

3. Defendants Sunset, Vision Services and EASE engaged in the issuance, offer and/or sale of securities in the nature of interests in a high-yield investment program ("Investment Program"), in and/or from the state of Oklahoma to investors ("Investors"). The Investment Program interests are securities as defined by Section 1-102 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

4. Defendants Sunset, Vision Services and EASE admit to the application of the Act to the issuance, offer and/or sale of the securities in and/or from the state of Oklahoma referenced in paragraph 3 above.

Undertakings:

Defendants Sunset, Vision Services and EASE hereby undertake as follows:

1. Defendants Sunset, Vision Services and EASE consent to the entry of the Final Order, Judgment and Permanent Injunction for Sunset Financial Group, Inc., Vision Services, Inc., and EASE Corporation ("Final Order"), in the form attached as Exhibit "A" hereto and made a part of this Stipulation and Consent to Final Order ("Stipulation and Consent").

2. Defendants Sunset, Vision Services and EASE state that this Stipulation and Consent is entered into voluntarily and that no threat or promise of immunity of any kind has been made by Plaintiff, the Administrator of the Oklahoma Department of Securities, or any employee of the Oklahoma Department of Securities, to coerce agreement with this Stipulation and Consent.

3. Defendants Sunset, Vision Services and EASE waive any right to appeal from the Final Order.

4. Defendants Sunset, Vision Services and EASE agree that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Final Order.

5. Defendants Sunset, Vision Services and EASE agree that the allocation of restitution to Investors, if any, shall be determined by this Court.

6. Defendants Sunset, Vision Services and EASE agree that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

7. Defendants Sunset, Vision Services and EASE agree to the presentation of this Stipulation and Consent and the Final Order in the form attached as Exhibit "A", to the Court to be entered without further notice.

IN WITNESS WHEREOF, Defendants Sunset, Vision Services and EASE have executed this Stipulation and Consent as of the date and year set forth below their signatures hereto.

SUNSET FINANCIAL GROUP, INC.

By: _____
Title: Receiver
Date: 3-31-6
Address: 120 North Robinson, Suite 2200
Oklahoma City, OK 73102

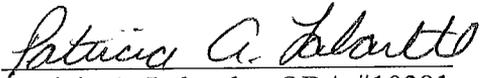
VISION SERVICES, INC.:

By: _____
Title: Receiver
Date: 3-31-6
Address: 120 North Robinson, Suite 2200
Oklahoma City, OK 73102

EASE CORPORATION

By: _____
Title: Receiver
Date: 3-31-6
Address: 120 North Robinson, Suite 2200
Oklahoma City, OK 73102

Approved as to form and substance:



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


Win Holbrook

Holbrook & Toffoli
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Oklahoma City, OK 73102
(405) 232-3664
Receiver *for Sunset, Vision Services, EASE*