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-2008-7963
	)	Judge Daniel Owens
Jerry D. Cash, Defendant,	)	
and	)	
Sherry Cash, Intervenor.	)	

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

AUG 20 2009

PATRICIA PRESLEY, COURT CLERK
by _____ DEPUTY

FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION

On this 20th day of August, 2009, the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, having considered Plaintiff's *Petition for Permanent Injunction and Other Equitable Relief* ("Petition"), 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), against Defendant Jerry D. Cash ("Defendant"), and the *Stipulation and Consent to Final Order* ("Stipulation and Consent") executed by Defendant and attached hereto as Exhibit "A" incorporated herein by reference, whereby Defendant consents to entry of this Final Order, Judgment and Permanent Injunction ("Final Order"), without admitting or denying the allegations of the Petition, except as to jurisdiction, orders as follows:

IT IS HEREBY ORDERED that Defendant is prohibited from acting as an officer or director of any issuer whose principal place of business is located in this state and that has a class of securities registered pursuant to Sections 1-303 or 1-304 of the Act or Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78*l*] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 780(d)].

IT IS FURTHER ORDERED that Defendant is prohibited from offering and/or selling securities in any capacity in and/or from this state. This prohibition shall not apply to purchases or sales of a security by Defendant made solely for his personal investment.

IT IS FURTHER ORDERED that Defendant pay a civil penalty in the amount of Ten Thousand Dollars ($10,000.00) to the Oklahoma Department of Securities contemporaneously with the entry of this Final Order.

IT IS FURTHER ORDERED that all remaining provisions of the *Temporary Injunction and Order Freezing Assets* entered by the Court on August 29, 2008, and as subsequently modified by orders of the Court dated September 8, 2008, November 4, 2008, January 20, 2009, January 23, 2009, May 19, 2009, and June 15, 2009, are hereby terminated and, as such, the *Temporary Injunction and Order Freezing Assets* entered by the Court on August 29, 2008, is dissolved in its entirety.

IT IS FURTHER ORDERED that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Final Order and the Stipulation and Consent.

IT IS SO ORDERED.

Dated this 20th day of August, 2009.

DISTRICT COURT JUDGE

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., Hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerks Office of Oklahoma County, Okla., This 20 day of August, 2009.
PATRICIA PRESLEY, Court Clerk
By _____ Deputy

Approved as to form and substance:

Shaun M. Mullins (OBA #16869)
Amanda Cornmesser (OBA #20044)
Jennifer Shaw (OBA #20839)
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700
Attorneys for Plaintiff

Patrick M. Ryan, Esq. (OBA #7864)
Daniel G. Webber, Esq. (OBA #16332)
Ryan, Whaley, Coldiron & Shandy, P.C.
900 Robinson Renaissance
119 N. Robinson
Oklahoma City, OK 73102
Attorneys for Jerry D. Cash

Sherry J. Cash
1113 Park Manor
Oklahoma City, OK 73120
Pro se Intervenor

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-2008-7963
	)	Judge Daniel Owens
Jerry D. Cash, Defendant,	)	
and	)	
Sherry Cash, Intervenor.	)	

STIPULATION AND CONSENT

Defendant Jerry D. Cash ("Defendant"), without admitting or denying any allegation in Plaintiff's *Petition for Injunction and Other Equitable Relief* ("Petition"), stipulates and consents to the following:

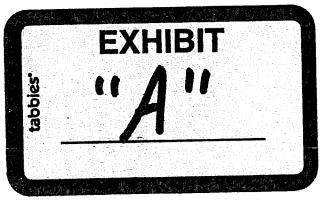
Stipulations:

Defendant hereby stipulates as follows:

1. The Oklahoma Department of Securities ("Plaintiff") is the proper party to bring this action seeking the relief requested in the Petition filed in this matter.

2. Defendant is subject to the jurisdiction of this Court.

3. Defendant does not contest the application of the Oklahoma Uniform Securities Act of 2004 (the "Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), to the matters described in the Petition.



4. Defendant understands and agrees that the *Temporary Injunction and Order Freezing Assets*, dated August 29, 2008, and all subsequent modifications thereto by orders of the Court dated September 8, 2008, November 4, 2008, January 20, 2009, January 23, 2009, May 19, 2009, June 15, 2009 were valid and enforceable as to Defendant and designed to effectuate disgorgement and restitution to Quest Resource Corporation.

5. Defendant understands and agrees that the entry of this *Stipulation and Consent* ("Stipulation and Consent") and the *Final Order, Judgment and Permanent Injunction*, in the form attached as Exhibit "A" hereto and made a part of this Stipulation and Consent (Final Order), relates only to the matters contained in the Final Order.

Undertakings:

Defendant hereby undertakes as follows:

1. Defendant consents to the entry of the Final Order.

2. Defendant agrees to pay, contemporaneously with the entry of the Final Order and Plaintiff's Dismissal with Prejudice, a civil penalty in the amount of Ten Thousand Dollars ($10,000.00). Such payment shall be: (a) by cashier's check; (b) made payable to the Oklahoma Department of Securities; and (c) submitted under cover letter identifying Jerry D. Cash as the Defendant in this matter.

3. Defendant states 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.

4. Defendant waives any right to appeal from the Final Order.

5. Defendant agrees that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Final Order.

6. Defendant agrees that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

7. Defendant understands that Plaintiff will take action as authorized by law for the failure of Defendant to comply with the terms of the Final Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

8. Defendant agrees to the presentation of this Stipulation and Consent, executed by Defendant, and the Final Order to the Court to be entered without further notice.

IN WITNESS WHEREOF, Defendant has executed this Stipulation and Consent as of the date and year set forth below his signature hereto.

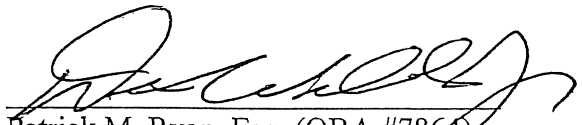
JERRY D. CASH

Date: 8/20/09

Address: 1113 Park Manor
Oklahoma City, OK 73120

Approved as to form and substance:

Shaun M. Mullins (OBA #16869)
Amanda Cornmesser (OBA #20044)
Jennifer Shaw (OBA #20839)
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700
Attorneys for Plaintiff



Patrick M. Ryan, Esq. (OBA #7864)
Daniel G. Webber, Esq. (OBA #16332)
Ryan, Whaley, Coldiron & Shandy, P.C.
900 Robinson Renaissance
119 N. Robinson
Oklahoma City, OK 73102
Attorneys for Jerry D. Cash