

3. On January 2, 2002, this Court issued an Order of Permanent Injunction against Davis and ordered Davis to pay restitution as follows:

"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."

See Exhibit "B."

4. Davis made payments of \$1,200.00 to on July 25, 2002, \$1,200.00 on November 5, 2002, and a final \$1,200.00 on January 15, 2003. Since January, 2003, Davis has made no other payment on the judgment, and the remaining amount of \$14,400.00 remains unpaid.

5. Davis is a resident of Oklahoma County, Oklahoma, and is available for service in said county.

6. Pending a hearing on assets, there is a danger that the judgment debtor will attempt to transfer, encumber, alienate, and/or conceal property in an attempt to place it beyond the reach of creditors, and this Court should enter an order enjoining Davis from so doing.

DAVIS MUST APPEAR AND ANSWER CONCERNING PROPERTY

Pursuant to 12 O.S. § 841, at any time after judgment, any property of the judgment debtor shall be subject to the payment of such judgment. 12 O.S. § 842 provides that a judgment creditor may apply to the Court for an order that the judgment debtor appear and answer concerning the judgment debtor's property. Plaintiff alleged in its Petition that Davis offered

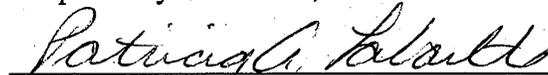
and sold unregistered securities and engaged in fraud in connection with the offers and sales in violation of the Act. Plaintiff obtained a judgment against Davis and Davis began to comply with the Court's order. However, no payment was made on the restitution in March, 2003 or subsequent thereto. Until Davis brings his restitution payments current with the Court ordered schedule, an order is necessary as provided by 12 O.S. § 842, enjoining Davis from alienating, concealing, or encumbering any property that could be used to satisfy the judgment against him.

WHEREFORE, Plaintiff prays as follows:

1. That this Court enter an order directing Davis to appear and answer concerning his property and assets on a day certain to be fixed by this Court. That Davis be further ordered to bring with him certain books, records and other matters in order that a full and complete hearing on assets can be held.

2. That this Court enter an order forthwith enjoining Davis from transferring, alienating and/or concealing or encumbering any non-exempt property pending a hearing on assets and until further order of this Court.

Respectfully Submitted,



Patricia A. Labarthe, OBA# 10391
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone (405) 280-7700
Facsimile (405) 280-7742

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 15th day of November, 2004, a true and correct copy of the foregoing was mailed by first class mail with postage prepaid thereon addressed to:

Ben Kirk
Pignato & Cooper
119 North Robinson Avenue, Suite 1120
Oklahoma City, OK 73102

Patricia A. Blantz

The undersigned further certifies that on the 15th day of November, 2004, a true and correct copy of the foregoing was mailed, certified with return receipt requested, restricted delivery, and with postage prepaid thereon addressed to:

Max O. Davis
10300 Kendal
Yukon, Oklahoma 73099

Patricia A. Blantz

specified rates of return and stated that the investments were "FDIC Insured" and involved no risk. The Greater Midwest Defendants further represented that there was no risk of losing the investment in the certificates of deposit as the investment was guaranteed by a multi-million dollar insurance policy. The Greater Midwest Defendants received substantial sums of money from certificate of deposit investors for the purported purchase of the certificates of deposit.

4. Defendants Greater Midwest Agency, Inc. and Max O. Davis offered and sold securities in and/or from the state of Oklahoma in the nature of interests in a bank debenture trading program and promised an annual return of 400-800% to bank debenture investors. Defendants Greater Midwest Agency, Inc. and Max O. Davis represented that there was no risk of losing the investment in the bank debenture trading program as the investment was guaranteed by the banking institutions in which the bank debenture investors' funds were deposited. Defendants Greater Midwest Agency, Inc. and Max O. Davis promised to pay to bank debenture investors a 15% commission for new investors introduced to Defendants Greater Midwest Agency, Inc. and Max O. Davis. Defendants Greater Midwest Agency, Inc. and Max O. Davis received substantial sums of money from bank debenture investors for the purported purchase of the bank debentures.

5. The Greater Midwest Defendants admit to the application of the Oklahoma Securities Act ("Oklahoma Securities Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (1991 & Supp. 1999), over them in connection with the offer and sale of securities in and/or from the state of Oklahoma as referenced in paragraphs 3 and 4 above.

Undertakings:

The Greater Midwest Defendants hereby undertake as follows:

1. The Greater Midwest Defendants consent to the entry of the order in the form attached as Exhibit "A" (Order of Permanent Injunction) and made a part of this stipulation and consent to undertaking (Stipulation).

2. The Greater Midwest Defendants state that this Stipulation is entered into voluntarily and that no threat or promise of immunity of any kind has been made by the Administrator or staff of the Department to coerce agreement with this Stipulation.

3. The Greater Midwest Defendants waive any right to appeal from the Order of Permanent Injunction.

4. The Greater Midwest Defendants agree that this Stipulation and all provisions herein shall be incorporated into the Order of Permanent Injunction.

5. The Greater Midwest Defendants agree that they will not offer or sell a security, as defined in Section 2 of the Act, in and/or from the state of Oklahoma.

6. The Greater Midwest Defendants agree that they will not transact business in and/or from the state of Oklahoma as a broker-dealer, agent, investment adviser and/or investment adviser representative.

7. Defendant Max O. Davis agrees that he will not directly or indirectly serve 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.

8. The execution of this stipulation is intended by Defendant Max O. Davis to affect only those activities subject to the jurisdiction of the Oklahoma Securities Act and is not intended to apply to the offer and/or sale of any insurance product.

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

- a) 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.
- b) 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.
- c) 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.

10. The Greater Midwest Defendants agree that the Greater Midwest Defendants, or their designee, will 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 from the date of the execution of this Stipulation. The Greater Midwest Defendants agree that the Greater Midwest Defendants, or their designee, will provide access to the original customer and client files of Greater Midwest Agency, Inc. and Greater Midwest Services, Inc. to the Department upon request.

11. The Greater Midwest Defendants agree to the presentation of this Stipulation, executed by each of the Greater Midwest Defendants, and the Order of Permanent Injunction to the Court to be entered without further notice.

12. The Greater Midwest Defendants consent to the Court's retention of jurisdiction of this matter for all purposes including enforcement of this Stipulation and the Order of Permanent Injunction.

IN WITNESS WHEREOF, the Greater Midwest Defendants have executed this

Stipulation as of the date and year set forth below their signatures hereto.

GREATER MIDWEST AGENCY, INC.

Max O Davis

By: MAX O DAVIS

Title: PRESIDENT

Date: 12.31.01

Address: 10300 KENDAL YUKON, OK 73099

GREATER MIDWEST INVESTMENT TRUST

Max O Davis

By: MAX O DAVIS

Title: Co TRUSTEE

Date: 12.31.01

Address: 10300 KENDAL YUKON, OK 73099

MAX O. DAVIS

Max O Davis

Date: 12.31.01

Address: 10300 KENDAL, YUKON, OK 73099

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 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

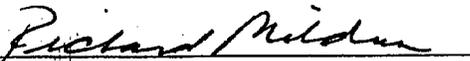
S/Signed 1-2-02
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Approved as to form:

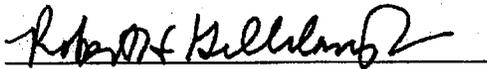
Oklahoma Department of Securities
Irving L. Faught, Administrator



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