

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

OCT 21 2009

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Mark S. Trimble, and)
Phidippides Capital Management LLC,)
)
Defendants.)

Case No. CJ-2009-8474

**FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION AGAINST
DEFENDANT PHIDIPPIDES CAPITAL MANAGEMENT LLC**

On this 21 day of October, 2009, this matter came before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, for entry by consent of this *Final Order, Judgment and Permanent Injunction Against Defendant Phidippides Capital Management LLC* ("Order"). After a review of the pleadings and *Defendant Phidippides Capital Management LLC's Stipulation and Consent to Final Order* ("Stipulation and Consent"), this Court finds:

On September 9, 2009, Plaintiff filed a petition alleging that Defendant Phidippides Capital Management LLC ("PCM") engaged in violations of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004), in connection with the offer and/or sale of securities in and/or from Oklahoma. Defendant PCM executed the Stipulation and Consent attached hereto as "Exhibit A" and made a part hereof, without admitting or denying any allegations in Plaintiff's petition, except as stipulated. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this Order.

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

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant PCM is permanently enjoined from transacting business in and/or from the state of Oklahoma as an issuer, broker-dealer and/or investment adviser, as defined in the Act, or otherwise engaging in the offer and/or sale of securities in and/or from the state of Oklahoma.

IT IS FURTHER ORDERED 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 21 day of October, 2009.

Noma D. Gulick

JUDGE OF THE DISTRICT COURT

Approved:

Warren F. Bickford

Warren F. Bickford, IV, OBA #773
Fellers Snider Blankenship Bailey & Tippens
100 North Broadway Avenue, Suite 1700
Oklahoma City, OK 73102
(405) 232-0621; (405) 232-9659 facsimile
**ATTORNEY FOR RECEIVER FOR
DEFENDANT PCM**

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, Oklahoma, this 21 day of October, 2009.
By *Kath [Signature]* Deputy

Patricia A. Labarthe

Terra Shamas Bonnell, OBA #20838
Patricia A. 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

CERTIFICATE OF SERVICE

The undersigned certifies that on the 21 day of October, 2009, a copy of the foregoing *Final Order, Judgment and Permanent Injunction against Defendant Phidippides Capital Management LLC with Defendant Phidippides Capital Management LLC's Stipulation and Consent to Final Order* attached, was mailed by first class mail with postage prepaid to:

Mack K. Martin
Martin Law Office
125 Park Avenue, 5th Floor
Oklahoma City, OK 73102
ATTORNEY FOR DEFENDANT MARK S. TRIMBLE

Warren F. Bickford
Fellers Snider Blankenship Bailey & Tippens
100 North Broadway Avenue, Suite 1700
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**ATTORNEY FOR RECEIVER FOR
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Mark S. Trimble, and)
Phidippides Capital Management LLC,)
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Defendants.)

Case No. CJ-2009-8474

**DEFENDANT PHIDIPPIDES CAPITAL MANAGEMENT LLC'S
STIPULATION AND CONSENT TO FINAL ORDER**

Defendant, Phidippides Capital Management LLC ("PCM"), 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* ("Petition") filed in this matter.
2. Defendant PCM is subject to the jurisdiction of this Court, and venue is proper in Oklahoma County.
3. Defendant PCM enters this *Stipulation and Consent to Final Order* ("Stipulation and Consent") without admitting or denying any allegation in the Petition, except as stipulated above.
4. Defendant PCM, without admitting or denying the allegations in the Petition, and without making any admissions and without waiving any privileges available to it, does not contest the application of the Act to the issuance, offer and/or sale of securities in and/or from the state of Oklahoma.

Defendant PCM hereby undertakes as follows:

1. Defendant PCM consents to the entry of the *Final Order, Judgment and Permanent Injunction against Defendant Phidippides Capital Management LLC* (“Order”), in the form attached hereto as “Exhibit A”.
2. Defendant PCM agrees not to transact business in and/or from the state of Oklahoma as an issuer, broker-dealer and/or investment adviser, as defined in the Act, or otherwise engage in the offer and/or sale of securities in and/or from the state of Oklahoma.
3. Defendant PCM 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 the Administrator of the Oklahoma Department Securities, any employee of the Oklahoma Department of Securities, or any member of the Oklahoma Securities Commission, to induce Defendant PCM to enter into this Stipulation and Consent.
4. Defendant PCM agrees that the provisions of this Stipulation and Consent shall be incorporated by reference into the Order as though set forth in full therein.
5. Defendant PCM waives any right to appeal the Order.
6. Defendant PCM agrees that this Court will retain jurisdiction over this matter for the purpose of enforcement of the Order and this Stipulation and Consent.
7. Defendant PCM understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant PCM’s failure to comply with the terms of the Order and this Stipulation and Consent in any material respect.
8. Defendant PCM agrees to the presentation of this Stipulation and Consent and the Order to the Court to be entered without further notice to Defendant PCM.

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

PHIDIPPIDES CAPITAL MANAGEMENT LLC

By:


C. David Rhoades, Court Appointed Receiver

Date:

10-20-09

Approved:

Warren F. Bickford

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3. Defendant PCM 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 the Administrator of the Oklahoma Department Securities, any employee of the Oklahoma Department of Securities, or any member of the Oklahoma Securities Commission, to induce Defendant PCM to enter into this Stipulation and Consent.
4. Defendant PCM agrees that the provisions of this Stipulation and Consent shall be incorporated by reference into the Order as though set forth in full therein.
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IN WITNESS WHEREOF, Defendant PCM has executed this Stipulation and Consent as of the date and year set forth below the signature hereto.

PHIDIPPIDES CAPITAL MANAGEMENT LLC

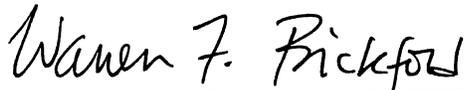
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Date:

10-20-09

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IT IS SO ORDERED.

Dated this _____ day of October, 2009.

JUDGE OF THE DISTRICT COURT

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