FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.
DEC 29 2008
PATRICIA PRESLEY, COURT CLERK
by _____ DEPUTY

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator, Plaintiff, v. Precious Oro Resources, LLC, an Oklahoma limited liability company; Thomas R. Ezell, an individual; and Nolan V. Harris, an individual; Defendants, and TMP Metals, LLC, a Texas limited liability company; Don Lynn Nunnally, an individual; Donna F. Elliott, an individual; and Eduwiges Baeza, an individual; Defendants Solely For Purposes of Equitable Relief.	Case No. CJ-2008-5138 Judge Bryan C. Dixon

STIPULATION AND CONSENT TO FINAL ORDER BY DEFENDANTS PRECIOUS ORO RESOURCES, LLC, THOMAS R. EZELL AND NOLAN V. HARRIS

Defendants Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris, (collectively, "Defendants"), to avoid the prospect of protracted litigation and the expense and uncertain result that litigation entails, stipulate to the following facts and consent to the following undertakings:

Stipulations:

The Defendants hereby stipulate as follows:

1. The Oklahoma Department of Securities ("Plaintiff") is the proper party to bring this action seeking the relief requested in the *Petition for Permanent Injunction and Other Equitable Relief* ("Petition") filed in this matter.

2. The Defendants are subject to the jurisdiction of this Court by proper service of the Petition and their appearance in this matter.

3. Precious Oro Resources, LLC ("POR") is an Oklahoma limited liability company, with its principal place of business in Broken Arrow, Oklahoma.

4. Thomas R. Ezell ("Ezell"), an individual and Oklahoma resident, is the registered agent of POR and controls all acts of POR.

5. Nolan V. Harris ("Harris"), an individual and Oklahoma resident, is an agent of POR and controls all acts of POR.

6. The Defendants have engaged in the issuance, offer and/or sale of securities in and/or from the state of Oklahoma to investors ("Investors") in the nature of notes the proceeds of which were purportedly to be used to make investments in "ore concentrate" ("Investment Loans"). Defendants represented to Investors that the ore concentrate would be purchased from Precious Oro Resources-Mexico, an affiliate of Defendants, and processed into gold, silver and other minerals for sale. Defendants represented to Investors that ten percent (10%) interest on the Investment Loan principal would be paid approximately every thirty (30) days to each Investor.

7. The Investment Loans are securities as defined by Section 1-102 of the Oklahoma Uniform Securities Act of 2004 (the "Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

8. Defendants violated the *Agreed Second Amended Temporary Restraining Order, Order Freezing Assets, and Order for Accounting* ("Asset Freeze") issued by this court on July 25, 2008, by forwarding funds subject to the Asset Freeze to a third party.

9. The Defendants do not contest the application of the Act to the issuance, offer and/or sale of the Investment Loans in and/or from the state of Oklahoma referenced in paragraph 6 above or the continuing jurisdiction of this Court over any dispute involving the matters alleged in the Petition.

Undertakings:

The Defendants hereby undertake as follows:

1. The Defendants consent to the entry of the *Agreed Final Order, Judgment and Permanent Injunction for Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris* ("Agreed Final Order"), in the form attached as Exhibit "A-Order" hereto and made a part of this *Stipulation and Consent to Final Order by Defendants Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris* ("Stipulation and Consent").

2. The Defendants 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. The Defendants waive any right to appeal from the Agreed Final Order.

4. The Defendants agree that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Agreed Final Order.

5. As provided in the Agreed Final Order, within 10 days from the date of this Stipulation and Consent, the Defendants or their agent shall pay restitution to Investors on a pro rata basis from the Frozen Funds (as defined in the Agreed Final Order).

6. Defendants agree that the assets of Defendants held at the Bank of Oklahoma and the assets of Defendants held in the trust account of Cooper Newsome & Woolsey PLLP, shall be released as outlined in the Agreed Final Order.

7. The Defendants agree that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Agreed Final Order and this Stipulation and Consent.

8. The Defendants understand that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act for the failure of any Defendant to comply with the terms of the Agreed Final Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

9. The Defendants agree to the presentation of this executed Stipulation and Consent and the Agreed Final Order in the form attached hereto as Exhibit "A-Order" to the Court to be entered without further notice.

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

PRECIOUS ORO RESOURCES, LLC

By: Thomas R Ezell

Title: Co-President

Date: 12-23-08

Address: 1604 S. Desert Palm Avenue
Broken Arrow, OK 74012

Thomas R Ezell

THOMAS R. EZELL

Date: 12-23-08

Address: 1604 S. Desert Palm Avenue
Broken Arrow, OK 74012

NOLAN V. HARRIS

Date: 12/23/08

Address: 413 N. Forest Ridge Blvd. ~~#B~~
Broken Arrow, OK 74014

Approved as to form and substance:

Patricia A. Labarthe

Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700
Attorneys for Plaintiff

P. David Newsome, Jr.
Andrea D. Stailey
Cooper Newsome & Woosley PLLP
401 S. Boston Ave., Suite 3300
Tulsa, OK 74103
Attorneys for Defendants Precious Oro Resources, LLC,
Thomas R. Ezell and Nolan V. Harris

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator,	)	
Plaintiff,	)	
v.	)	Case No. CJ-2008-5138
	)	Judge Bryan C. Dixon
Precious Oro Resources, LLC, an Oklahoma limited liability company; Thomas R. Ezell, an individual; and Nolan V. Harris, an individual;	)	
Defendants,	)	
and	)	
TMP Metals, LLC, a Texas limited liability company; Don Lynn Nunnally, an individual; Donna F. Elliott, an individual; and Eduwiges Baeza, an individual;	)	
Defendants Solely For Purposes of Equitable Relief.	)	

AGREED FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION FOR PRECIOUS ORO RESOURCES, LLC, THOMAS R. EZELL AND NOLAN V. HARRIS

On this _____ day of _____, 2008, this matter came before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon the *Petition for Permanent Injunction and Other Equitable Relief* of the Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator, ("Department"), pursuant to Section 1-603 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

The Court, having reviewed all pleadings and evidence, finds as follows:

1. At all times material hereto, Defendants engaged in the offer and/or sale of securities in the nature of notes ("Investment Loans"), in and/or from the state of Oklahoma, to investors ("Investors"). The proceeds of the Investment Loans were to be used to make investments in "ore concentrate" from Mexico.

2. The Investment Loans are securities as defined by Section 1-102 of the Act.

3. The securities offered and sold by Defendants are not, and have not been, registered under the Act. The securities have not been offered or sold pursuant to an exemption from registration pursuant to Section 1-201 or 1-202 of the Act.

4. Defendant Precious Oro Resources, LLC ("POR"), by virtue of its efforts and activities in transacting business in this state, is an issuer as defined in Section 1-102 of the Act.

5. Defendant Thomas R. Ezell ("Ezell"), by virtue of his efforts and activities in transacting business in and/or from this state, acted as an agent as defined in Section 1-102 of the Act. Ezell was not registered under the Act in any capacity.

6. Defendant Nolan V. Harris ("Harris"), by virtue of his efforts and activities in transacting business in and/or from this state, acted as an agent as defined in Section 1-102 of the Act. Harris was not registered under the Act in any capacity.

7. Defendant POR employed agents who were not registered under the Act to transact business in this state.

8. Defendants, in connection with the offer, sale or purchase of securities, directly and/or 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, in violation of Section 1-501 of the Act.

9. Defendants, in connection with the offer, sale or purchase of securities, and through the omissions of material facts, engaged in an act, practice, or course of business that has operated as a fraud or deceit upon Investors, in violation of Section 1-501 of the Act.

10. Defendants violated the *Agreed Second Amended Temporary Restraining Order, Order Freezing Assets, and Order for Accounting* ("Asset Freeze") issued by this Court on July 25, 2008, by forwarding funds subject to the Asset Freeze to a third party.

11. Defendants have executed the *Stipulation and Consent to Final Order by Defendants Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris* ("Stipulation and Consent") attached hereto as Exhibit "A-Stipulation" and made a part hereof. The Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this *Agreed Final Order, Judgment and Permanent Injunction for Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris* ("Final Order").

Based on the pleadings, evidence, and the execution of the Stipulation and Consent, the Court finds that Plaintiff is entitled to the relief prayed for and that this Final Order be issued by agreement of the parties, and, therefore:

IT IS HEREBY ORDERED that a permanent injunction be and is hereby entered, forever enjoining and restraining Defendants from offering, selling or purchasing any security in and/or from the state of Oklahoma, unless the security is registered under the Act or any successor statute. Said restriction shall not apply to a purchase or sale of a security by Defendant Ezell or Defendant Harris made solely for his personal investment or for his own benefit.

IT IS FURTHER ORDERED that the liquid assets of Defendants held at the Bank of Oklahoma be transferred by the bank to the trust account of Cooper Newsome & Woolsey PLLP, for consolidation with the assets of Defendants currently held in the trust account of Cooper Newsome & Woolsey PLLP (collectively, "Frozen Funds").

IT IS FURTHER ORDERED that within ten (10) days from the date of the Stipulation and Consent, One Million Two Hundred Twelve Thousand Eight Hundred Eighteen Dollars and Ten Cents ($1,212,818.10) in restitution payments shall be distributed from the Frozen Funds by P. David Newsome, Jr., of the firm of Cooper Newsome & Woolsey PLLP, directly to Investors

on a pro-rata basis in the amounts set forth in Exhibit "B" hereto. Such restitution payments shall be mailed by Mr. Newsome to the Investors by certified mail, restricted delivery, return receipt requested.

IT IS FURTHER ORDERED that the Defendants may retain Seventy-Five Thousand Dollars ($75,000) of the Frozen Funds for the payment of expenses, and that the Defendants may retain all remaining assets including the "ore concentrate."

IT IS FURTHER ORDERED that the Court's *Agreed Second Amended Temporary Restraining Order, Order Freezing Assets, and Order for Accounting* is hereby dissolved and that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Order and the Stipulation and Consent.

IT IS SO ORDERED.

Dated this _____ day of _____, 2008.

_____
DISTRICT COURT JUDGE

Approved:

_____
Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
Attorneys for Plaintiff

_____
P. David Newsome, Jr.
Andrea D. Stailey
Cooper Newsome & Woosley PLLP
401 S. Boston Ave., Suite 3300
Tulsa, OK 74103
Attorneys for Defendants Precious Oro Resources, LLC,
Thomas R. Ezell and Nolan V. Harris

CERTIFICATE OF MAILING

I hereby certify that a true and correct copy of the foregoing was mailed by first class mail, with postage prepaid thereon, this _____ day of December, 2008, to the following:

P. David Newsome, Jr.
Andrea Stailey
Cooper Newsome & Woosley, PLLP
401 s. Boston Ave., Suite 3300
Tulsa, OK 74103-4070

_____

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator, Plaintiff, v. Precious Oro Resources, LLC, an Oklahoma limited liability company; Thomas R. Ezell, an individual; and Nolan V. Harris, an individual; Defendants, and TMP Metals, LLC, a Texas limited liability company; Don Lynn Nunnally, an individual; Donna F. Elliott, an individual; and Eduwiges Baeza, an individual; Defendants Solely For Purposes of Equitable Relief.	)	Case No. CJ-2008-5138 Judge Bryan C. Dixon

STIPULATION AND CONSENT TO FINAL ORDER BY DEFENDANTS PRECIOUS ORO RESOURCES, LLC, THOMAS R. EZELL AND NOLAN V. HARRIS

Defendants Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris, (collectively, "Defendants"), to avoid the prospect of protracted litigation and the expense and uncertain result that litigation entails, stipulate to the following facts and consent to the following undertakings:

Stipulations:

The Defendants hereby stipulate as follows:

1. The Oklahoma Department of Securities ("Plaintiff") is the proper party to bring this action seeking the relief requested in the *Petition for Permanent Injunction and Other Equitable Relief* ("Petition") filed in this matter.

2. The Defendants are subject to the jurisdiction of this Court by proper service of the Petition and their appearance in this matter.

3. Precious Oro Resources, LLC ("POR") is an Oklahoma limited liability company, with its principal place of business in Broken Arrow, Oklahoma.

4. Thomas R. Ezell ("Ezell"), an individual and Oklahoma resident, is the registered agent of POR and controls all acts of POR.

5. Nolan V. Harris ("Harris"), an individual and Oklahoma resident, is an agent of POR and controls all acts of POR.

6. The Defendants have engaged in the issuance, offer and/or sale of securities in and/or from the state of Oklahoma to investors ("Investors") in the nature of notes the proceeds of which were purportedly to be used to make investments in "ore concentrate" ("Investment Loans"). Defendants represented to Investors that the ore concentrate would be purchased from Precious Oro Resources-Mexico, an affiliate of Defendants, and processed into gold, silver and other minerals for sale. Defendants represented to Investors that ten percent (10%) interest on the Investment Loan principal would be paid approximately every thirty (30) days to each Investor.

7. The Investment Loans are securities as defined by Section 1-102 of the Oklahoma Uniform Securities Act of 2004 (the "Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

8. Defendants violated the *Agreed Second Amended Temporary Restraining Order, Order Freezing Assets, and Order for Accounting* ("Asset Freeze") issued by this court on July 25, 2008, by forwarding funds subject to the Asset Freeze to a third party.

9. The Defendants do not contest the application of the Act to the issuance, offer and/or sale of the Investment Loans in and/or from the state of Oklahoma referenced in paragraph 6 above or the continuing jurisdiction of this Court over any dispute involving the matters alleged in the Petition.

Undertakings:

The Defendants hereby undertake as follows:

1. The Defendants consent to the entry of the *Agreed Final Order, Judgment and Permanent Injunction for Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris* ("Agreed Final Order"), in the form attached as Exhibit "A-Order" hereto and made a part of this *Stipulation and Consent to Final Order by Defendants Precious Oro Resources, LLC, Thomas R. Ezell and Nolan V. Harris* ("Stipulation and Consent").

2. The Defendants 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. The Defendants waive any right to appeal from the Agreed Final Order.

4. The Defendants agree that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Agreed Final Order.

5. As provided in the Agreed Final Order, within 10 days from the date of this Stipulation and Consent, the Defendants or their agent shall pay restitution to Investors on a pro rata basis from the Frozen Funds (as defined in the Agreed Final Order).

6. Defendants agree that the assets of Defendants held at the Bank of Oklahoma and the assets of Defendants held in the trust account of Cooper Newsome & Woolsey PLLP, shall be released as outlined in the Agreed Final Order.

7. The Defendants agree that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Agreed Final Order and this Stipulation and Consent.

8. The Defendants understand that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act for the failure of any Defendant to comply with the terms of the Agreed Final Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

9. The Defendants agree to the presentation of this executed Stipulation and Consent and the Agreed Final Order in the form attached hereto as Exhibit "A-Order" to the Court to be entered without further notice.

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

PRECIOUS ORO RESOURCES, LLC

By: _____

Title: _____

Date: _____
Address: 1604 S. Desert Palm Avenue
Broken Arrow, OK 74012

_____
THOMAS R. EZELL
Date: _____
Address: 1604 S. Desert Palm Avenue
Broken Arrow, OK 74012

_____
NOLAN V. HARRIS
Date: _____
Address: 413 N. Forest Ridge Blvd. #B
Broken Arrow, OK 74014

Approved as to form and substance:

_____
Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700
Attorneys for Plaintiff

_____
P. David Newsome, Jr.
Andrea D. Stailey
Cooper Newsome & Woosley PLLP
401 S. Boston Ave., Suite 3300
Tulsa, OK 74103
Attorneys for Defendants Precious Oro Resources, LLC,
Thomas R. Ezell and Nolan V. Harris

EXHIBIT B

Investor	Distribution Amt
1	23,306.35
2	25,890.81
3	25,890.81
4	15,552.95
5	41,397.61
6	25,898.74
7	25,890.81
8	56,904.40
9	90,347.38
10	11,417.81
11	25,890.81
12	32,351.98
13	25,890.81
14	25,890.81
15	53,286.15
16	25,890.81
17	25,632.37
18	15,552.95
19	25,890.81
20	18,137.42
21	30,801.30
22	23,306.35
23	30,284.40
24	31,059.74
25	31,059.74
26	12,968.49
27	62,073.33
28	35,529.00
29	33,385.76
30	38,037.80
31	51,218.57
32	106,009.24
33	72,928.08
34	37,243.67
	1,212,818.10