

FEB 18 2009

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA by PATRICIA PRESLEY, COURT CLERK
DEPUTY

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Powder River Petroleum)
International, Inc., an Oklahoma)
Corporation, and)
Brian Fox, an individual,)
)
Defendants.)

Case No.: CJ-2008-9048

**FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION AGAINST
DEFENDANT POWDER RIVER**

This matter came on for hearing this 17th day of February, 2009, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon *Plaintiff's Petition for Permanent Injunction and Other Relief* ("Petition"). The Petition was filed pursuant to Section 1-603 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004). After a review of the pleadings and evidence, this Court finds:

On October 8, 2008, Plaintiff filed the Petition alleging that Defendant Powder River engaged in violations of the Act in connection with the offer and/or sale of securities in and/or from Oklahoma. Defendant Powder River executed *Defendant Powder River's Stipulation and Consent to Final Order* ("Stipulation and Consent") attached hereto as "Exhibit A-Order" and made a part hereof. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this *Final Order, Judgment and Permanent Injunction against Defendant Powder River* ("Final Order").

Based on the pleadings, evidence, and execution of the Stipulation and Consent, this Final Order should be entered, and therefore:

IT IS HEREBY ORDER, ADJUDGED AND DECREED that Defendant is permanently enjoined from engaging in violations of Section 1-501 of the Act and any act, practice, or course of business constituting a violation of the Act or any successor act or a rule adopted or order issued under the Act or any successor act.

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

IT IS SO ORDERED.

Dated this 17th day of February, 2009.

Approved:

Terra Shamas Bonnell
Terra Shamas Bonnell, OBA #20838
Patricia Labarthe, OBA #10391
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
(405) 280-7715; (405) 280-7742 (facsimile)
ATTORNEYS FOR PLAINTIFF

Douglas N. Gould
Douglas N. Gould, OBA #3500
210 West Park Avenue, Suite 2050
Oklahoma City, OK 73102
(405) 319-1717
BANKRUPTCY TRUSTEE FOR POWDER RIVER

DANIEL L. OWENS
JUDGE OF THE DISTRICT COURT

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., Hereby certify that the foregoing is a true, correct and complete copy of the instrument as the same appears with set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., on this 18 day of Feb, 2009.
Patricia A. Smith
PATRICIA PRESLEY, Court Clerk
Deputy

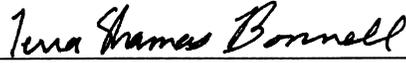
CERTIFICATE OF SERVICE

The undersigned certifies that on the _____ day of _____, 2009, a copy of the foregoing Final Order, Judgment and Permanent Injunction against Defendant Powder River, with Defendant Powder River's Stipulation and Consent to Final Order attached, was mailed by first class mail with postage prepaid to:

Douglas N. Gould
210 West Park Avenue, Suite 2050
Oklahoma City, OK 73102

Bruce W. Day
Tara A. LaClair
Kelley C. Callahan
Day, Edwards, Propester & Christensen, P.C.
210 West Park Avenue, Suite 2900
Oklahoma City, OK 73102-5605

Rodney A. Edwards
Melissa Mailath
Leslie Shelton
6226 East 101st Street, Suite 100
Tulsa, OK 74137



Terra Shamas Bonnell

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

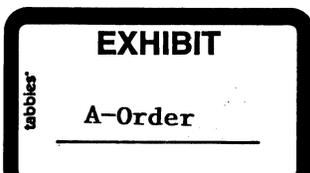
Oklahoma Department of Securities)	
<i>ex rel.</i> Irving L. Faught,)	
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Plaintiff,)	
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)	
Powder River Petroleum)	
International, Inc., an Oklahoma)	
Corporation, and)	
Brian Fox, an individual,)	
)	
Defendants.)	

**DEFENDANT POWDER RIVER'S
STIPULATION AND CONSENT TO FINAL ORDER**

Defendant, Powder River Petroleum International, Inc. ("Powder River"), hereby stipulates to the following:

1. Plaintiff is the proper party to bring this action seeking the relief requested in the *Petition for Permanent Injunction and Other Relief* ("Petition") filed in this matter.
2. Defendant Powder River is subject to the jurisdiction of this Court, and venue is proper in Oklahoma County.
3. Defendant Powder River enters this *Stipulation and Consent to Final Order* ("Stipulation and Consent") without admitting or denying the allegations of the Petition, except as stipulated above.

Defendant Powder River hereby undertakes as follows:



1. Defendant Powder River consents to the entry of the *Final Order, Judgment and Permanent Injunction against Defendant Powder River* (“Final Order”), in the form attached hereto as “Exhibit A-Stipulation”.

2. Defendant Powder River agrees not to engage in further violations of the Act or any successor act.

3. Defendant Powder River 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, any employee of the Oklahoma Department of Securities, or any member of the Oklahoma Securities Commission, to induce Defendant Powder River to enter this Stipulation and Consent.

4. Defendant Powder River agrees that the provisions of this Stipulation and Consent shall be incorporated by reference into the Final Order as though set forth in full therein.

5. Defendant Powder River waives any right to appeal the Final Order.

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

7. Defendant Powder River understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant Powder River’s failure 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 Powder River agrees to the presentation of this Stipulation and Consent and the Final Order to the Court to be entered without further notice to it.

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

POWDER RIVER PETROLEUM INTERNATIONAL, INC.

By: 
Douglas N. Gould, Trustee

Date: 2-12-09

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

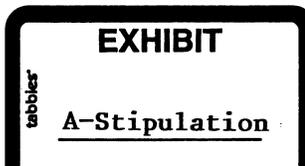
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Based on the pleadings, evidence, and execution of the Stipulation and Consent, this Final Order should be entered, and therefore:

IT IS HEREBY ORDER, ADJUDGED AND DECREED that Defendant is permanently enjoined from engaging in violations of Section 1-501 of the Act and any act, practice, or course of business constituting a violation of the Act or any successor act or a rule adopted or order issued under the Act or any successor act.

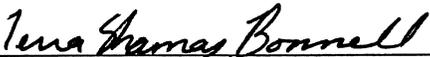
IT IS FURTHER ORDER that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Final Order and Stipulation and Consent.

IT IS SO ORDERED.

Dated this ____ day of _____, 2009.

JUDGE OF THE DISTRICT COURT

Approved:


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