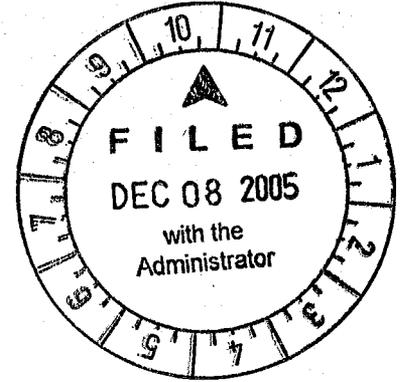


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Joe E. Poe, Jr.
CRD No. 1650897
Respondent.

ODS File No. 06-054

RESPONSE OF RESPONDENT, JOE, E. POE, JR. TO
ENFORCEMENT DIVISION RECOMMENDATION
AND
REQUEST FOR HEARING

COMES NOW Respondent, Joe E. Poe, Jr., by and through his counsel of record, Clell I. Cunningham III, of the firm of Dunn, Swan & Cunningham, P.C., and, pursuant to 660:2-9-2(a) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities, states as follows:

RESPONSE TO FINDINGS OF FACT:

1. For response to paragraph 1 of the Enforcement's Division's "Finding of Fact", Respondent states that he is without information sufficient to admit or deny same.
2. For response to paragraph 2 of the Enforcement's Division's "Finding of Fact", Respondent admits same.
3. For response to paragraph 3 of the Enforcement's Division's "Finding of Fact", Respondent states that the letter of May 10, 2004 speaks for itself. To the extent that the allegations of said paragraph 3 are inconsistent with said letter, Respondent denies same. For further response, Respondent states that the heightened supervision referenced in said letter was to be for a term of one year.
4. For response to paragraph 4 of the Enforcement's Division's "Finding of Fact", Respondent denies same. The July Report, more accurately, states, in relevant part, "[a]pparently, Mr. Poe had engaged in two private securities transaction without notification to, or approval of Capital Growth Financial." Respondent admits that the Letter of Caution makes the allegations as set for in paragraph 4 of the Enforcement's Division's "Finding of Fact".
5. For response to paragraph 5 of the Enforcement's Division's "Finding of Fact", Respondent admits same.

6. For response to paragraph 6 of the Enforcement's Division's "Finding of Fact", Respondent states that his counsel did receive a copy of a letter dated August 31, 2005 addressed to Michael B. Falken of CGF. Respondent admits the allegations contained in the last sentence of paragraph 6.

7. For response to paragraph 7 of the Enforcement's Division's "Finding of Fact", Respondent admits same.

8. For response to paragraph 8 of the Enforcement's Division's "Finding of Fact", Respondent admits same.

Respondent denies all of the allegations set forth in the Enforcement's Division's "Finding of Fact" not otherwise expressly admitted herein.

RESPONSE TO CONCLUSIONS OF LAW

1. For response to paragraph 1 of the Enforcement's Division's "Conclusions of Law", Respondent admits same.

2. For response to paragraph 2 of the Enforcement's Division's "Conclusions of Law", Respondent denies same.

3. For response to paragraph 3 of the Enforcement's Division's "Conclusions of Law", Respondent denies same.

4. For response to paragraph 4 of the Enforcement's Division's "Conclusions of Law", Respondent denies same.

5. For response to paragraph 5 of the Enforcement's Division's "Conclusions of Law", Respondent denies same.

REQUEST FOR HEARING:

Respondent respectfully requests that this matter be heard before an impartial hearing officer as agreed upon by the parties hereto within ninety (90) days, in accordance with the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities.

WHEREFORE, premises considered, Respondent respectfully requests that this matter be heard before an impartial hearing officer as agreed upon by the parties hereto within ninety (90) days, in accordance with the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities.

Respectfully Submitted,

DUNN SWAN & CUNNINGHAM

By:



Clell I. Cunningham, OBA #2093
210 Park Avenue, Suite 2800
Oklahoma City, Oklahoma 73102
(405) 235-8318

Attorneys for Respondent, Joe, E.
Poe, Jr.

CERTIFICATE OF SERVICE

The undersigned certifies that on the 8 day of December, 2005, a true and correct copy of the above and foregoing Response of Joe E. Poe, Jr. was mailed, postage prepaid, to:

Irving L. Faught, Administrator
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102

Equity Station, Inc.
Attn.: Richard Campanella, CCO
3010 N. Military Trail
Boca Raton, FL 33498

