant to the exemption;
- e. the amount of securities to be offered or sold; and
- f. a copy of any and all offering documents or other materials intended to be used by Respondents in the offer or sale of the securities.

Respondents understand that the absence of an objection from the Department should not be interpreted as approval by the Department of the materials or of the offer and sale of the securities.

6. **Civil Penalty.** Respondents agree to pay a civil penalty in the amount of \$15,000.00 to the Department.

7. **Entire Agreement.** Respondents voluntarily consent to the issuance of the Order, and represent that the consent and waivers contained herein are voluntary and given without threat, offer, promise, or inducement of any kind or nature having been made or given by the Department, its staff, the Administrator, or the Oklahoma Securities Commission. Other than the Order, this writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

8. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against any Respondent, the Administrator may assist in such actions as authorized by law. It is further agreed that the execution of this Agreement does not mean that the Administrator has passed in any way upon the merits or qualifications of, or recommended or given approval to, the transactions to which it relates.

9. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

10. **Consideration.** In consideration for this Agreement, the Administrator will take no further action against Respondents in connection with the offers and sales of the securities described above occurring prior to the Effective Date of this Agreement.

11. **Applicability.** This Agreement applies only to the activities of Respondents and to no others.

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

Carl Conley, individually
and on behalf of Mission Possible, Inc.
and Church Builders Plan, Inc.

Carl E. Conley
Date: 10/16/03

OKLAHOMA DEPARTMENT OF SECURITIES:

By: Irving L. Faught
Irving L. Faught, Administrator

Date: October 21, 2003

STATE OF OKLAHOMA
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THE FIRST NATIONAL CENTER, SUITE 860
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Carl Conley
Mission Possible, Inc.
Church Builders Plan, Inc.

Respondents.

ODS File No. 02-158

PERMANENT ORDER TO CEASE AND DESIST

The Oklahoma Department of Securities (Department) conducted an investigation into the activities of the named Respondents pursuant to Section 405 of the Oklahoma Securities Act (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2002).

In order to resolve the issues raised in connection with the Department's investigation, Respondents voluntarily executed the Agreement that is attached hereto and incorporated herein by reference.

IT IS HEREBY ORDERED THAT Carl Conley, Mission Possible, Inc. and Church Builders Plan, Inc. cease and desist from, directly or indirectly, issuing, offering or selling securities in and/or from the state of Oklahoma unless such securities are registered pursuant to the Act or qualify for an exemption from registration under Section 401 of the Act.

IT IS FURTHER ORDERED THAT Carl Conley, Mission Possible, Inc. and Church Builders Plan, Inc. cease and desist from acting as broker-dealers or agents, or from employing broker-dealers or agents, in connection with the offer or sale of securities in and/or from the state of Oklahoma unless in compliance with Section 201 of the Act.

IT IS FURTHER ORDERED THAT for a period of five years after the date of issuance of this Order, Carl Conley, Mission Possible, Inc. and Church Builders Plan, Inc. will notify the Director of the Department's Division of Enforcement of any intent to rely on an exemption from the securities registration provisions of the Act, in connection with the offer or sale of any security in and/or from the state of Oklahoma, at least thirty (30) days prior to the first offer of the security. The notification shall include:

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- b. a detailed description of the basis for reliance on the exemption including the manner of solicitation;
- c. the name(s) of all persons to be offering or selling the securities and a detailed

- d. description of the basis for that person's compliance with Section 201 of the Act; a detailed description of the type of securities to be offered or sold pursuant to the exemption;
- e. the amount of securities to be offered or sold; and
- f. a copy of any and all offering documents or other materials intended to be used by Respondents in the offer or sale of the securities.

The absence of an objection from the Department will not be interpreted as approval by the Department of the materials or of the offer and sale of the securities.

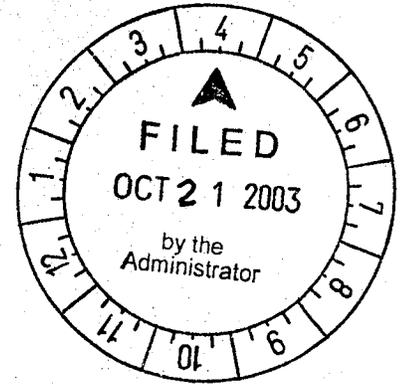
IT IS FURTHER ORDERED THAT Defendants pay a civil penalty to the Department in the amount of Fifteen Thousand Dollars (\$15,000.00).

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this
_____ day of _____, 2003.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR
OF THE OKLAHOMA DEPARTMENT OF SECURITIES

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DEPARTMENT OF SECURITIES
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- f. a copy of any and all offering documents or other materials intended to be used by Respondents in the offer or sale of the securities.

The absence of an objection from the Department will not be interpreted as approval by the Department of the materials or of the offer and sale of the securities.

IT IS FURTHER ORDERED THAT Defendants pay a civil penalty to the Department in the amount of Fifteen Thousand Dollars (\$15,000.00).

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 21st day of October, 2003.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR
OF THE OKLAHOMA DEPARTMENT OF SECURITIES