

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Dennis Investments, Inc.
and Keith P. Dennis (CRD #4022971),

Respondents.

ODS File No. 09-063

AGREEMENT

THIS AGREEMENT is entered into between Dennis Investments, Inc. and Keith P. Dennis (“Respondents”) and the Administrator (“Administrator”) of the Oklahoma Department of Securities (“Department”) (collectively, “Parties”) as of the Effective Date set forth below.

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and Section 405 of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), the Department conducted an investigation into the activities of Respondents to determine whether violations of the Act, the Predecessor Act and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules) may have occurred.

The Department’s investigation revealed that Respondents solicited investors (Investors) for the purpose of effecting securities transactions for such Investors. Respondents did not register to transact business in this state as a broker-dealer or agent and/or an investment adviser or investment adviser representative, in violation of Sections 1-401 through 1-404 of the Act and Section 201 of the Predecessor Act.

Respondents desire to settle this matter expeditiously without the adjudication of any issue of law or fact and in a manner consistent with the purposes fairly intended by the policies and provisions of the Predecessor Act and the Act.

The undersigned parties hereto agree as follows:

1. **Permanent Order to Cease and Desist.** Respondents agree to the issuance of an Order to Cease and Desist in the form attached hereto as “Attachment A”, and voluntarily waive their right to notice, hearing, and appeal as provided by the Predecessor Act, the Act, the Rules, and the Oklahoma Administrative Procedures Act, Okla. Stat. tit. 75, § 250 *et seq.*

2. **Compliance with the Act.** Respondents agree to comply with all provisions of the Act and the Rules in connection with offers and/or sales of securities in and/or from the state of Oklahoma. Specifically, Respondents agree to register as required by Sections 1-401 through 1-404 of the Act prior to transacting business in this state as a broker-dealer, agent, investment adviser, and/or investment adviser representative as those terms are defined in Section 1-102 of the Act.
3. **Civil Penalty.** Respondents agree to pay a civil penalty in the amount of Five Hundred Dollars (\$500.00) by money order or cashier's check, payable to the Oklahoma Department of Securities. Respondents shall make such payment on or before October 31, 2009, at the following address: Oklahoma Department of Securities, 120 North Robinson Avenue, Suite 860, Oklahoma City, Oklahoma 73102.
4. **Entire Agreement.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.
5. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against any Respondent, the Administrator may assist in such actions as authorized by law. It is further agreed that the execution of this Agreement does not mean that the Administrator has passed in any way upon the merits or qualifications of, or recommended or given approval to, the transactions to which it relates or any future securities transactions by Respondents.
6. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.
7. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Respondents in connection with the offer and/or sale of securities prior to the Effective Date hereof; provided, however, should Respondents fail to comply with the terms of this Agreement in any material respect or if Respondents have made any false or misleading statements to the Department in connection with this matter, the Department may initiate action against Respondents as authorized by the Act.

8. **Applicability.** This Agreement applies only to the activities of Respondents and to no others.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

KEITH P. DENNIS:

Keith P. Dennis

Date: 10-5-09

DENNIS INVESTMENTS, INC.:

By: Keith Dennis

Title: Prz.

Date: 10-5-09

OKLAHOMA DEPARTMENT OF SECURITIES:

By: Irving L. Faught
Irving L. Faught, Administrator

Date: October 8, 2009

**STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA**

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In order to resolve this matter, Respondent voluntarily executed the Agreement that is attached hereto as "Exhibit A" and incorporated herein by reference ("Agreement").

NOW THEREFORE, IT IS HEREBY ORDERED that Dennis Investments, Inc. and Keith P. Dennis cease and desist from transacting business in this state as a broker-dealer, agent, investment adviser, and/or investment adviser representative, as those terms are defined in Section 1-102 of the Act, until such time as they become appropriately registered under the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this
_____ day of _____, 2009.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF
THE OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned certifies that on the _____ day of _____, 2009, a true and correct copy of the foregoing *Permanent Order to Cease and Desist* was mailed by first class mail, with postage prepaid thereon, to the following:

Keith P. Dennis
7633 E. 63rd Place, Suite 300
Tulsa, OK 74133

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DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
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Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 8th day of October, 2009.

(SEAL)

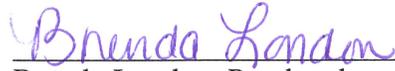


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Brenda London, Paralegal

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8. **Applicability.** This Agreement applies only to the activities of Respondents and to no others.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

KEITH P. DENNIS:

Keith P. Dennis

Date: 10-5-09

DENNIS INVESTMENTS, INC.:

By: Keith Dennis

Title: Pres.

Date: 10-5-09

OKLAHOMA DEPARTMENT OF SECURITIES:

By: Irving L. Faught
Irving L. Faught, Administrator

Date: October 8, 2009