

No. 108101

FILED
SUPREME COURT
STATE OF OKLAHOMA
DEC - 1 2010

IN THE SUPREME COURT OF THE STATE OF OKLAHOMA
MICHAEL S. RICHIE
CLERK

JEFF BURKE,

Appellant

v.

OKLAHOMA DEPARTMENT OF SECURITIES
ex rel., IRVING L. FAUGHT, ADMINISTRATOR,

Plaintiff/Appellee

**ANSWER BRIEF OF THE
OKLAHOMA DEPARTMENT OF SECURITIES**

APPEAL FROM THE DISTRICT COURT OF OKLAHOMA COUNTY
CASE NO. CJ-2009-2773
THE HONORABLE NOMA D. GURICH

December 1, 2010

Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
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Oklahoma City, Oklahoma 73102
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Securities

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ANSWER BRIEF OF THE OKLAHOMA DEPARTMENT OF SECURITIES

Background

This case arises out of a multi-million dollar “Ponzi” scheme orchestrated by Global West Funding, Ltd., Co.; Global West Financial LLC; Sure Lock Financial, LLC; Sure Lock Loans LLC; The Wave-Goldmade Ltd; Brian McKye; Joe Don Johnson; James Farnham; and Heritage Estate Service LLC.

On March 24, 2009, a *Petition for Permanent Injunction and Other Equitable Relief* (Petition) was filed against Joe Don Johnson (Johnson) and James Farnham (Farnham) and against Heritage Estate Service LLC (Heritage) as a Relief Defendant. On March 24, 2009, a *Temporary Restraining Order, Order Freezing Assets and Order for Accounting* (Order) was issued by this Court against Johnson and Farnham. The Order stated in part as follows:

IT IS FURTHER ORDERED that pending determination of the motion for temporary injunction, the assets of Defendants and the Relief Defendant be, and hereby are, frozen (“Assets”). The freeze shall include, but not be limited to, any funds located in any bank, depository institution, brokerage firm, or internet securities or other financial institution account. It shall also apply to accounts in the name of any individuals or entities controlled by Defendants and/or the Relief Defendant, or accounts over which Defendants have signatory or other designated authority. All banks, depository institutions, internet service providers, securities firms, or other institutions or persons served with a copy of this Order shall cooperate with the Oklahoma Department of Securities (“Department”) relating to implementation of this Order, including imposing a freeze on all Assets, including accounts and funds, and producing records relating thereto.

On April 10, 2009, the Oklahoma Department of Securities (Plaintiff) filed the *First Amendment to Petition for Permanent Injunction and Other Equitable Relief* and named Heritage as a Defendant after determining that Heritage offered and/or sold securities through, *inter alia*, Johnson and Farnham.

On April 23, 2009, an *Order Modifying, in Part, the Temporary Restraining Order, Order Freezing Assets and Order for Accounting and Appointing Special Master* (Modification Order) was issued by the Court appointing a receiver (Special Master) to:

take immediate custody, possession and control of any and all assets, monies, securities and properties, real and personal, tangible and intangible, of whatever kind and description, and wherever situated, belonging to Heritage (“Heritage Assets”), as well as any records or documents relating to the Heritage Assets including, but not limited to, bank statements, checkbooks, and invoices previously paid or currently owed.

The Modification Order kept the asset freeze in place and gave the Special Master the authority “to receive and collect any and all sums of money due or owing to Heritage whether the same are due or shall hereinafter become due and payable[.]”

On November 3, 2009, a *Permanent Injunction Against Defendants Heritage Estate Service LLC and Joe Don Johnson* (collectively, “Heritage Defendants”) was entered.

The Permanent Injunction provides in relevant part:

IT IS FURTHER ORDERED that the Heritage Defendants pay restitution to all investors who purchased securities in the nature of notes (Investment Notes) from the Heritage Defendants or who transferred money to the Heritage Defendants for the purpose of purchasing the Investment Notes or otherwise making investments on their behalf, and that the amount and allocation of restitution to such investors shall be determined by this Court at the conclusion of this case as to all Defendants.

IT IS FURTHER ORDERED that Defendant Heritage Estate shall remain subject to all provisions of the Court’s March 24, 2009 *Temporary Restraining Order, Order Freezing Assets and Order for Accounting*, and April 23, 2009, *Order Modifying, in Part, Temporary Restraining Order, Order Freezing Assets and Order for Accounting and Appointing Special Master*[.]

Material Facts

At all times relevant hereto, Jeff Burke (Burke) was the registered agent for Heritage.

See Exhibits A and B.

On January 6, 2009, Burke, on behalf of Heritage, entered into a contract and agreement with the Oklahoma Department of Corrections. *See* Exhibit C.

On January 10, 2009, Burke presented the Department of Corrections with a signed affidavit, notarized by Johnson, stating that Burke was an agent of Heritage. *See* Exhibit D.

On January 10, 2009, Burke signed a Vendor/Payee Form that was then submitted to the State of Oklahoma Office of State Finance (OSF). The form named Heritage as the Vendor/Payee. Burke signed the form, under penalty of perjury, as President of Heritage. *See* Exhibit E.

A Purchase Order was issued on February 24, 2009, by the Oklahoma Department of Corrections to Heritage. *See* Exhibit F.

On July 28, 2009, Burke received a State of Oklahoma check dated July 24, 2009, made payable to Heritage in the amount of \$34,065.00. *See* Exhibit G. This check was endorsed by a "Rod Burke" and cashed. *See* Exhibit H. On the same day, a "Rod Burke" filed a "Certificate of Business: Fictitious Firm Name" for "Heritage Est. Services" with the Las Vegas, Nevada County Clerk. *See* Exhibit I.

The Special Master subsequently notified Plaintiff that the Department of Central Services Construction and Properties Division sent paperwork to the Heritage address dated November 19, 2009. Plaintiff notified OSF of the Order and Modification Order. OSF confirmed that one additional payment was to be made to Heritage.

On January 13, 2010, OSF mailed the second payment of \$7,150.00, payable to Heritage, to the Special Master in accordance with the district court's orders.

On January 20, 2010, Burke filed his *Motion for Court Authorized Release of Funds* (Motion), seeking to obtain the \$7,150.00 in Heritage funds. Plaintiff filed a motion

requesting the court deny Burke's motion and order Burke to return the \$34,065.00 paid to Heritage.

After a hearing, the district court denied Burke's motion. The district court also denied the Plaintiff's request that Burke return the initial payment of \$34,065.00 to Heritage because Burke personally provided goods and services in relation to the Heritage contract with the Department of Corrections. Burke appealed.

Argument

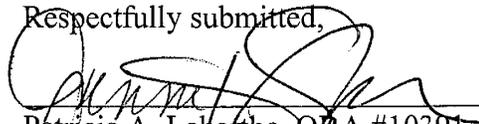
A district court's power to supervise an equity receivership and to determine the appropriate action to be taken in the administration of the receivership is extremely broad. *S.E.C. v. Hardy*, 803 F.2d 1034, 1037 (9th Cir. 1986). Through its appointment of a receiver, a district court takes possession of all assets of the receivership estate. *Farrimond v. State ex rel. Fisher*, 2000 OK 52, ¶ 14, 8 P.3d 872, 875. A court appointed receiver, acting as a representative of the district court, has the right to receivership property and funds. *Id.* at ¶ 15.

The payments by the State of Oklahoma of \$34,065.00 and \$7,150.00 were made payable to Heritage as the vendor/payee in connection with the Department of Corrections contract. Heritage had the right and title to such funds. The funds were assets of Heritage and subject to the district court's Order and Modification Order. Based on *Farrimond*, the Special Master gained the right and title to such funds upon his April 23, 2009 appointment by the district court.

Fifty investors were victimized by the "Ponzi" scheme. They will only recover a very small portion of their investment. Contrary to his arguments, Burke has no right to any of the proceeds of the contract between the Department of Corrections and Heritage. Burke was a

non-party to the district court action and that court inadvertently allowed him to advocate his entitlement to the Heritage funds. The fact that Burke personally provided goods and services in connection with the Department of Corrections contract does not entitle him to preferential treatment. Burke should not be allowed to retain the initial payment of \$34,065.00 and should not be allowed to obtain the payment of \$7,150.00.

Respectfully submitted,



Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839

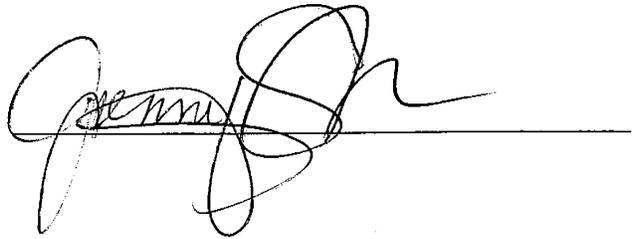
Oklahoma Department of Securities
First National Center, Suite 860
120 N. Robinson
Oklahoma City, OK 73102
(405) 280-7700 – Phone / (405) 280-7742 – Fax
jshaw@securities.ok.gov/plabarthe@securities.ok.gov
Attorneys for Oklahoma Department of Securities

CERTIFICATE OF MAILING

I hereby certify that a true and correct copy of the Answer Brief of the Oklahoma Department of Securities was mailed by U.S. Mail, with postage prepaid thereon, this 1st day of December, 2010, to the following:

Jeff Burke
2512 Covell Lane
Edmond, OK 73034

Stephen J. Moriarty
Fellers, Snider, Blankenship, Bailey and Tippens, PC
100 N. Broadway, Ste. 1700
Oklahoma City, OK 73102

A handwritten signature in black ink, appearing to read "Stephen J. Moriarty", is written over a horizontal line. The signature is stylized and cursive.



Secretary of State

SOONERAccess

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Home	Entity Search						

BUSINESS ENTITIES SEARCH - VIEW ENTITY

Filing Number: 3512092023 Entity Type: Domestic Limited Liability Company
 Original Date of Filing: January 3, 2006 Entity Status: Dissolved
 Effective Date: N/A
 Duration: Perpetual
 Entity Name: HERITAGE ESTATE SERVICE LLC
 Entity Address: 4200 PERIMETER CENTER DR #245
 OKLAHOMA CITY, OK 73112 USA

REGISTERED AGENT	FILING HISTORY	NAMES	PRINCIPALS	TRADE NAMES	ASSOCIATED ENTITIES	STOCK INFORMATION
Name		Address				
JEFF BURKE		2512 COVELL LN EDMOND, OK 73034 USA				

Return to Search

Instructions:

To place an order for additional information about a filing press the 'Order' button.

PUBLIC ACCESS

EXHIBIT

"A"

01/03/2006 03:32 PM

OKLAHOMA SECRETARY OF STATE



SOS



4381700003

ARTICLES OF ORGANIZATION OF AN OKLAHOMA LIMITED LIABILITY COMPANY

TO: OKLAHOMA SECRETARY OF STATE
2300 N Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 521-3912

The undersigned, for the purpose of forming an Oklahoma limited liability company pursuant to the provisions of 18 O.S., Section 2004, does hereby execute the following articles:

1. The name of the limited liability company (Note: The name must contain either the words **limited liability company** or **limited company** or the abbreviations **LLC, LC, L.L.C.** or **L.C.** The word limited may be abbreviated as **Ltd.** and the word **Company** may be abbreviated as **Co.**):

HERITAGE INVESTMENT SERVICES LLC
ESTATE

2. The street address of its principal place of business, wherever located:

4334 N.W. EXPRESSWAY SUITE 153 OKC OK 73116

Street address City State Zip Code

3. The name and street address of the resident agent in the state of Oklahoma:

JEFF BURKE 2512 COVER LN. EDMOND OK 73034

Name Street Address City State Zip Code
(P.O. Boxes are not acceptable.)

4. The term of existence: PERPETUUM

Articles of organization must be signed by at least one person who need not be a member of the limited liability company.

Dated: 1/3/06

Signature: Brian Mcke

Type or Print Name: Brian Mcke

Address: 1300 NW20 OKC OK 73066

EXHIBIT

(SOS FORM 0073-11/99)

"B"



State of Oklahoma
Department of Central Services
Construction and Properties

Contract and Agreement
DCS No. 09105

EXHIBIT
"C"

THIS CONTRACT AND AGREEMENT, made and entered into this 6th day of January, 2009, by and between the State of Oklahoma acting by and through the Department of Central Services on behalf of the DEPARTMENT OF CORRECTIONS, party of the first part, hereinafter termed the "State" and:

JEFF BURKE
2512 COVELL LN.
EDMOND, OK 73034

party of the second part, hereinafter termed the "Contractor".

WITNESSETH:

WHEREAS, The State has caused to be prepared in accordance with law, certain plans, specifications, and other bidding documents for the work hereinafter described and has approved and adopted all of said documents, and has caused Solicitation for Bids to be given and advertised as required by law, and has received sealed proposals for the furnishing of all labor and equipment for:

UPGRADE AIR CONDITIONING SYSTEM IN MAINFRAME COMPUTER ROOM AT 3400 MARTIN LUTHER KING, OKC
As outlined and set out in the bidding documents and in accordance with the terms and provisions of said Contract; and,

WHEREAS, the Contractor, in response to said Solicitation for Bids, has submitted to the State in the manner and time specified, a sealed proposal in accordance with the terms of this Contract and,

WHEREAS, The State, in the manner provided by law, has publicly opened, examined, and canvassed the proposals submitted and has determined and declared the above-named Contractor to be the lowest responsible bidder on the above described project, and has duly awarded this Contract to said Contractor for the sum named in the proposal, to wit:

THIRTY EIGHT THOUSAND TWO HUNDRED DOLLARS AND NO CENTS
(\$38,200.00)

NOW THEREFORE, for and in consideration of the mutual agreements and covenants herein contained, the parties to this Contract have agreed, and hereby agree, as follows:

The Contractor shall, in a good and first class, workmanlike manner, at his own cost and expense, furnish all labor, materials, tools and equipment required to perform and complete said work in strict accordance with this Contract and the following Contract Documents, Plans and Specifications, all of which documents are on file in the Department of Central Services, Construction and Properties Division, 2401 North Lincoln Blvd., Suite 106, Oklahoma City, Oklahoma 73105, and are made part of this Contract as fully as if the same were herein set out at length, with the following additions and/or exceptions: (if none, so state.) NONE

The Contractor shall start work and shall complete the work as follows: Work shall be started within 30 calendar days and completed as specified.

Bond and Insurance Requirements:
Bonds are not required on contracts less than \$50,000.00
Insurance (See Cover Letter for Insurance Requirements).

On completion of the work, but prior to the acceptance thereof by the State, it shall be the duty of the Agency Architect/Engineer, or other appropriate person, to determine that said work has been completely and fully performed in accordance with said Contract Documents; and upon making such determination, said official shall make their final certificate to the State. The Contractor shall furnish proof that all claims and obligations incurred in connection with the performance of said work have been fully paid and settled; said information shall be in the form of an Affidavit, which shall bear the approval of the surety on the Contract bonds for payment of the final estimate to the Contractor; thereupon, the final estimate (including retainages) will be approved and paid.

Acceptance of this Contract constitutes awareness and compliance with the requirements of the Americans with Disabilities Act.

WHEREAS, The State frequently has the need of shop drawings, miscellaneous drawings and documents prepared for construction projects; all shop drawings, miscellaneous drawings or documents prepared by the Contractor, Sub-Contractor or material supplier to be used in the construction of the project described in this Contract, shall become the property of the State of Oklahoma.

All documents, drawings, shop drawings, etc., shall be, upon request, delivered to the Administrator of the Construction and Properties Division, Department of Central Services, at any time during the progress of the project.

AUDITS AND RECORDS CLAUSE: As used in this clause, "records" includes books, documents, accounting procedures and practices, and other data, regardless of type and regardless of whether such items are in written form, in the form of computer data, or in any other form. In accepting any contract with the State, the Consultant agrees any pertinent State or Federal agency will have

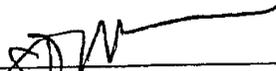
the right to examine and audit all records relevant to execution of the resultant contract. The consultant is required to retain all records relative to this contract for the duration of the contract term and for a period of three years following completion and/or termination of the contract. If an audit, litigation, or other action involving such records are started before the end of the three year period, the records are required to be maintained for three years from the date that all issues arising out of the action are resolved or until the end of the three year retention period, whichever is later.

The following affidavit must be signed by the Contractor and notarized before this Contract will become effective.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed, in three duplicate originals, the day and year first above written.

Party of the First Part:

The State of Oklahoma acting by and through the Department of Central Services



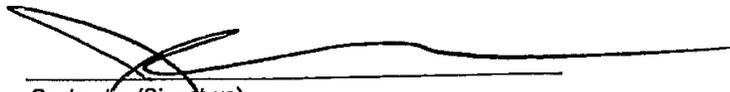
Owner (Signature)

John W. Morrison AIA

State Construction Administrator
Construction and Properties Division

Party of the Second Part:

Jeff Burke
Edmond, OK



Contractor (Signature)

JEFF BURKE, President

(Printed name and title)



State of Oklahoma
 Department of Central Services
 Construction and Properties

Affidavit

STATE OF OKLAHOMA)
) ss
 COUNTY OF)

JEFF BURKE, of lawful age, being first duly sworn, on oath states, (S)he is the duly authorized agent of Heritage Est Services, the Contractor under the contract which is attached to this statement, for the purpose of certifying the facts pertaining to the giving of things of value to government personnel in order to procure said Contract;

1.(S)he is fully aware of the facts and circumstances surrounding the making of the Contract to which this statement is attached and has been personally and directly involved in the proceedings leading to the procurement of said Contract: and

2.Neither the Contractor nor anyone subject to the Contractor's direction or control has paid, given or donated or agreed to pay, give or donate to any office or employee of the State of Oklahoma any money or other thing of value, either directly or indirectly, in procuring the Contract to which this statement is attached.

[Signature]
 Name JEFF BURKE
1-10-09
 Signature

Subscribed and sworn to before me 10th day of Jan, 2009 by

JEFF BURKE
 Name of Affiant



[Signature]
 Notary Public

My Commission Expires _____

EXHIBIT
 "D"



State of Oklahoma
Office of State Finance
Vendor Maintenance

Vendor/Payee Form

Change Existing Address #

Additional Address

The State of Oklahoma requires the following information for all new vendors (payees) before any payments can be made. This information is used to establish you in the State's vendor file. The form must be signed to be valid. This form should not be used to establish Garnishment Vendors or State Employee Vendors.

AGENCY SECTION

Agency Name Department of Central Services - Construction & Properties
 Contact Name Jan Adams Phone #: 521-4844 Fax#: 522-0511

1099 Reportable Status
 Add:
 Remove:

Attention Paying Agency: Please check the Add box on the left if payments to this vendor/Payee are represented by Account Codes listed on page 3 of this form. If the vendor is incorrectly showing as 1099 Reportable, check the Remove box. The PeopleSoft system requires specific details regarding the type of transaction. Please check the box that applies to this vendor:

1 - Rents 2 - Royalties 3 - Prizes & Awards
 6 - Medical & Health Care 7 - Non-Employee Compensation 10 - Crop Insurance Proceeds
 14 - Gross Proceeds to an Attorney

PeopleSoft (Oracle) 10-digit Vendor #: _____

VENDOR/PAYEE SECTION (Please print or type this information. Complete and fax to requesting State Agency)

Heritage Est. Services 405 942-3950 405 942 6016
 Company Name (or Individual, or Government Entity) Phone # Fax #
405-942-6016
 Name on IRS Record (if different than above) Phone # Fax #

VENDOR/PAYEE TIN/SSN: _____

Business Address:
4200 Perimeter Center Dr., OKC OK 73112
 (PO Box or Street, City, State, 9-Digit Zip Required) E-mail Address

Optional Address - check as appropriate:
 If different, Pricing Ordering Invoicing Remitting Returning
 Phone # _____ Fax # _____
 (PO Box or Street, City, State, 9-Digit Zip Required) E-mail Address
 Contact Name & Title: _____

 If different, Pricing Ordering Invoicing Remitting Returning
 Phone # _____ Fax # _____
 (PO Box or Street, City, State, 9-Digit Zip Required) E-mail Address
 Contact Name & Title: _____

Customer Service Information, if different:
 Phone # _____ Fax # _____ E-mail _____

Vendors/Payees DO NOT fax to numbers below. The form must be returned to the state agency requesting this information. Use OSF_GARNVEND form for Garnishment Vendors.

State Agency, fax completed and signed form to: OSF, Attention Vendor Maintenance 405-521-3383 or 405-522-0392

SUPPLEMENTAL INFORMATION - ALL VENDORS OR PAYEES

The Information below is requested under U.S. Tax Laws. Failure to provide this information may prevent you from being able to do business with the State, or may result in the State having to deduct backup withholding amounts from its remittances to you.

Federal Employer Identification Number (FEIN)

U.S. Taxpayer Identification Number (TIN)

If none, but applied for, date applied _____

U.S. Social Security Number (SSN)

If none, but applied for, date applied _____

Check the box below that best describes your residency status:

Companies:

- Domestic (U.S.) sole proprietorship
 Domestic (U.S.) partnership
 Domestic (U.S.) corporation
 Domestic (U.S.) other
 Foreign (non-U.S.) sole proprietorship*
 Foreign (non-U.S.) partnership*
 Foreign (non-U.S.) corporation*
 Foreign (non-U.S.) other* - explain: _____

Individuals:

- Citizen (individual) of the United States
 Resident alien (individual) of the United States
 Non-resident alien (individual)*

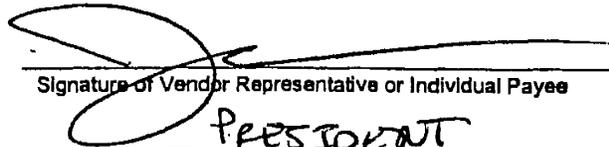
* NOTE: IF YOU MARK THIS BOX, WE WILL FORWARD AN INTERNAL REVENUE SERVICE (IRS) FORM W-8 (<http://www.irs.gov/pub/irs-pdf/fw8ben.pdf>), CERTIFICATE OF FOREIGN STATUS, TO YOU. THIS MAY EXEMPT YOU FROM BACKUP WITHHOLDING. FORM W-8 DOES NOT EXEMPT YOU FROM THE 30% (OR LOWER PERCENTAGE BY TREATY) NONRESIDENT WITHHOLDING TAXES. TO CLAIM THIS EXEMPTION, YOU MUST FILE IRS FORM 8233 WITH US. FOR MORE INFORMATION, REFER TO IRS PUBLICATION 519.

SIGNATURE - AND SUBSTITUTE IRS FORM W-9 CERTIFICATION

Under penalties of perjury, I certify that the above information is correct and that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding.
3. I am a U.S. person (including a U.S. resident alien).

Certification Instructions - You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN



 Signature of Vendor Representative or Individual Payee

1-10-09

 Date

President

 Title of individual signing form for company
 Heritage Est Services

 Vendor/Payee (Same as Company Name from Page 1)

IRS Instructions Regarding 1099 MISC Reporting

IRS Instructions regarding 1099 MISC reporting are posted on the IRS website at: <http://www.irs.gov/instructions/i1099misc/index.html>; Reportable payments include (a) royalties or broker payments in lieu of dividends or tax-exempt interest; (b) rents, services (including parts and materials), prizes and awards, other income payments, medical and health care payments, crop insurance proceeds, cash payments for fish (or other aquatic life) you purchase from anyone engaged in the trade or business of catching fish; (c) any fishing boat proceeds; or (d) gross proceeds paid to an attorney (see below).

Generally, if reportable payments do not fall under Box 1, 2, 3, 6 or 14, use Box 7. Specifically, all payments to physicians and medical corporations must be reported in Box 6. Attorney's fees, including payments to a law firm or other provider of legal services, are reportable in Box 7, except for gross proceeds. Gross proceeds paid to attorneys, under IRC section 6045(f), are reportable in Box 14. These include the total amount paid to an attorney for settlement agreements. These rules apply whether or not the legal services are provided to the payer and whether or not the attorney is exclusive payee (e.g., the attorney's and claimant's names are on one check). However, these rules do not apply to wages paid to attorneys that are reportable on Form W-2.

OSF Account Codes for 1099 Reporting - By Category

<input type="checkbox"/> 1 - RENTS 532110 Rent of Office Space 532120 Rent of Land 532130 Rent of Other Building Space 532140 Rent of Equipment and Machinery 532150 Rent of Telecommunications Equip 532160 Rent of Electronic Data Processing Equipment 532170 Rent of Electronic Data Processing Software 532190 Other Rents	<input type="checkbox"/> 2 - ROYALTIES 553170 Royalties	<input type="checkbox"/> 3 - PRIZES AND AWARDS 552140 Incentive Awards – Monetary & Material 552160 Incentive Payments – Oklahoma Horse Breeders & Owners 552170 Incentive Payments – Oklahoma Film Enhancement Rebate
<input type="checkbox"/> 6 - MEDICAL & HEALTH CARE PAYMENTS 515700 Offices of Physicians (except Mental Health Specialists) 515710 Offices of Physicians, Mental Health Specialists 515720 Offices of Dentists 515730 Offices of Chiropractors 515740 Offices of Optometrists 515750 Offices of Mental Health Practitioners (except Physicians) 515760 Offices of Physical, Occupational & Speech Therapists, & Audiologists 515770 Offices of Podiatrists 515780 Offices of all other Miscellaneous Health Practitioners 515790 Family Planning Centers 515800 Outpatient Mental Health & Substance Abuse Centers 515810 Other Outpatient Care Centers 515820 Medical and Diagnostic Laboratories 515830 Home Health Care Services 515840 Ambulance Services 515850 All other Ambulatory Health Care Services 515860 General Medical & Surgical Hospitals	515870 Psychiatric & Substance Abuse Hospitals 515880 Specialty Hospitals (except Psychiatric & Substance Abuse) 515890 Nursing Care Facilities 515900 Residential Mental Retardation Facilities 515910 Residential Mental Health & Substance Abuse Facilities 515920 Community Care Facilities for the Elderly 515930 Other Residential Care Facilities 537210 Laboratory Services & Supplies 551230 Medical Services to Indigent (from agencies other than DHS) 551240 Hospital Services to Indigents (from agencies other than DHS) 551250 Other Health Services to Indigents (from agencies other than DHS) 515280 Surveying & Mapping (except geophysical) Services 515290 Testing Laboratories 515300 Interior Design Services 515310 Industrial Design Services 515320 Graphic Design Services 515330 Other Specialized Design Services 515350 Custom Computer Programming Services	
<input type="checkbox"/> 7 - NON-EMPLOYEE COMPENSATION 515010 Office of Lawyers 515020 Offices of Notaries 515030 Other Legal Services 515060 Accounting, Tax Preparation, Bookkeeping & Payroll Services 515210 Payments for Contract Mentor Services 515220 Architectural Services 515230 Landscape Architectural Services 515240 Engineering Services 515250 Drafting Services 515260 Building Inspection Services 515270 Geophysical Surveying & Mapping Services 515280 Surveying and Mapping (except geophysical) Services 515290 Testing Laboratories 515300 Interior Design Services 515310 Industrial Design Services 515320 Graphic Design Services 515330 Other Specialized Design Services 515350 Custom Computer Programming Services 515360 Computer Systems Design Services 515370 Computer Facilities Management Services 515380 Other Computer Related Services 515400 Administrative Management & General Management Consult Services 515410 Human Resources & Executive Search Consulting Services 515420 Marketing Consulting Services 515430 Process, Physical Distribution, & Logistics Consulting Services 515440 Other Management Consulting Services 515450 Environmental Consulting Services 515460 Other Scientific & Technical Consulting Services 515470 Research & Development in the Physical, Engineering, & Life Sciences 515480 Research & Development in the Social Sciences & Humanities 515490 Advertising and Related Services 515500 Marketing Research & Public Opinion Polling 515510 Photographic Services 515520 Translation & Interpretation Services 515530 Veterinary Services 515540 All other Professional, Scientific and Technical Services 515550 Management of Companies & Enterprises 515560 Office Administrative Services 515570 Employment Placement Services 515580 Business Support Services 515590 Document Preparation Services	515600 Telephone Call Centers 515610 Business Service Centers 515620 Collection Agencies 515630 Credit Bureaus 515640 Other Business Support Services 515650 Investigation & Security Services 515660 Educational Services 515940 Individual & Family Services 515950 Community Food & Housing & Emergency & Other Relief Services 515960 Vocational Rehabilitation Services 515970 Child Day Care Services 515980 Arts, Entertainment and Recreation 515990 Other Services (except Public Administration) 531150 Printing and Binding Contract 531160 Advertising 531170 Informational Services 531190 Exhibitions, Shows and Special Events 531220 Burial Charges 531330 Jury and Witness Fees 531390 Payments for Photographing Supplies and Services 533110 Maintenance and Repair of Buildings and Grounds (outside vendors) 533120 Maintenance and Repair- Equipment (outside vendors) 533130 Maintenance and Repair of Telephone Equipment (outside vendors) 533140 Maintenance and Repair of Data Processing Equipment (outside vendors) 533150 Maintenance and Repair of Data Processing Software (outside vendors) 545110 Land Improvements 546210 Buildings and Other Structures –Construction and Renovation 546220 Major Maintenance and Repair of Equipment 547110 Highway and Bridge Construction Expense-Contractual 547120 Maintenance and Repairs to Highways and Bridges 547210 Major Maintenance and Renovation –Bridges 552120 Teacher Stipends ("Incentive" payments) 553160 Legal Settlements Reportable to the IRS 554190 Voter Registration Services	
<input type="checkbox"/> 14 - GROSS PROCEEDS TO AN ATTORNEY 553180 Settlements – Paid To/Thru Attorney		



Purchase Order

Dispatch via Print

Department of Corrections
DEPARTMENT OF CORRECTIONS
3400 MARTIN LUTHER KING AVE
OKLAHOMA CITY OK 731360400

Purchase Order 1319037774	Date 02/24/2009	Revision	Page 1
Payment Terms 0 Days	Freight Terms Free on board at Destination	Ship Via Common	
Buyer Mathew Hamrick (580)	Phone 405/521-2112	Currency USD	

Vendor: 0000298846
HERITAGE EST SERVICES
4200 PERIMETER CENTER DR
OKLAHOMA CITY OK 73112-2324

Ship To: DEPARTMENT OF CORRECTIONS
INFORMATION TECHNOLOGY UNIT
3400 N MARTIN LUTHER KING AVE
OKLAHOMA CITY OK 73111

Bill To: DEPARTMENT OF CORRECTIONS
FINANCE & ACCOUNTING - PURCHASING
PO BOX 11400
OKLAHOMA CITY OK 731360400

Line-Sch	Item Id	Description	Quantity	UOM	PO Price	Extended Amt	Due Date
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1- 1	098112	Air conditioning equipment and accessories	1.0000	SUM	38,200.0000	38,200.00	02/24/2009
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UPGRADE OF AIR CONDITIONING SYSTEM WHICH SUPPORTS THE OKLAHOMA DEPARTMENT OF CORRECTIONS COMPUTER ROOM LOCATED IN THE ADMINISTRATION BUILDING AT 3400 MARTIN LUTHER KING AVENUE, OKLAHOMA CITY, OKLAHOMA.

THE AGENCY CONTRACTED WITH HOWELL AND SUMMERS ENGINEERING, INC. TO COMPILE REQUIREMENTS AND PLANS FOR THE REPLACEMENT OF THE AIR CONDITIONING SYSTEM. THESE PLANS (ODOC, OCO8124-1 AND PLAN DRAWING) ARE ATTACHED.

IN ADDITION, SECTION 15010, BASIC MECHANICAL REQUIREMENTS, PARAGRAPH 3.4 SEQUENCE AND PHASING OF WORK, SUB PARAGRAPH A IS MODIFIED AS FOLLOWS:

"FULLY COORDINATE ALL WORK, SHUT-OFF SERVICES, AREAS AND TIMING OF WORK. THE COMPUTER ROOM AIR CONDITIONING SHALL BE OPERATIONAL AT ALL TIMES. PARTIAL SHUTDOWN OF SERVICES DURING NON-BUSINESS HOURS MAY BE APPROVED BY THE DOC MANAGER OF COMPUTER OPERATIONS. BUSINESS HOURS ARE 7 A.M. TO 6 P.M., MONDAY - FRIDAY, NOT INCLUDING STATE APPROVED HOLIDAYS. CUTOVER TO THE NEW SYSTEM SHALL BE SCHEDULED FOR A WEEKEND APPROVED BY THE DOC."

SITE VISITS CAN BE COORDINATED BY CONTACTING JEAN-MARC HACHE, DOC MANAGER OF COMPUTER OPERATIONS, AT (405) 425-2547.

Total PO Amount 38,200.00

COMMENTS:
DCS# 09105
Mike Jones
DCS/CAP Project Manager
405-521-3171

JUSTIFICATION:

1. THIS REQUEST IS FOR AIR CONDITIONING SYSTEM UPGRADE.
2. THIS ITEM IS NOT AVAILABLE ELSEWHERE IN THE AGENCY.
3. THIS UPGRADE IS NEEDED TO MAINTAIN AN ADEQUATE ENVIRONMENT FOR THE AGENCY'S MAINFRAME COMPUTER SYSTEM.
4. THIS IS AN OPEN MARKET ACQUISITION.
5. BIDS ARE FAIR AND CLEAR TO PROVIDE FOR MAXIMUM VENDOR PARTICIPATION.

2009 FEB 27 A 10: 01
RECEIVED
DOC PURCHASING

EXHIBIT
"F"

Authorized Signature

BA

07/24/2009

131 DEPARTMENT OF CORRECTIONS

Warrant No 104631090

Account/ Invoice Number
01905

Inv Date Invoice Amt
2009/07/24 34,065.00

Message
vchr # 00384020

THE BACK OF THIS DOCUMENT CONTAINS AN OKLAHOMA STATE SEAL WATERMARK. HOLD AT AN ANGLE TO VIEW.



STATE OF OKLAHOMA
STATE TREASURY, OKLAHOMA CITY

131 DEPARTMENT OF CORRECTIONS

39-85
1030

WARRANT#
104631090
DATE ISSUED
07/24/2009

TO THE STATE TREASURER

PAY TO THE ORDER OF *Thirty four thousand sixty five and 00/100 Dollars*

*****\$34,065.00

VOID AFTER 90 DAYS

HERITAGE EST SERVICES
4200 PERIMETER CENTER DR
OKLAHOMA CITY, OK 73112-2324

Scott Meacham
SCOTT MEACHAM
STATE TREASURER

⑈104631090⑈ ⑆103000855⑆ 7925467⑈

CHECK RECEIVED BY:

Jeff Burke
SIGNATURE

Jeff Burke
PRINTED NAME

7-28-9
DATE

EXHIBIT
"G"

ON THE BACK OF THIS DOCUMENT CONTAINS AN OKLAHOMA STATE SEAL WATERMARK. HOLD AT AN ANGLE TO VIEW.



STATE OF OKLAHOMA
STATE TREASURY, OKLAHOMA CITY
131 DEPARTMENT OF CORRECTIONS

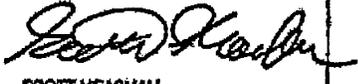
WARRANTY
104631090
DATE ISSUED
07/24/2009

TO THE STATE TREASURER
PAY TO THE ORDER OF *Thirty four thousand sixty five and 00/100 Dollars*

HERITAGE EST SERVICES
4200 PERIMETER CENTER DR
OKLAHOMA CITY, OK 73112-2324

\$34,065.00

VOID AFTER 60 DAYS



SCOTT MEACHAM
STATE TREASURER

⑈104631090⑈ ⑆103000855⑆ 7925467⑆

⑆0003406500⑆

EXHIBIT

"H"

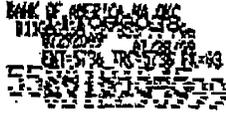
Red Baker

YOUR ENDORSEMENT

THIS AREA ONLY
DO NOT SIGN, WRITE OR STAMP BELOW THIS LINE
ENDORSEMENT LINE

0114 69262

11 20



#

Certificate of Business: Fictitious Firm Name

FILED

Please Select One:

- New Application
- Renewal of existing fictitious firm name

2009 JUL 28 A 10:02

Please Print or Type

The expiration date for such certificates shall be the last day of the sixtieth month from the date of filing *Shirley B. Parraguirre* CLERK

The undersigned do/does hereby certify that Rod Burke (Name of individual, corporation, partnership or trust)

with mailing address of 9131 Sparkling Star St. Las Vegas, NV, 89123 (Mailing Address for notification of renewal) (Street) (City) (State) (Zip) is/are conducting business in Clark County, Nevada, under the fictitious name of

Heritage Est. Services (Fictitious Firm Name) or (Doing Business As)

and that said firm is composed of the following person(s) whose name(s) and address(es) are as follows:

By signing below I do solemnly swear (or affirm), under penalty of perjury, that all statements made in this document are true.

(1) Rod Burke Full Name and title (Type or Print) *[Signature]* Signature _____ Date _____
9131 Sparkling Star St. Las Vegas NV, 89123 Street Address of Business or Residence City, State, Zip
Sacramento Mailing Address, if different from above City, State, Zip

(2) _____ Full Name and title (Type or Print) _____ Signature _____ Date _____
 _____ Street Address of Business or Residence City, State, Zip
 _____ Mailing Address, if different from above City, State, Zip

(3) _____ Full Name and title (Type or Print) _____ Signature _____ Date _____
 _____ Street Address of Business or Residence City, State, Zip
 _____ Mailing Address, if different from above City, State, Zip

(4) _____ Full Name and title (Type or Print) _____ Signature _____ Date _____
 _____ Street Address of Business or Residence City, State, Zip
 _____ Mailing Address, if different from above City, State, Zip

RECEIVED

JUL 28 2009

COUNTY CLERK

Shirley B Parraguirre, County Clerk
07/28/2009 10:01:00 AM



Mail to: Shirley B. Parraguirre, County Clerk, Attn. FFN, P.O. Box 551604, Las Vegas NV 89155-1604
Include: Filing Fee of \$20.00 with the certificate plus 2 copies and a self-addressed stamped envelope

111706

EXHIBIT
"1"