

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

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
 Administrator,)
)
 Plaintiff,)
)
 v.)
)
 Bruce T. Gilliam, an individual and doing)
 business as Freedom Association,)
 Freedom Association, an unincorporated)
 association, Freedom Association, Inc.,)
 an Oklahoma corporation, Christian)
 Freedom Ministries, an Oklahoma)
 corporation,)
)
 Defendants.)

FEB 29 2000
 SALLY HOWE SMITH, COURT CLERK
 STATE OF OKLA. TULSA COUNTY

Case No.
 CJ 2000 01035

DEBORAH C. SHALLOROSS

**PETITION FOR PERMANENT INJUNCTION
 AND OTHER EQUITABLE RELIEF**

COMES NOW the Plaintiff, Oklahoma Department of Securities ex rel. Irving L. Faught ("Department"), and for its claims against the above-named Defendants alleges and states:

OVERVIEW

1. This case involves violations of the Oklahoma Securities Act (the "Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (1991 and Supp. 1999), by Bruce T. Gilliam, Freedom Association, Freedom Association, Inc., and Christian Freedom Ministries ("Defendants"). Specifically, the Department alleges Defendants offered and sold unregistered securities in violation of Section 301 of the Act, employed an unregistered agent or broker-dealer or failed to register as an agent or broker-dealer in violation of Section 201 of the Act, and perpetrated fraud in connection with the offer, sale or purchase of securities in violation of Section 101 of the Act.

JURISDICTION

2. The Administrator of the Department brings this action pursuant to Section 406.1 of the Act and is the proper party to bring this action against the Defendants.

3. Pursuant to Sections 2 and 413 of the Act, Defendants, in connection with their activities and the offer, sale, and purchase of securities, are subject to the provisions of the Act. By virtue of their transaction of business by contract and otherwise and commission of other acts in this state, Defendants are subject to the jurisdiction of this Court and to service of summons within or outside of this state.

4. Defendants have engaged and are engaging in acts and practices in violation of the Act. Unless enjoined, they will continue to engage in the acts and practices set forth herein and acts and practices of similar purport and object.

DEFENDANTS

5. Bruce Gilliam is an individual who, at all times material hereto, was a resident of Oklahoma doing the acts complained of in his own name and/or in the name of Freedom Association or Freedom Association, Inc.

6. Freedom Association is an unincorporated association. At all times material hereto, Freedom Association offered and sold securities in and/or from Oklahoma as described herein. At all times material hereto, Freedom Association acted under the control of Gilliam.

7. Freedom Association, Inc. was incorporated in the state of Oklahoma on March 1, 1999. Freedom Association, Inc., formed for the purpose of continuing Freedom Association's business of offering and selling securities in and/or from Oklahoma, is the successor corporation to Freedom Association, (hereinafter the term "Freedom Association" refers to both Freedom Association and Freedom Association, Inc.) At all times material hereto, Freedom Association,

Inc. acted under the control of Gilliam.

8. Christian Freedom Ministries was incorporated in the state of Oklahoma on October 17, 1978. At all times material hereto, Christian Freedom Ministries offered and sold securities in and/or from Oklahoma as described herein. At all times material hereto, Christian Freedom Ministries acted under the control of Gilliam.

NATURE OF THE CASE

9. In or about January, 1997, Gilliam began doing business as Freedom Association.

10. Freedom Association offered and sold to investors interests in privately placed, bank-secured, high yield investments ("Prime Bank Loans") evidenced by a Letter of Contract/Authority ("Contract"). [See Contract attached hereto as Exhibit "A". Information identifying the investor has been redacted to protect the individual's privacy.] The Contract provides that investor funds would be pooled and invested in Prime Bank Loans that would be fully guaranteed. The Contract further stated that prime bank investors could expect a return on their investment of somewhere between 10 and 30 percent per month – that equates to an annual return of 120-360 percent.

11. Freedom Association raised in excess of \$700 thousand and placed those funds in an offshore bank. As of the filing of this Petition, none of the funds collected by Gilliam or Freedom Association have been returned to investors and no profits have been generated.

12. Christian Freedom Ministries, through its Senior Minister, Gilliam, participated in the offer and sale and the resale of the interests in the Prime Bank Loans. Gilliam, as a principal of both Freedom Association and Christian Freedom Ministries, used Christian Freedom Ministries, its name and its purpose, to attract investors to Freedom Association and to provide Freedom Association with an air of legitimacy.

13. Defendants have violated the Act and have shown their intention to continue violating the Act in the future, and will do so unless immediately enjoined. [See Letter dated March 11, 1999, attached as Exhibit "B" and Letter dated December 15, 1999, attached as Exhibit "C".]

**FIRST CAUSE OF ACTION
(Violation of Section 301 of the Act:
Failure to Register Securities)**

14. Plaintiff realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 13 above.

15. The interests in the bank-secured, high yield trading programs evidenced by the execution of the contract with Freedom Association ("Interests") are securities as defined by Section 2 of the Act.

16. The securities offered and sold by Defendants are not and have not been registered under the Act as required by Section 301 of the Act nor offered or sold pursuant to an exemption from registration pursuant to Section 401 of the Act. [See Affidavit attached hereto as Exhibit "D".] By reason of the foregoing, Defendants have violated, and unless enjoined, will continue to violate, Section 301 of the Act.

**SECOND CAUSE OF ACTION
(Violation of Section 201 of the Act:
Failure to Register as Agents or Broker-Dealers and Employing Unregistered Agents and
Broker-Dealers)**

17. Plaintiff realleges and incorporates by reference each and every allegation contained in the preceding cause of action.

18. Defendant Freedom Association is the issuer of the Interests. Defendant Christian Freedom Ministries, by virtue of its efforts and activities in effecting and attempting to effect sales of the Interests, is a broker-dealer as defined in Section 2 of the Act. Defendant Gilliam, by

virtue of his efforts and activities in effecting and attempting to effect sales of the Interests, is an agent of the Defendant Freedom Association as defined in Section 2 of the Act. In the alternative, Defendant Gilliam, by virtue of his efforts and activities in effecting and attempting to effect sales of the Interests, is an agent of the Defendant Christian Freedom Association. Defendants Gilliam and Christian Freedom Ministries are not, and have not been, registered under the Act as agents or broker-dealers as required by Section 201 of the Act. [See Affidavit attached hereto as Exhibit "E".] By reason of the foregoing, Defendants have violated, and unless enjoined, will continue to violate, Section 201 of the Act.

THIRD CAUSE OF ACTION
(Violation of Section 101(2) of the Act:
Untrue Statements of Material Fact and Omissions of Material Fact
in Connection with Offer, Sale or Purchase of Securities)

19. Plaintiff realleges and incorporates by reference each and every allegation contained in the preceding causes of action.

20. Defendants, in connection with the offer, sale or purchase of securities, directly and indirectly, made untrue statements of material facts, including, but not limited to, the following:

- a. that investors would earn an annual return of 120-360% on the investment;
- b. that the investment would be guaranteed by an "acceptable Top Bank Guarantee";
- c. that the investors' purchases would be secured for not less than 100% of the principal amount of the investment;
- d. that even if the investment failed, the investors would recover their principal; and

e. that Defendants would invest the funds for or on behalf of the prime bank investors in bank-secured, high yield trading programs.

21. The misrepresentations set forth in Paragraph 20 were made by all Defendants, both orally and in writing, from 1997 to present. The misrepresentations were contained in each Contract executed by the Investors, and therefore, the exact date of each misrepresentation can be determined by the Defendants by reviewing documents in their possession.

22. By reason of the foregoing, Defendants, directly and indirectly, violated, and unless enjoined, will continue to violate Section 101(2) of the Act.

FOURTH CAUSE OF ACTION
(Violation of Section 101(3) of the Act:
Engaging in any Act, Practice, or Course of Business which Operates
or would Operate as a Fraud or Deceit upon any Person)

23. The Department realleges and incorporates by reference each and every allegation contained in the preceding causes of action.

24. Defendants, in connection with the offer, sale or purchase of securities, and through the use of the untrue statements of material facts described in paragraph 20 above, engaged in an act, practice, or course of business which operated as a fraud or deceit upon the investors.

25. By reason of the foregoing, Defendants, directly and indirectly, violated, and unless enjoined, will continue to violate Section 101(3) of the Act.

PRAYER FOR RELIEF

Defendants have engaged in acts and practices in violation of the Act and have, as a result of these activities, received a substantial amount of money from numerous investors. Unless enjoined, the Defendants will continue to engage in the acts and practices set forth herein

and acts and practices of similar purport and object. A danger exists that the money received by Defendants from the investors or money or securities held by Defendants on behalf of the investors will be lost, removed or transferred. A temporary restraining order to issue instant and temporary and permanent injunctions and other equitable relief to issue against Defendants are necessary to preserve these funds, securities and the records relating thereto and to prevent further violations of the Act.

WHEREFORE, based upon the foregoing, and pursuant to the authority specifically granted by Section 406.1 of the Act, the Department prays that this Court:

1. Enter a temporary restraining order instant, a temporary injunction during the pendency of this action, and permanently thereafter, an order restraining and enjoining the Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, directly or indirectly, and each of them from:

- a. offering and/or selling securities in and/or from this state;
- b. transacting business in this state as broker-dealers, agents, investment advisers and/or investment adviser representatives;
- c. making untrue statements of material fact in connection with the offer, sale, and/or purchase of securities in and/or from this state;
- d. engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person;
- e. dissipating, concealing or disposing of any assets, real property or other property of Defendants;

f. dissipating, concealing or disposing of any funds of Defendants that are in the custody, possession or control of any of the Defendants; and

g. tampering with, altering, concealing, removing, destroying or otherwise disposing of any and all books, records, documents, files, correspondence, computer disks or computer generated data of any type, however created or stored, pertaining to Defendants or any financial or securities transaction by Defendants.

2. Order Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, directly or indirectly, and each of them to rescind any and all transactions involving the sale of securities and to make restitution to any and all investors who purchased securities from Defendants or who transferred money to Defendants for the purchase of securities on their behalf.

3. Order Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, directly or indirectly, and each of them to disgorge any and all profits, including prejudgment interest, gained through their illegal activities in connection with offers and sales of securities in and/or from the State of Oklahoma.

4. Order the appointment of a receiver pendente lite for Defendants, empowering said receiver to marshal and take possession of the records and assets of Defendants; to undertake whatever manner of legal or equitable action is required to preserve or maintain the assets of Defendants; and to operate or liquidate said entities or any positions therein for the benefit of the investors of Defendants, as equity may require.

5. Order Defendants to produce the identity of any and all bank accounts to which

any deposit(s) were made of funds obtained in connection with the sales of the securities described in this Petition.

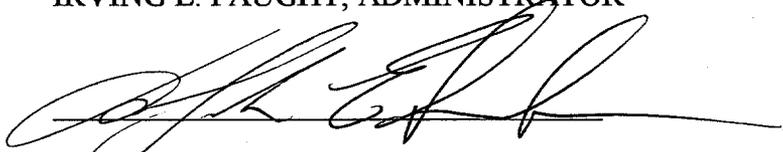
6. Order Defendants to produce all books and records, both corporate and individual, as are necessary to obtain an accounting of the amount, source and disposition of funds received in connection with the sales of the securities described in this Petition.

7. Such other and further relief as this Court may deem just, equitable and necessary in connection with the enforcement of the Act.

Respectfully Submitted,

OKLAHOMA DEPARTMENT OF SECURITIES
IRVING L. FAUGHT, ADMINISTRATOR

By:



Mark S. Edmondson OBA #11823
Gerri L. Stuckey OBA #16732
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) SS.

Irving L. Faught, of lawful age, being first duly sworn deposes and says that he is the Administrator of the Oklahoma Department of Securities, that he has read the foregoing Petition For Permanent Injunction and Other Equitable Relief and knows the contents thereof, and that the matters and things stated therein have been provided to him by staff members of the Department under his authority and direction, and are true and correct to the best of his knowledge, information and belief.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700

Subscribed and sworn to before me this 28th day of February, 2000.

(NOTARIAL SEAL)

Brenda S. London
Notary Public

My Commission Expires:

August 26, 2001

LETTER OF CONTRACT/AUTHORITY

To: Bruce Gilliam, and/or Jim Neel, Facilitator, Freedom Association P. O. Box 9643 Tulsa Ok. 74157
(918) 445-8890 or (405) 341-2646

From: Name _____
Street _____ City _____ ST/Zip _____
Ph. # () _____ Soc. Sec. # _____

Reference: Private Placement Program

Dear Sir:

As a Member of Freedom Association (Member # _____) I _____ request that you please accept this, my exclusive Letter of Contract/Authority for you to negotiate Private Placement of the following funds into a bank-secured high yield trading program under acceptable terms, conditions and procedures as outlined below.

USS: _____ (USS _____)

I confirm with full personal and legal responsibility that these funds are under my sole control, and further attest that these funds originate from good, clean and clear United States Dollars of non-criminal origin from a legal source.

I am ready, willing, and able to commit these funds for a period of one year for investment in a bank-secured high yield trading program. With this Letter of Contract I do hereby commit said funds.

I understand that the monies invested will be placed in an Association bank account and pooled with other investors until sufficient monies have been amassed to qualify for entry into a bank-secured high yield trading program.

I further understand that the Facilitator(s) of Freedom Association, will not release my funds from the Escrow Account for investment into the program until they have secured the issuance of an acceptable Top Bank Guarantee for the pooled investment and my principal is fully-secured, by means of such Guarantee to be issued for a term of one year (maturity) and for not less than 100%, in any event not to exceed 100% of our Principal Investment.

I understand that this contractual obligation will be positioned based on my percentage of entire pool and that I will be entitled to receive (based on 100% of the principal amount I personally invested) entitlement of 50% of profits generated by Freedom Association from Private Placement Trading Investments.

Expected Return: I understand that the expected returns on this Private Placement High Yield Trading Program, based on best efforts by all parties concerned, should be approximately 12 % up to 30 % net to me per month (This is after all fees from profit have been paid to all parties concerned). This may be paid to the Associate as monies are received per each individual contract, or may be designated to be placed into the next available trading program.

Length of Contracts: I understand that most contracts for each trading period are for a period of Three Months although some may be longer or shorter in length.

A facsimile of this document shall be deemed as original and shall be legally binding.

I swear that I am not a government agent and am entering into this as a private person for my own personal reasons of attaining a legal income. I also understand that all financial arrangements will be kept confidential by Freedom Association and I further agree not to divulge to any fiduciaries, government agents or private parties the particulars of any of the financial arrangements being made or the names of the financial institutions or private persons or principals participating.

SIGNATURE X _____

DATE _____

PRINT NAME _____

WITNESS _____

Bruce Gilliam
SIGNATURE OF FACILITATOR OF FREEDOM ASSOCIATION
(Letter of Contract/Authority received and Accepted)

Referral of

EXHIBIT "A"

FREEDOM ASSOCIATION

URGENT INVESTOR'S UPDATE!

March 11, 1999

Dear Investor,

I am here in Belize to see where we stand on everything with Hermit. Since we were basically starting all over again, I wanted to accelerate things as quickly as possible. We don't need months of waiting. I would, of course, like it to be days, but I think it will be closer to being weeks. One of the reasons for talking to Hermit face to face was because of the amount that we as Freedom Association have with him on contract. Our agreement with him, as I've stated before, is for him to obtain \$10,000,000 for the use of Freedom Association to be traded together with whatever large amount he was able to get into a trade. Our profits, etc., would come from the amount made on the \$10,000,000. This is a good idea because traders will no longer allow you to lease money from them to put into a trade. And the amount that you can make from our money (less than a million dollars) is small in comparison to the amount we can leverage and make on \$10,000,000. When the trade is complete, Hermit keeps our investment capital as a fee on the lease of the \$10,000,000. He holds it until then. Of course, we hope to make 10 times our investment back, plus an amount equal to our initial investment so everyone comes out a winner. The problem has been that Hermit has been going for such large deals that the logistics with the owners of the funds has been a "bear". We have had a number of false starts but I have confidence first in the Lord and also in Hermit to get it done. I just can't say when it will be accomplished. It has been hard, to say the least, but I really do appreciate your patience in this. As I said, I'm down here talking with Hermit about our investment that Freedom Association has with him. Some of the investors, for one reason or another, are needing to pull out. I really hate to see them do that, but I understand that some people did not invest using discretionary funds as stated in the contract, and it has caused a lot of pressure to be brought to bear on them. So since some of them want out, I had to go to Hermit and ask if we could change the arrangements made and keep the same position with Hermit, even though I would have to take some of the investment out. After looking at everything and seeing where we stand, we (Hermit and I) came to the conclusion that it was impossible to do that from his end. Besides causing legal problems that would require a new contract, it would not really be fair to Hermit, since he is doing this as a favor anyway. Hermit could just go into trade through my contacts with the millions he puts together without any of the money from Freedom Association. To diminish that is not fair to him and to just get back the money and send it to everyone is not fair to him or to everyone who wants to stay until the end. Everyone that sticks with us will be highly rewarded, I am sure. So for those of you who do want to or need to pull out, the only thing I can offer, at the moment, is that I will try everything that I can to find someone to take your position. And if we finish before I find someone, you will just be blessed with the larger amount. The down side to this is that I cannot guarantee that I will find anyone to take your place at this time. You may be in this for the duration whether you want to or

EXHIBIT "B"

not. If it ever came to a point where we felt as a group that it wasn't going to happen, everyone would just get their investment back. But I am so positive after coming here to Belize. I am seeing everything first hand instead of hearing about it via phone. Being here is helping me to see that Hermit is on the right track. But even before going to Belize, I have had the Lord confirm it to me in so many ways. My confidence level is high.

Before I left, I knew that Hermit had a situation nearly tied down through a group with Wells Fargo Bank. The money was good and the contract was secure. So I was wondering why he wasn't moving right ahead with it. What I found out was typically Hermit, but it was a nice thing. Hermit has been given the opportunity to handle three billion dollars in bank notes in a trading situation. What is required for this transaction to take place is for him to have 126 million dollars in an escrow account in Barclays in London the entire time he is using the notes. For that, the Bank will hypothecate the funds into an account for him to use. So what Hermit is doing is using 126 million of the 200 million he had available in Wells Fargo Bank to do this. It will take a few weeks to get all of his "ducks in a row", but we have been offered an excellent trading program and things are falling into place the way they should at the moment.

I am hoping this is good news for all of you and I am just asking you to please hold on a little longer. I can not jeopardize losing the opportunity of a lifetime for the ministry because of pressures and impatience. So please hang on! For those of you who have asked, you will be pleased to know that I have decided to put updates on the phone again. But this time they will be general as to how things are moving along and I won't give you any false hopes by telling you what I have been told concerning a payout. I will tell you we are being paid when I have the money in my hands. The new updates will be once a week, only, on Friday evenings after 7:00 p.m. So please just check on the weekends. Just like before, call and when you hear the answering machine start, press 1 and you will hear the update. With more than 50 investors, it is almost impossible for Bill and I to speak to each of you individually. So, unless you have an emergency that we can do something about, please be patient, listen to the updates, and if you do leave a message, make it a nice one! We're going to make it! At the moment, I am planning on staying here until something breaks loose. So just check the update at the end of next week.

God Bless You All,



Bruce Gilliam

P.S. I wanted to add a little note to those of you who have asked me about this. Yes, there are smaller trading programs available, and I am willing to pool one together that we can start immediately if you wish. All you have to put in is a minimum of \$1,000. It will only pay you approximately 20% per month but this can be something while you are waiting on Hermit. We can't use your investment you already have in, since that is looked in with Hermit, but if you are interested in doing this, please leave a message on the answering machine and Bill will get back to you quickly to make the arrangements.

Freedom Association

P.O. Box 9716
Tulsa OK 74157
Update number (918) 230-8323

December 15, 1999

Dear Freedom Associates,

Well as I said in my last letter we would be working hard to get into a trade by the 15th. Therefore, I thought I would give you a short update to let you know where we are with everything since it is the 15th.

I talk with Hermit every day. I am not letting him sleep on this until something is done. We are making progress, slowly but surely. This last weekend he had a man from the board of Governors with the Federal Reserve down in Belize who was talking with the government concerning humanitarian and infrastructure programs for Belize. He gave Hermit the authority to be the financial institution to do the trades to cause these things to happen. So, let me tell you the bad news and the good news. The bad news is we obviously did not get it done by the 15th. The good news is that they are now doing the trades through the Christmas Holidays. So we will not have to wait until January 15. The people at Chase Manhattan kept telling us that they were working very hard to get all of their due diligence on this thing done by the 15th. All of the contracts are signed and we should have complete control on the trade once it is put in our hands to facilitate the closing on the trade. Since we will be the ones who get paid on this before the others involved do, we should not have the same problems we had with Mr. Tanh and Mr. Wainwright last year about this time. We are the disbursing agents for this. Since we are going to be able to go into a real trading situation it looks like you will be able to get a good profit if all goes well. We will not know exactly the amount until they do the actual trading. It is open-ended but it should get us a good amount. The problem has never been the trading programs. They are working for people and will continue to work. The problem has been getting the proper financial instrument to hypothecate and have control of it so that we can leverage our money. I think we have this in place now. I am hoping it will happen any day now. We are all due some good news.

If, however they are not able to get these funds hypothecated in time for this year I have other options I am looking at. I have, for so long put all of my eggs in one basket with Hermit, and it has caused me to be under quite a bit of pressure. Anyway, I have been looking at other options especially for those of you who have indicated that you want your funds back. As I have said before I cannot jeopardize everyone else's profits for those who want their funds back, so all I can do until this thing is completed is find someone to take your position. I know that this thing will happen and we will all be greatly rewarded but I know some of you have to go on down the road. It has been a long time. I should have someone to buy your position out by February 15, 2000. If Hermit's deal is not finished by then you should be able to not only get your money back but I will try to get you a little bit more for your trouble. It won't pay anywhere near as good as Hermit's will finally pay but it will let me get some people paid out so that we can all go down the road.

Some of you have mentioned that I should look in other directions also. What I have found is a program that will allow me to move ahead. This is an ongoing program that has been approved by the Feds and it is a \$100,000,000 program. There is, however a window of opportunity open for several additional amounts of \$1,000,000 to go into it. This program pays around 50% a month at that level. I am busy putting together that amount of money through a group I have affiliated myself with to get this amount raised by January 15 so that I can step into the ongoing trade. The agent I am working with has shown me that this one has been paying like clockwork. He also has some offshore CD programs I am interested in that pays 3% a month so for those of you that might have an interest in a safe situation like that on down the road just let me know.

When I had to shut down the office and had the number cut off I was hoping that it would just be a couple of weeks and we would be in good shape. Again, I was fooled. So to keep up good communications for those of you who will be continuing with us you can call the number at the top of this letter to get an updated. I will be updating it weekly to let you know what the status is. Please call this number at night. Someone else uses that number during the day. That's all for now, and again, thank you for your patience. By the way, Merry Christmas!

Sincerely,

Bruce Gilliam

EXHIBIT "C"

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
First National Center, Suite 860
120 North Robinson
Oklahoma City, Oklahoma 73102

AFFIDAVIT

I, L. D. Johnson, Chief of Licensing of the Oklahoma Department of Securities, do hereby swear that I have caused to be examined the registration files of the Oklahoma Department of Securities pertaining to current and past registered broker-dealers, agents, investment advisers and investment adviser representatives in Oklahoma and that nowhere therein was found a record of an application to register as a broker-dealer, agent, investment adviser or investment adviser representative filed pursuant to Section 202 of the Oklahoma Securities Act (Act) for Bruce T. Gilliam, Freedom Association, Freedom Association, Inc. or Christian Freedom Ministries.

I further swear that I have caused to be examined the registration files of the Oklahoma Department of Securities pertaining to current and past registered broker-dealers, agents, investment advisers and investment adviser representatives in Oklahoma and that nowhere therein was found a record of the registration of Bruce T. Gilliam, Freedom Association, Freedom Association, Inc. or Christian Freedom Ministries as a broker-dealer, agent, investment adviser or investment adviser representative under the Act.

(SEAL)



L. D. JOHNSON, CHIEF OF LICENSING of the
OKLAHOMA DEPARTMENT OF SECURITIES
First National Center, Suite 860
120 North Robinson
Oklahoma City, Oklahoma 73102
Telephone (405) 280-7715

Subscribed and sworn to before me this 28 th day of February 2000.

(NOTARIAL SEAL)


Notary Public

My Commission Expires

August 26, 2001

Affidavit.doc

EXHIBIT "D"

AFFIDAVIT

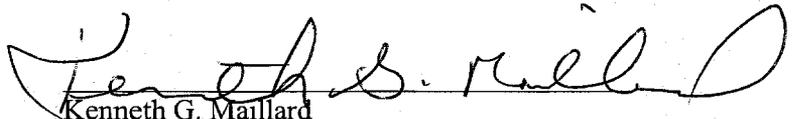
STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

I, Kenneth G. Maillard, Director of Registrations of the Oklahoma Department of Securities (Department), swear that I have conducted an examination of the registration and exemption files of the Department pertaining to current and past registrations for the offer or sale of securities in Oklahoma and that nowhere therein was found a record of an application for the registration of securities pursuant to Section 301 of the Oklahoma Securities Act (Act), 71 O.S. §§1-413, 501, 701-703 (Supp. 1999), for Bruce Gilliam, Freedom Association, Freedom Association, Inc. or Christian Freedom Ministries.

I further swear that nowhere within the registration files for the Department was found a record of a registration of securities for Bruce Gilliam, Freedom Association, Freedom Association, Inc. or Christian Freedom Ministries pursuant to Section 301 of the Act.

I further swear that nowhere within the exemption files for the Department was found a record of a notice of intent to claim exemption from Sections 301 and 402 of the Act for Bruce Gilliam, Freedom Association, Freedom Association, Inc. or Christian Freedom Ministries pursuant to any subsection of Section 401 of the Act.

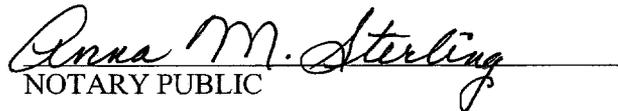
(SEAL)



Kenneth G. Maillard
DIRECTOR OF REGISTRATIONS
OKLAHOMA DEPARTMENT OF SECURITIES
First National Center, Suite 860
120 North Robinson
Oklahoma City, Oklahoma 73102
(405) 280-7700

Subscribed and sworn to before me this 16th day of February, 2000.

(NOTARIAL SEAL)



NOTARY PUBLIC

My Commission Expires:

December 21, 2003

EXHIBIT "E"