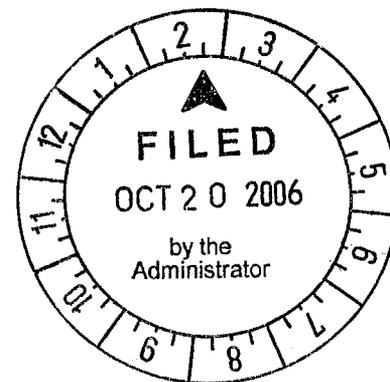


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Hoyit A. Bacon
CRD No. 1974347,

Respondent.

ODS File No. 03-118

CONSENT ORDER

The Oklahoma Department of Securities ("Department") conducted an investigation into the activities of Respondent in connection with the offer and sale of securities and the provision of investment advice in and/or from Oklahoma. Based thereon, the Department submitted the following Findings of Fact and Conclusions of Law to the Administrator of the Department ("Administrator") in support of the issuance of an order barring Respondent from association with broker-dealers and investment advisers pursuant to Section 1-411 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003). The activities described herein constitute violations of the Oklahoma Securities Act ("Predecessor Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and would also constitute violations of the Act.

Hoyit A. Bacon ("Bacon") desires to settle this matter expeditiously and in a manner consistent with the purposes fairly intended by the policies and provisions of the Act, the Predecessor Act, and the Rules of the Oklahoma Securities Commission and the Administrator of the Oklahoma Department of Securities ("Rules"). The Administrator finds that the issuance of this Consent Order in resolution of this matter is in the public interest.

Bacon voluntarily consents to the issuance of this Consent Order by the Administrator and voluntarily waives his right to notice, hearing and appeal as provided by law.

Findings of Fact

1. In August 1997, Bacon was registered under the Predecessor Act as an investment adviser representative of Aaron Wilbanks & Associates, Inc. ("Wilbanks"), an investment adviser registered under the Predecessor Act. Bacon was discharged from

Wilbanks on March 28, 2003, for violations of internal policies. Bacon is not currently registered as an investment adviser or investment adviser representative under the Act.

2. In August 1997, Bacon was registered under the Predecessor Act as an agent and principal of Wilbanks Securities, Inc. ("Wilbanks Securities"), a broker-dealer registered under the Predecessor Act. Bacon was discharged from Wilbanks Securities on March 28, 2003, for violations of internal policies. Bacon is not currently registered as a broker-dealer or agent under the Act.

3. On January 1, 2000, Bacon entered into an Investment Advisory Agreement with Customer A, an Oklahoma resident, wherein he identified himself, a "duly Registered Investment Advisor Representative," as the "Advisor" ("Agreement").

4. The Agreement did not identify Wilbanks as the investment adviser with which Bacon was associated, and Bacon did not inform Wilbanks that he had entered into the Agreement.

5. The company name at the top of the Agreement was Bacon & Bacon Infinity Financial Advisors, Inc. ("Infinity Financial Advisors").

6. Bacon, doing business as Infinity Financial Advisors, advised Customer A on the implementation of her complete financial plan, including the allocation of stocks, bonds, variable annuities and insurance held in trust accounts for which Customer A was the trustee or a co-trustee ("Trusts").

7. Bacon did not advise Wilbanks or Wilbanks Securities of his outside investment advisory activities.

8. Bacon and Infinity Financial Advisors were not registered as investment advisers under the Predecessor Act.

History of Customer Complaints, Civil Litigation and Regulatory Actions

9. Bacon was registered with American Express Financial Advisors, Inc. ("American Express") from October 1989 until August 1992. On July 30, 1996, American Express updated Bacon's Form U-5 to reflect a pending civil lawsuit against Bacon alleging that Bacon borrowed \$25,000 from a client during his employment at American Express and failed to repay it. On July 7, 1999, American Express again updated Bacon's Form U-5 to show that the civil lawsuit against Bacon had been settled for \$28,432.31.

10. In or about April 2003, Wilbanks Securities received a customer complaint alleging that Bacon charged a \$1,500 to \$1,800 cash set-up fee to open an account.

11. In March 2005, the NASD initiated a regulatory action against Bacon based on activity that occurred during his employment at Wilbanks Securities. In such action, the NASD alleged that Bacon violated NASD Rules 2110 and 3030 by engaging in outside business activities, for compensation, without written notice to his member firms; by filling out forms incorrectly stating that all of his advisory business was conducted through his firm and that all outside business activities had been disclosed to the firm; and by entering into investment advisory agreements with a public customer through his member firm's affiliated registered investment adviser and also through an unregistered investment adviser. Without admitting or denying the allegations, Bacon consented to the entry of findings. Bacon was fined \$5,000, censured, ordered to pay restitution in the amount of \$11,793.59 plus interest, and suspended from association with any NASD member firm in any capacity for one year, ending July 31, 2006.

To the extent any of these Findings of Fact are more properly characterized as Conclusions of Law, they should be so considered.

Conclusions of Law

1. Bacon, individually and doing business as Bacon & Bacon Infinity Financial Advisors, Inc., transacted business in this state as an unregistered investment adviser, in violation of Section 201 of the Predecessor Act.

2. Bacon, individually and doing business as Bacon & Bacon Infinity Financial Advisors, Inc., violated subsections (b) of 660:10-5-42 and 660:10-7-42 of the Rules by accepting compensation from another person as a result of business activity outside the scope of his relationship with Wilbanks and Wilbanks Securities and without providing written notice to Wilbanks or Wilbanks Securities.

3. Bacon was the subject of an order, issued after notice and opportunity for hearing, by the NASD suspending his association with an NASD member for one-year, ending July 31, 2006.

4. The Administrator of the Department is authorized to bar Bacon from association with a broker-dealer and/or an investment adviser in any capacity for five (5) years.

5. It is in the public interest to bar Bacon from association with a broker-dealer and/or an investment adviser in any capacity for five (5) years.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

ORDER

IT IS HEREBY ORDERED that Hoyit A. Bacon is barred from association in any capacity with a broker-dealer and/or an investment adviser for five (5) years, effective upon execution of this Consent Order.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 20th day of October, 2006.

(SEAL)



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

ACCEPTANCE OF RESPONDENT

Respondent Hoyit A. Bacon represents that he has read, understands and voluntarily consents to the issuance of this Consent Order, 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.

Respondent understands that at the conclusion of the five (5) year bar, the Department will consider an application, by Respondent, for registration under the Act, or its successor, and that if such application is approved, the Department may impose conditions on his registration including, but not limited to, heightened supervision, investment product restrictions, specified disclosures, and/or continuing education requirements.

Voluntary Consent of Hoyit A. Bacon:



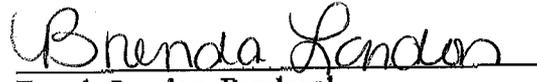
Date: 10/19/06

Address: Hoyit A. Bacon
9101 S. 33rd West Avenue
Tulsa, OK 74132

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 20th day of October, 2006, a true and correct copy of the above and foregoing *Consent Order* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Hoyit A. Bacon
9101 S. 33rd West Avenue
Tulsa, OK 74132


Brenda London, Paralegal