

By virtue of their residence and incorporation in this state, Defendants are subject to the jurisdiction of this Court and to service of summons within this state.

3. The Defendants have engaged in acts and practices in violation of the Act and the Predecessor Act. Unless enjoined, they may again engage in the acts and practices set forth herein and acts and practices of similar purport and object.

4. Neher Messenger Farms, Inc. ("NMF"), was incorporated under the laws of the state of Oklahoma in April 2002. From approximately June 2003 until February 2005, NMF sold securities in and/or from Oklahoma as described herein. NMF held itself out as being in the business of producing and marketing goat, lamb, ostrich, beef, and buffalo products. NMF did not conduct any business until approximately April or May 2004, when it began making and selling jerky from some of the animals listed above.

5. United Meat Production, Inc. ("UMP"), was incorporated under the laws of the state of Oklahoma in October 2001. UMP's corporate status was suspended on March 19, 2003. UMP held itself out as being in the business of processing goat, lamb, ostrich, beef, and buffalo. UMP closed its plant in the first quarter of 2004, and withdrew from federal inspections in October 2004.

6. Lone Wolf, Inc. ("Lone Wolf"), was incorporated under the laws of the state of Oklahoma in January 2004. Lone Wolf's corporate status was suspended on June 25, 2004. Beginning in at least November 2004, Lone Wolf sold securities in and/or from Oklahoma as described herein. Lone Wolf was engaged in the business of making and selling jerky until it closed its plant in February 2005.

7. Gail Platt ("Platt") is an individual and an Oklahoma resident. Platt was an owner and officer of NMF until December 2004. At all times material hereto, Platt offered and/or sold securities in and/or from Oklahoma on behalf of NMF, as described herein. At all times material hereto, Platt was an owner and the Vice President of UMP. At all times material hereto, Platt was an owner of Lone Wolf and offered and/or sold securities in and/or from Oklahoma, as described herein, on behalf of Lone Wolf.

8. Brett Neher ("Neher") is an individual and an Oklahoma resident. At all times material hereto, Neher was an owner of NMF and conducted NMF's business operations.

9. Nick Craighead ("Craighead") is an individual and an Oklahoma resident. Beginning in September 2002 until approximately December 2003, Craighead was President of UMP.

NATURE OF THE CASE

10. Beginning in or around June 2003, NMF issued securities, in the nature of preferred stock ("NMF Stock"), in and from Oklahoma.

11. On behalf of NMF, Platt employed agents residing in the state of Florida ("Florida Agents") to solicit the sale of NMF Stock. NMF and/or Platt paid commissions for the sale of NMF Stock to at least one Florida Agent. The Florida Agents were not registered securities broker-dealers or agents thereof.

12. There are a minimum of twelve purchasers of NMF Stock ("NMF Investors") who reside in various states, including Oklahoma.

13. Each NMF Investor was initially contacted by a Florida Agent via telephone. The Florida Agents offered NMF Stock to the prospective investors and

provided them with offering documents obtained from Platt. The Florida Agents then referred certain prospective investors to Platt for wire or mailing instructions. Platt gave the prospective investors additional information concerning NMF. Subsequently, Platt offered and/or sold additional shares of NMF Stock to certain NMF Investors.

14. Neher opened a checking account on behalf of NMF on March 1, 2004. Neher has, and always had, sole signatory authority over NMF's checking account.

15. Prior to May 2004, UMP had a checking account at the Citizens Bank of Edmond, Oklahoma, over which Platt and Craighead had signatory authority. Platt opened a savings account in the name of UMP at the First National Bank in Lindsay, Oklahoma, on May 20, 2004. Platt had sole signatory authority over the UMP savings account.

16. Per Platt's directions, a majority of the NMF Stock proceeds received after May 20, 2004, were either wired or deposited directly into the UMP savings account. Platt withdrew, or transferred, money deposited from NMF Stock proceeds in the UMP savings account for her personal use.

17. Platt instructed at least two NMF Investors to wire their funds to the First National Bank in Chickasha, Oklahoma, into a joint checking account of Donnie and Odette Messenger ("Messengers"), a married couple and relatives of Platt. The Messengers used a portion of the proceeds on their own personal expenses; made wire transfers to a Florida Agent named Andrew H. Waldman ("Waldman") and to a Kristy Faller per Platt's instruction; and transferred the remainder directly to Platt.

18. At least one NMF Investor wired her investment in NMF Stock directly into Platt's personal checking account at the First National Bank in Lindsay, Oklahoma.

19. NMF prepared and distributed a private placement memorandum dated July 1, 2003 ("2003 Memorandum") to most NMF investors. The 2003 Memorandum contained the following statements:

(a) "Sales of the [NMF Stock] offered hereby will be made by the Company through its officers. Officers participating in the selling effort will do so in conjunction with their other activities and functions at the Company and will receive no commissions, fees or other compensation for assisting in the selling effort. The [NMF Stock] may also be offered and sold through participating broker-dealers, in which event commissions not to exceed ten percent (10%) of the price of [NMF Stock] sold by such broker-dealers, will be paid."

(b) "This private offering memorandum does not contain an untrue statement of a material fact or omit to state a material fact necessary to make the statements made[,] in light of the circumstances under which they were made, not misleading. It contains a fair summary of the material terms of documents perpetrated to be summarized herein."

(c) "Neher Messenger Farms Inc. has more orders than they can process."

(d) "Distribution – [T]he company's officers, without compensation, will sell [t]he [NMF Stock]. The [NMF Stock] may also be offered and sold through participating brokers/dealers."

(e) "Use of Proceeds – To buy, process, sell, pack and market Buffalo, Goat, Lamb, Beef, Buffalo, and Ostrich products. To create a retail web site, 25 pages with ordering on line availability."

20. NMF prepared and may have distributed a private placement memorandum dated July 1, 2004 ("2004 Memorandum") to some NMF Investors. The 2004 Memorandum also contained the statements listed above in paragraph 19.

21. NMF prepared and distributed to certain NMF Investors an undated business plan ("Business Plan") with the following heading: "United Meat Production, Inc./Neher Messenger Farms, Inc." The Business Plan contained the following statements:

(a) "[UMP and/or NMF] market their products to the national and international markets; wholesale and retail."

(b) "Mr. Craighead has an impeccable employment background as a Federal Marshal and with the Sheriff's Office in Seven (7) Western Oklahoma Regions. Mr. Craighead has Operations and production experience with over one hundred (100) employees."

(c) "[NMF] and [UMP] have joined together to develop an integrated agricultural production system to process and market products produced by the small farmer in partnership with the company."

(d) "Currently working with Two hundred and fifty five thousand dollars (Start up capital \$400,000.00), which goes to the ranch, feed, breeding of buffalo, beef, goats and ostrich. Supplies and packaging are also included in the start up capital."

(e) “[NMF] and [UMP] supplies the consumer markets with Halal and non Halal Goat, ostrich, lamb, beef, and buffalo, meat. We mainly sell to distributors that service the Haitian population in Texas, New York, Florida, Oklahoma, and Mexico.”

(f) “[NMF] and [UMP are] in the business of providing Goat meat, Ostrich meat, Buffalo Meat, Beef Meat, and a full line of agricultural products.”

(g) “We are expecting to increase sales from Three Million Nine hundred thousand dollars (\$3,900,000.00) in sales 2002, to Seven plus million dollars (\$7,000,000.00 Gross) in sales in the year of 2003.”

22. In connection with the offer and sale of NMF Stock, Platt and/or the Florida Agents verbally represented to some prospective investors that NMF Stock would soon split. In reliance on those representations, certain NMF Investors expected to receive new stock certificates reflecting this split. The NMF Investors did not receive new stock certificates and were given various excuses by Platt as to why new stock certificates were not issued.

23. From approximately April 2005 until October 2005, the Florida Agents contacted NMF Investors and made varying representations in connection with additional offers and/or sales of NMF Stock. For example, one Florida Agent, Steven J. Dykes (“Dykes”), told NMF Investors that he knew a person who was willing to buy the investor’s NMF Stock and that he would facilitate the sale for an up-front fee only. Dykes collected between \$5,250 and \$11,250 in up-front fees from NMF Investors for that purported reason. Dykes did not sell the NMF Investors’ stock.

24. Beginning in at least November 2004, Lone Wolf issued securities, in the nature of stock or an investment contract ("Lone Wolf Investment"), in and/or from Oklahoma. Platt was responsible for the issuance and sale of the Lone Wolf Investment to at least one investor ("Lone Wolf Investor").

FIRST CAUSE OF ACTION

(Violation of Section 301 of the Predecessor Act and Section 1-301 of the Act: Offering and/or Selling Unregistered Securities)

25. Plaintiff realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 24 above.

26. The NMF Stock and Lone Wolf Investment are securities as defined by Section 2 of the Predecessor Act and Section 1-102 of the Act.

27. The securities offered and/or sold by Defendants are not, and have not been, registered pursuant to the Predecessor Act or the Act nor are the securities exempt from registration pursuant to Section 401 of the Predecessor Act and Section 1-201 of the Act.

28. By reason of the foregoing, Defendants have violated Section 301 of the Predecessor Act and Section 1-301 of the Act, and unless enjoined, may again violate Section 1-301 of the Act.

SECOND CAUSE OF ACTION

(Violation of Section 201 of the Predecessor Act and Sections 1-401 and 1-402 of the Act: Failure to Register as Agents and Employing Unregistered Agents)

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

30. NMF and Lone Wolf are issuers as defined in Section 2 of the Predecessor Act and Section 1-102 of the Act.

31. Platt, by virtue of her efforts and activities in this state, in effecting or attempting to effect transactions in securities, is an agent of NMF and Lone Wolf, as defined in Section 2 of the Predecessor Act and Section 1-102 of the Act.

32. The Florida Agents are agents of NMF as defined in Section 2 of the Predecessor Act and Section 1-102 of the Act.

33. Platt is not, and has not been, registered as an agent pursuant to Section 201 of the Predecessor Act or Section 1-401 of the Act.

34. Two of the Florida Agents, Waldman and Dykes, are not and were not at any time material hereto, registered as agents pursuant to Section 201 of the Predecessor Act or Section 1-401 of the Act.

35. By reason of the foregoing, the Defendants have violated Section 201 of the Predecessor Act and Section 1-401 of the Act, and unless enjoined, may again violate Section 1-401 of the Act. By employing unregistered agents, NMF and Lone Wolf have violated Section 201 of the Predecessor Act and Section 1-402 of the Act, and unless enjoined, may again violate Section 1-402 of the Act.

THIRD CAUSE OF ACTION

(Violation of Section 101 of the Predecessor Act and Section 1-501 of the Act: Untrue Statements of Material Fact and Omissions of Material Fact in Connection With Offer, Sale or Purchase of Securities)

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

37. NMF and Platt, in connection with the offer, sale, or purchase of securities, directly and indirectly, made untrue statements of material fact including, but not limited to, the following:

(a) that NMF and UMP were in the business of producing and marketing goat meat, ostrich meat, buffalo meat, and a full line of agricultural products, when in fact they were not;

(b) that NMF and UMP joined together to develop an integrated agricultural production system to process and market products produced by the small farmer in partnership with NMF, when in fact NMF and UMP were failed, or failing, businesses that were generally only connected by Platt's ownership and involvement with each company;

(c) that NMF and/or UMP had start up capital of \$400,000, when in fact neither company had start up capital of that amount;

(d) that NMF and UMP marketed their products to national and international markets, on wholesale and retail bases, when in fact they did not;

(e) that NMF and UMP primarily sold to distributors that service the Haitian population in Texas, New York, Florida, Oklahoma, and Mexico, when in fact they did not;

(f) that in the year 2003, NMF and/or UMP had available cash of \$255,000 for the feeding and breeding of buffalo, cattle, goats, and ostrich, when in fact NMF was not operating in the year 2003;

(g) that NMF and/or UMP were expecting to increase gross sales from \$3,900,000 in the year 2002 to over \$7,000,000 in the year 2003, when in fact NMF was dormant in the year 2002 and UMP did not have gross sales of \$3,900,000 in the year 2002;

(h) that Craighead has an impeccable employment background as a Federal Marshal and with sheriffs' offices in seven western Oklahoma regions, when in fact Craighead's employment as Director of Security for the Western Heights School District was terminated for cause in September of 2002, and Craighead was employed as a reserve sheriff in only one Oklahoma county;

(i) that Craighead had experience managing over one hundred employees, when in fact he did not;

(j) that the NMF Stock split, when in fact the only evidence of a stock split is the verbal representations of Platt and the Florida Agents;

(k) that NMF and/or UMP would become the next "Omaha Steaks," when in fact NMF was not profitable and UMP's operations had ceased;

(l) that NMF had more orders than could be processed, when in fact it did not;

(m) that investment proceeds would be used to buy, process, sell, package and market buffalo, goat, lamb, cattle, and ostrich products, when in fact proceeds from the sale of NMF Stock after May 2004, were not used for such purposes;

- (n) that investment proceeds would be used to create a retail website with on-line ordering capability, when in fact they were not; and
- (o) that the private offering memorandum, dated July 1, 2003, did not contain an untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, when in fact it did.

38. NMF and/or Platt, in connection with the offer, sale, or purchase of the NMF Stock, directly and indirectly, omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading including, but not limited to, the following matters:

- (a) that Platt and the Florida Agents were not registered to transact business in this state as agents and were not registered agents of a broker-dealer;
- (b) that NMF and/or Platt employed unregistered agents;
- (c) that NMF and/or Platt paid commissions, exceeding ten percent (10%) of the sales proceeds, to unregistered agents;
- (d) that NMF Stock was not exempt from registration under the Act or the Predecessor Act;
- (e) that proceeds from the sale of NMF Stock would be used by Platt for personal expenses;
- (f) that proceeds from the sale of NMF Stock would not be used by NMF;

- (g) that the wire instructions received by some NMF Investors contained the account information for Odette and Donnie Messenger rather than UMP as the instructions stated;
- (h) that NMF did not begin making jerky until April or May of 2004;
- (i) that NMF was not profitable at any time prior to, or during which, the NMF Stock was being offered and sold;
- (j) that UMP only operated with a profit for approximately one month;
- (k) that UMP's operations ceased in the first quarter of 2004; and
- (l) that NMF might engage in one or more business transactions with Lone Wolf, a company with which Platt was personally affiliated and maintained an ownership interest.

39. Lone Wolf and/or Platt, in connection with the offer, sale, or purchase of Lone Wolf securities, directly and indirectly, omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were, not misleading, including, but not limited to, the following matters:

- (a) that Platt was not registered to transact business in this state as an agent of Lone Wolf;
- (b) that Lone Wolf employed an unregistered agent;
- (c) that the Lone Wolf Investment was not exempt from registration under the Act;
- (d) that Platt defrauded NMF Investors by using NMF Stock sale proceeds for her personal use; and

(e) that Platt had a history of operating failed or failing businesses.

40. By reason of the foregoing, Defendants, directly and indirectly, have violated Section 101 of the Predecessor Act, and have violated Section 1-501 of the Act, and unless enjoined, may again violate Section 1-501 of the Act.

FOURTH CAUSE OF ACTION

**(Violation of Section 101 of the Predecessor Act and Section 1-501 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)**

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

42. NMF and Platt, in connection with the offer, sale, or purchase of securities, and through the use of the untrue statements of material fact and the omissions of material facts described in paragraphs 37 and 38 above, have engaged in an act, practice, or course of business that has operated as a fraud or deceit upon investors.

43. Lone Wolf and Platt, in connection with the offer, sale, or purchase of securities, and through the use of the omissions of material fact described in paragraph 39 above, have engaged in an act, practice, or course of business that has operated as a fraud or deceit upon investors.

44. By reason of the foregoing, Defendants, directly and indirectly, have violated Section 101 of the Predecessor Act and Section 1-501 of the Act, and unless enjoined, may again violate Section 1-501 of the Act.

PRAYER FOR RELIEF

WHEREFORE, based upon the foregoing, and pursuant to the authority specifically granted by Section 406.1 of the Predecessor Act and Section 1-603 of the Act, the Department prays for relief as follows:

1. A temporary injunction enjoining the Defendants, their agents, servants, employees, assigns, attorneys, and those persons in active concert or participation with them who receive actual notice of the temporary injunction, directly or indirectly, from:
 - a. offering or selling any security in or from this state; and
 - b. directing other natural persons, corporations, or other business entities acting on their behalf to offer or sell any security in or from this state.
2. A permanent injunction forever enjoining and restraining Defendants from offering or selling securities in or from this state and from directing other natural persons, corporations, or other business entities acting on their behalf to offer or sell securities in or from this state;
3. An order requiring Platt to make restitution to all NMF Investors;
4. An order requiring Lone Wolf and Platt to make restitution to all Lone Wolf Investors;
5. An order requiring Platt to pay a civil monetary penalty in the amount of Five Thousand Dollars (\$5,000) to the Department; and
6. Such other legal or equitable relief as the Court may deem necessary, just and proper in connection with the enforcement of the Act.

Respectfully submitted,

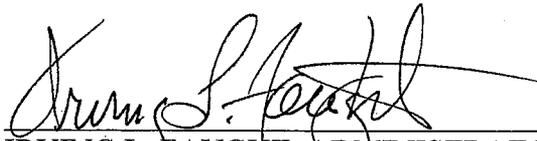
OKLAHOMA DEPARTMENT OF SECURITIES
Irving L. Faught, Administrator

By: *Terra Shamas*
Terra Shamas, OBA #20838
Patricia Labarthe, OBA #10391
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, Oklahoma 73102
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(405) 280-7742 facsimile

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) SS.

Irving L. Faught, of lawful age, being first duly sworn deposes and states: that he is the Administrator of the Oklahoma Department of Securities, that he has read the foregoing Petition 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 Avenue, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700

Subscribed and sworn to before me this 6 day of January, 2006.

(NOTARIAL SEAL)


Notary Public

My Commission Expires: _____

My Commission No.: _____

