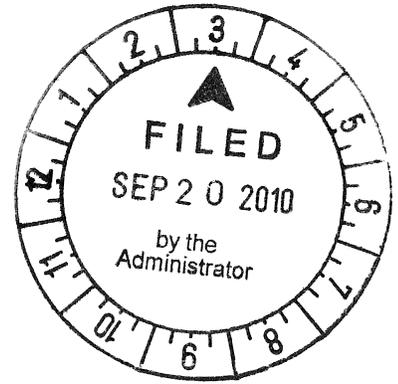


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Gary Michael Staton (CRD #4967223), and
SFF, LLP,

Respondents.

ODS File No. 10-065

AGREEMENT

THIS AGREEMENT is entered into by and between Gary Michael Staton and SFF, LLP (collectively, "Respondents") and the Administrator (Administrator) of the Oklahoma Department of Securities (Department) as of the Effective Date set forth below. Respondents are not currently registered in any capacity under the Act.

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2009), the Department conducted an investigation into the activities of Respondents to determine whether violations of the Act and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules) may have occurred.

Based thereon, an *Enforcement Division Recommendation* (Recommendation) was filed with the Administrator on July 30, 2010, in support of the imposition of a sanction against Respondent, in the form of a bar. Respondent filed an answer and request for hearing on August 20, 2010.

Respondent desires 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 Act.

The undersigned parties hereto agree as follows:

1. **Jurisdiction.** The Administrator has jurisdiction over Respondent and the subject matter of this action.
2. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Respondent in connection with the allegations contained in the Recommendation.
3. **Restrictions.** Respondent shall not offer and/or sell any security as defined in Section 1-102 of the Act in and/or from the state of Oklahoma. Further, Respondent shall not transact business in and/or from this state as a broker-dealer, broker-dealer agent,

issuer agent, investment adviser and/or investment adviser representative, as such terms are defined in Section 1-102 of the Act. Respondent further agrees that he will not recommend or otherwise provide advice regarding the sale of a security by a security holder in order to make funds available to such person for the purchase of a variable or equity index annuity or other similar product.

4. **Waiver.** Respondent waives his right to a hearing as provided by the Act, the Rules and the Oklahoma Administrative Procedures Act, and any right to appeal.

5. **No Coercion.** Respondent enters into this Agreement voluntarily and without any duress, undue influence or coercion by the Administrator, any employee of the Department, or any member of the Oklahoma Securities Commission.

6. **Failure to Comply.** If the Administrator alleges a failure by Respondent to comply with any part of this Agreement, Respondent hereby agrees to a hearing before an independent hearing officer, the appointment of whom is mutually agreed to by the parties, to determine whether the facts alleged by the Administrator support a finding of a breach of this Agreement and to determine the appropriate sanction(s), if such a breach is found.

7. **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 Respondent, the Administrator may assist in such action as authorized by law.

8. **Entire Agreement.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior 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.

9. **Effective Date.** This Agreement shall be in effect as of the date on which it is signed by the Administrator as set forth below his signature hereto.

10. **Applicability.** This Agreement applies only to the alleged activities of Respondent as set forth in the Recommendation, and to no others.

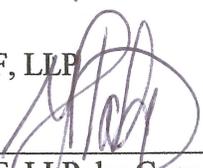
IT WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

GARY MICHAEL STATON



Gary Michael Staton
304 E Uniontown St.
Broken Arrow, OK 74012

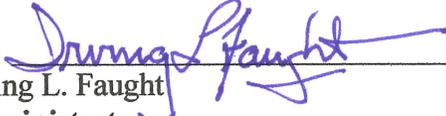
Date 9/16/10

SFF, LLP


SFF, LLP, by Gary Michael Staton
304 E Uniontown St.
Broken Arrow, OK 74012

Date 9/16/10

OKLAHOMA DEPARTMENT OF SECURITIES

by: 

Irving L. Faught
Administrator

Date September 20, 2010