

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities
ex rel. Irving L. Faught,
Administrator,

Plaintiff,

v.

Greater Midwest Agency, Inc., an Oklahoma
corporation, Greater Midwest Investment Trust,
Special Care Marketing, Inc., an Oklahoma
corporation, Jerry Thane Davis, an individual,
and Max O. Davis, an individual,

Defendants.

)
) FILED IN THE DISTRICT COURT
) OKLAHOMA COUNTY, OKLA.
)
) JAN - 2 2002
) PATRICIA A. PRESLEY, COURT CLERK
) by _____
) Deputy

ORDER OF PERMANENT INJUNCTION

This matter came on for hearing this 21 day of December, 2001, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon the motion of Plaintiff, the Oklahoma Department of Securities ("Department"), for an order of permanent injunction and other equitable relief. The Department appears through its attorney Patricia A. Labarthe. Defendants Max Davis, Greater Midwest Agency, Inc., and Greater Midwest Investment Trust ("Greater Midwest Defendants") appear through their attorney Richard A. Mildren. The Receiver, Robert Gilliland, appears *pro se*. The Court, having reviewed all of the evidence offered and the Court file, and being advised that the parties agree to the entry of this order, finds as follows:

On December 30, 1999, the Department filed a Petition for Permanent Injunction and Other Equitable Relief pursuant to the Oklahoma Securities Act (the "Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (1991 and Supp. 1999). The Court issued a temporary restraining order against and appointed a receiver for the Greater Midwest

Defendants. The Court also issued an asset freeze against the Greater Midwest Defendants.

The Greater Midwest Defendants executed a stipulation and consent to undertaking ("Stipulation"), attached hereto as Exhibit "A" and made a part hereof. The Department has no objection to the terms of the Stipulation and agrees to the entry of this Order of Permanent Injunction.

Therefore, based on the evidence reviewed and the execution of the Stipulation, the Court finds that the following order should be entered.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that a permanent injunction be and is hereby entered, forever enjoining and restraining the Greater Midwest Defendants from offering or selling any security, as defined in Section 2 of the Act, in and/or from the state of Oklahoma.

IT IS FURTHER ORDERED that a permanent injunction be and is hereby entered, forever enjoining and restraining the Greater Midwest Defendants from transacting business in and/or from the state of Oklahoma as a broker-dealer, agent, investment adviser and/or investment adviser representative.

IT IS FURTHER ORDERED that a permanent injunction be and is hereby entered, forever enjoining and restraining Defendant Max O. Davis from serving, directly or indirectly, as an officer, director, or control person for any individual, corporation, limited liability company, trust, partnership, incorporated or unincorporated association or any other entity that offers or sells a security in and/or from the state of Oklahoma.

IT IS FURTHER ORDERED that the receivership of the Greater Midwest Defendants be dissolved.

IT IS FURTHER ORDERED that Defendant Max O. Davis pay restitution to Bich Pham in the sum of Eighteen Thousand Dollars (\$18,000.00) as follows and provide documentation of such restitution payments to the Department:

- 1) a sum of One Thousand Two Hundred Dollars (\$1,200.00), to be paid every three months beginning on the 30th day of June, 2002, and continuing to and including March 31, 2003.
- 2) a sum of One Thousand Five Hundred Dollars (\$1,500.00), to be paid every three months beginning on the 30th day of June, 2003, and continuing to and including March 31, 2004.
- 3) a sum of One Thousand Eight Hundred Dollars (\$1,800.00), to be paid every three months beginning on the 30th day of June, 2004, and continuing to and including March 31, 2005, or until paid in full.

IT IS FURTHER ORDERED that the Greater Midwest Defendants, or their designee, maintain custody and possession of the original customer and client files of Greater Midwest Agency, Inc. and Greater Midwest Services, Inc. for a period of three (3) years, and that the Greater Midwest Defendants, or their designee, provide access to the original customer and client files of Greater Midwest Agency, Inc. and Greater Midwest Services, Inc. to the Department upon request.

IT IS FURTHER ORDERED that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Order and the Stipulation.

THIS ORDER IS ENTERED this 21 day of Dec, 2001.

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla.

this _____ day of _____, 2001.
By PATRICIA PRESLEY, Court Clerk
Deputy

BRYAN C. DIXON

DISTRICT COURT JUDGE

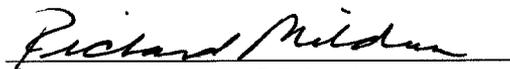
S/Signed 1-2-02
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Approved as to form:

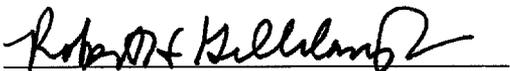
Oklahoma Department of Securities
Irving L. Faught, Administrator



Patricia A. Labarthe, OBA #10391
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700
Attorneys for Plaintiff



Richard Mildren, OBA #6182
Riggs, Abney, Neal, Turpen, Orbison & Lewis
5801 North Broadway, Suite 101
Oklahoma City, Oklahoma 73118-7489
(405) 843-9909
Attorney for Defendants Greater Midwest Agency, Inc.,
Greater Midwest Investment Trust, and Max O. Davis



Robert H. Gilliland
McAfee & Taft
Two Leadership Square, 10th Floor
211 North Robinson
Oklahoma City, Oklahoma 73102-7103
(405) 235-9621
Receiver