IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

MAY - 2 2011

PATRICIA PRESLEY, COURT CLERK
by _____ DEPUTY

Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator,	)	
Plaintiff,	)	
v.	)	Case No. CJ-2009-1763 (Judge Carolyn R. Ricks)
David E. Grose,	)	
Defendant.	)	

STIPULATION AND CONSENT

Defendant David E. Grose ("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 terms and provisions of the *Agreed Order* entered in this matter and dated February 26, 2009, will be terminated and the order dissolved.

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 by Defendant:

Defendant hereby undertakes as follows:

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

2. 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.

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

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

5. 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.

6. 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.

7. 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.

Undertakings by Department:

Based on the Judgment in *United States of America v. David Grose*, 5:09-CR-191-F, wherein the Court sentenced Defendant to sixteen years imprisonment, and ordered him to pay in excess of $2 million in restitution, forfeiture, and special assessments, the Department withdraws its request, in the *Petition*, that the Court order the payment of disgorgement and a civil penalty by Defendant.

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

David E. Grose, III

David E. Grose, III

Date: 4/08/11

Address: FCI Seagoville
P.O. Box 9000
Seagoville, TX 75159

Approved as to form and substance:

Shaun M. Mullins (OBA #16869)
Amanda Cornmesser (OBA #20044)
Jennifer Shaw (OBA #20839)
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120 North Robinson, Suite 860
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Attorney for Defendant

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Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator,	)	
Plaintiff,	)	
v.	)	Case No. CJ-2009-1763 (Judge Twyla Mason Gray)
David E. Grose,	)	
Defendant.	)	

FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION

On this 20th day of April, 2011, 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 David E. Grose ("Defendant"), and the *Stipulation and Consent to Final Order* ("Stipulation and Consent") attached hereto as Exhibit "A" and 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

EXHIBIT
A
To Stipulation

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 the terms and provisions of the Agreed Order entered by the Court in this matter on February 26, 2009, are terminated and the Agreed Order is therefore dissolved.

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.

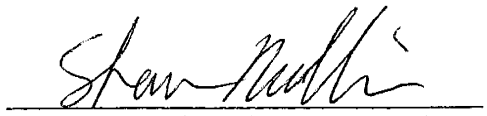
IT IS SO ORDERED.

Dated this 27th day of April, 2011.

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 Clerk's Office of Oklahoma County, Okla., this 27 day of May, 2011.
PATRICIA PRESLEY, Court Clerk
Deputy

Approved as to form and substance:



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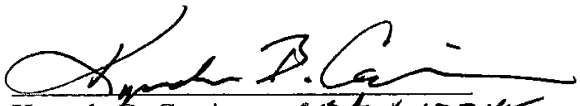

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