

IN THE DISTRICT COURT OF STEPHENS COUNTY  
STATE OF OKLAHOMA

FILED DISTRICT COURT  
Stephens County, Okla.  
OCT - 2 2013  
MARGARET CUNNINGHAM  
COURT CLERK

GATES OIL & GAS LTD, )  
an Oklahoma Corporation, )  
OKLAHOMA ENERGY EXCHANGE, )  
LLC, an Oklahoma Limited Liability )  
Company, and JIMMY GRAY, )  
individually, )  
Plaintiffs, )

vs. )

Case No. CJ-2012-232E

GREGORY GRAY, )  
Defendant. )

and )

FIRST BANK & TRUST CO., )  
DUNCAN, OKLAHOMA, )  
Plaintiff, )

vs. )

OKLAHOMA ENERGY EXCHANGE, )  
LLC, an Oklahoma Limited Liability )  
Company; GREG LYNN GRAY; )  
MICHELLE GRAY; and )  
MICHAEL KENT GRAY, )  
Defendants. )

**MOTION OF RECEIVER TO STRIKE SCHEDULED  
HEARING, TO DISCHARGE AND COMPENSATE RECEIVER  
AND RECEIVER'S ATTORNEY AND TO TRANSFER AND/OR  
CONSOLIDATE WITH ANOTHER PENDING ACTION**

1. The Receiver, Jerry "Butch" Whitten ("Whitten") moves the Court to strike the hearing scheduled in this cause set for October 4, 2013, at 1:30 p.m. for the reasons hereinafter set forth.

2. Your Receiver would show the Court that an action has been commenced in the District Court of Oklahoma County, State of Oklahoma, styled "Oklahoma Department of Securities, ex rel Irving L. Faught, Administrator, Plaintiff, vs. Jasmine, Inc., an Oklahoma Corporation; Oklahoma Energy Exchange, LLC, an Oklahoma Limited Liability Company; Harrisburg Prospect Lease Fund, LLC, an Oklahoma Limited Liability Company; Gates Oil & Gas, LTD, an Oklahoma corporation; Harrisburg 2 Prospect Lease Fund, LLC, an Oklahoma Limited Liability Company; Jimmy W. Gray, an individual; Greg L. Gray, an individual; Michael K. Gray, an individual; and Lance P. Bowman, an individual, Defendants," Case No. CJ-2013-5023; ("Oklahoma County action"). The Oklahoma County action seeks the appointment of a Receiver against all of the Defendants in the Oklahoma County action among other relief. The Honorable Barbara Swinton, Judge of the District Court of Oklahoma County has issued Temporary Restraining Order, Order for Asset Freeze, Order for an Accounting and granting a Temporary Injunction as well as appointing L. Vance Brown as Receiver for Jasmine, Inc., Gates Oil & Gas, LTD and Harrisburg 2 Prospect Lease Fund, LLC, and that for judicial economy, this action should be consolidated with the Oklahoma County action.

3. That there is attached hereto a statement of Whitten of the source of funds and use of funds coming into his hands as Receiver. In addition to the funds held by the Clerk of this Court the Receiver has a balance on hand in the Receiver's bank account of \$2,086.61. There is also attached a statement of the Receiver's services and time performed as acting as Receiver in this matter as well as fees and expenses incurred by the Receiver for which the Receiver seeks compensation in the amount of \$11,305.62. These items were performed and incurred subsequent to June 12, 2013, when the Receiver was last compensated.

4. There is also attached an itemized statement of Whitten's attorney for services rendered to the Receiver since the last compensation of the attorney in the amount of \$3,415.00.

WHEREFORE, Whitten moves the Court to enter an Order as follows:

- A. Striking from the Court's calendar the hearing scheduled for Friday, October 4, 2013;
- B. Setting for hearing the Receiver's Application for Compensation of the Receiver and the Receiver's attorney and discharging the Receiver in this action and ordering and directing the Receiver to pay to the Clerk of this Court funds on hand in the Receiver's account; and that thereafter this Court enter its Order transferring this cause to the District Court of Oklahoma County, for consolidation with the Oklahoma County action and further directing the Clerk of this Court to transmit the funds paid into Court and all matters pertaining to this cause to Oklahoma County upon an Order being entered in the Oklahoma County action appointing a Receiver for Oklahoma Energy Exchange, LLC.



John R. Green, OBA No. 3569

1106 W. Maple

Duncan, OK 73533

580-255-7400

580-255-0800 facsimile

Attorney for Receiver, Jerry "Butch" Whitten

#### CERTIFICATE OF MAILING

This is to certify that on the 2nd day of October, 2013, I mailed true and correct copies of the above and foregoing to M. Michael Arnett, Arnett Law Firm, 3133 NW 63<sup>rd</sup> Street, Oklahoma City, OK 73116, Attorney for Defendant, Gregory Gray, James L. Kee, KEE & ARCHER, PA, 1102 W. Maple, Duncan, OK 73533, Attorney for Gates Oil & Gas Ltd., Oklahoma Energy Exchange, LLC and Jimmy Gray, David Lawson, Oklahoma Department of Securities, 120 N. Robinson Avenue, Suite 860, Oklahoma City, OK 73102, and Timothy J. Bomhoff, McAfee & Taft, 10<sup>th</sup> Floor, Two Leadership Square, 211 N. Robinson Avenue, Oklahoma City, OK 73102 by depositing the same in the United States Mail with postage prepaid.



John R. Green

## OKLAHOMA ENERGY EXCHANGE, LLC-RECEIVERSHIP

## Deposit Detail

January through September 2013

Type	Num	Date	Name	Account	Amount
Deposit		03/21/2013		Oklahoma Energy ...	16,519.95
				Opening Balance E...	-16,519.95
TOTAL					-16,519.95
Deposit		04/10/2013		Oklahoma Energy ...	5,319.25
			Keystone Productio...	LAND SERVICES	-5,319.25
TOTAL					-5,319.25
Deposit		05/28/2013		Oklahoma Energy ...	4.14
			Blue Cross Blue Shi...	HEALTH INSURAN...	-4.14
TOTAL					-4.14
Deposit		07/09/2013		Oklahoma Energy ...	183.18
			Blue Cross Blue Shi...	HEALTH INSURAN...	-183.18
TOTAL					-183.18
Deposit		07/12/2013		Oklahoma Energy ...	5,000.00
			Stephens County C...	COURT CLERK DI...	-5,000.00
TOTAL					-5,000.00

**OKLAHOMA ENERGY EXCHANGE, LLC-RECEIVERSHIP**  
**Balance Sheet**  
**As of September 30, 2013**

	<u>Sep 30, 13</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
Oklahoma Energy Checking	2,086.61
<b>Total Checking/Savings</b>	<u>2,086.61</u>
<b>Total Current Assets</b>	<u>2,086.61</u>
<b>TOTAL ASSETS</b>	<u><u>2,086.61</u></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Equity</b>	
Opening Balance Equity	16,519.95
Net Income	-14,433.34
<b>Total Equity</b>	<u>2,086.61</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>2,086.61</u></u>

**OKLAHOMA ENERGY EXCHANGE, LLC-RECEIVERSHIP**  
**Profit & Loss**  
January through September 2013

	<u>Jan - Sep 13</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
COURT CLERK DISBURSEMEN...	5,000.00
REFUNDS/RETURNS	
HEALTH INSURANCE	187.32
LAND SERVICES	5,319.25
<b>Total REFUNDS/RETURNS</b>	<u>5,506.57</u>
<b>Total Income</b>	10,506.57
<b>Expense</b>	
ASSET APPRAISAL	1,699.20
BANK RESEARCH FEES	75.00
Insurance Expense	5,000.00
Office Supplies	181.06
OGL BONUS	2,610.00
Professional Fees	
ACCOUNTING	14,526.65
ATTORNEY FEES	757.00
<b>Total Professional Fees</b>	<u>15,283.65</u>
RECORD SEARCH FEES	60.00
TAXES	
OTC Business Activity Tax	31.00
<b>Total TAXES</b>	<u>31.00</u>
<b>Total Expense</b>	<u>24,939.91</u>
<b>Net Ordinary Income</b>	<u>-14,433.34</u>
<b>Net Income</b>	<u><u>-14,433.34</u></u>

**OKLAHOMA ENERGY EXCHANGE, LLC-RECEIVERSHIP**  
**Check Detail**  
January through September 2013

Type	Num	Date	Name	Item	Account	Paid Amount	Original Amount
Check		09/03/2013	Oklahoma Tax Co...		Oklahoma Energy ...	-6.00	-6.00
TOTAL					OTC Business Activ...	-6.00	6.00
Check	auto ...	03/27/2013	Intuit-QBooksPro		Oklahoma Energy ...	-181.06	-181.06
TOTAL					Office Supplies	-181.06	181.06
Check	T-1	03/25/2013	Whitten Insurance...		Oklahoma Energy ...	-5,000.00	-5,000.00
TOTAL					Insurance Expense	-5,000.00	5,000.00
Check	101	03/28/2013	Jayna Vaughn, P.C.		Oklahoma Energy ...	-6,519.95	-6,519.95
TOTAL					ACCOUNTING	-6,519.95	6,519.95
Check	102	04/19/2013	Johnson, Baderts...		Oklahoma Energy ...	-1,536.00	-1,536.00
TOTAL					ACCOUNTING	-1,536.00	1,536.00
Check	103	04/22/2013	Dunn, Swan & Cu...		Oklahoma Energy ...	-420.00	-420.00
TOTAL					ATTORNEY FEES	-420.00	420.00
Check	104	04/22/2013	Johnson, Baderts...		Oklahoma Energy ...	-3,530.00	-3,530.00
TOTAL					ACCOUNTING	-3,530.00	3,530.00
Check	105	04/24/2013	First Bank & Trust ...		Oklahoma Energy ...	-50.00	-50.00
TOTAL					BANK RESEARCH ...	-50.00	50.00

**OKLAHOMA ENERGY EXCHANGE, LLC-RECEIVERSHIP**  
**Check Detail**  
 January through September 2013

Type	Num	Date	Name	Item	Account	Paid Amount	Original Amount
Check	106	05/13/2013	Johnson, Baderts...		OKlahoma Energy ...	-236.00	-236.00
TOTAL					ACCOUNTING	-236.00	236.00
Check	107	05/13/2013	Walters Tax & Prof...		OKlahoma Energy ...	-968.00	-968.00
TOTAL					ACCOUNTING	-968.00	968.00
Check	108	05/13/2013	Dunn, Swan & Cu...		OKlahoma Energy ...	-337.00	-337.00
TOTAL					ATTORNEY FEES	-337.00	337.00
Check	110	06/13/2013	Superior Asset Ap...		OKlahoma Energy ...	-1,699.20	-1,699.20
TOTAL					ASSET APPRAISAL	-1,699.20	1,699.20
Check	111	06/14/2013	OKlahoma Tax Co...		OKlahoma Energy ...	-10.00	-10.00
TOTAL					RECORD SEARCH...	-10.00	10.00
Check	112	06/28/2013	First Bank & Trust ...		OKlahoma Energy ...	-25.00	-25.00
TOTAL					BANK RESEARCH ...	-25.00	25.00
Check	113	07/12/2013	Walters Tax & Prof...		OKlahoma Energy ...	-1,686.70	-1,686.70
TOTAL					ACCOUNTING	-1,686.70	1,686.70
Check	114	07/19/2013	OKlahoma Tax Co...		OKlahoma Energy ...	-50.00	-50.00
TOTAL					RECORD SEARCH...	-50.00	50.00

**OKLAHOMA ENERGY EXCHANGE, LLC-RECEIVERSHIP**  
**Check Detail**  
 January through September 2013

Type	Num	Date	Name	Item	Account	Paid Amount	Original Amount
Check	116	07/30/2013	Keystone Producti...		Oklahoma Energy ...	-2,610.00	-2,610.00
					OGL BONUS	2,610.00	2,610.00
TOTAL						-2,610.00	2,610.00
Check	117	08/21/2013	Oklahoma Tax Co...		Oklahoma Energy ...	-25.00	-25.00
					OTC Business Activ...	25.00	25.00
TOTAL						-25.00	25.00
Check	118	08/21/2013	Johnson, Baderts...		Oklahoma Energy ...	-50.00	-50.00
					ACCOUNTING	50.00	50.00
TOTAL						-50.00	50.00

**INVOICE  
FROM RECEIVER**

BROKER'S STATEMENT TO: Oklahoma Energy Exchange, LLC.

BILLING PERIOD: June 13, 2013 to September 30, 2013

RECEIVERSHIP

RE: Receivership  
Gates V. Oklahoma Energy

FROM: Jerry Butch Whitten  
1730 W. Camelback Road  
Duncan, OK 73533-9117

DATE	HOURLY RATE	HOURS	TOTAL PER DIEM	WORK PERFORMED	MEALS	\$/MI	# MI	AUTO \$\$	PHONE	COPIES & FILING	POSTAGE	TOTAL EXPENSES	DAILY TOTAL
6/13/2013	75.00	5	375.00	Pay Superior. Vendor & investor communications. Correspondence on rig sale order. Chickasha to meet w/R.Walters & pick up doc's.		0.565	72	40.68		6.75	0.46	47.89	422.89
6/14/2013	75.00	6	450.00	Investor communications. Meet at J. Kee's-JWG, LPB, JRG-search for assets; plan to buy H-1 OGL's. Make vehicle schedule. Meet w/LPB-vehicles; strategy to sell prospects.								0.00	450.00
6/17/2013	75.00	3	225.00	Investor communications. Review Order. Review accounting records.								0.00	225.00
6/18/2013	75.00	1.5	112.50	Work on investor letter.								0.00	112.50
6/19/2013	75.00	5	375.00	Review acct. doc's. Tele. w/JRG-Re: Alan Goda. Mail & email investor						7.95	23.00	30.95	405.95
6/20/2013	75.00	1	75.00	Investor communication (Weil, Finmark)								0.00	75.00
	75.00		0.00									0.00	0.00
6/22/2013	75.00	1	75.00	Investor Communication (Csernica, Hoover)								0.00	75.00
6/24/2013	75.00	2.5	187.50	Pick up statements FB&TC. Meet w/Jrg. Review statements.								0.00	187.50
6/26/2013	75.00	4	300.00	Prepare for RW/JRG meeting. Meet w/RW & JRG. Review doc's						4.95		4.95	304.95

**INVOICE  
FROM RECEIVER**

6/27/2013	75.00	1	75.00	Meet w/LPB-RE Walters audit															0	75.00			
6/28/2013	75.00	1	75.00	Pay FB & TC. Research RW spreadsheet. Tele & email to P. Dalrymple. Search records for deposits															0.46	0.46	75.46		
7/1/2013	75.00	1	75.00	Inventory OGL's for filing. Letter to JW/G. Review accounting doc's. Copy doc's for GG.															0	0	75.00		
7/8/2013	75.00	5	375.00	Bank statement recon. Prepare financials. Prepare OGL filing inventory. Meet w/JRG. File OGL's. prepare for court. Make deposit.																39.60	39.60	414.60	
7/9/2013	75.00	5	375.00	Prepare for hearings and attend. Confer w/JRG. Review accounting/car doc's. Recon bank statement. Update investor address list. Dunn invoice. Talking to potential lessor. File Gates TO OEE ASN OGL-Paul Ray leases																0.00	0.00	375.00	
7/10/2013	75.00	3.5	262.50	Pick up & deposit three checks. Pay Walters.																	262.50		
7/11/2013	75.00	2.5	187.50	Research car titles. Tele. w/Gary Stout-Kruse Auctioneers-sale comlin up.																17.00	17.00	204.50	
7/12/2013	75.00	1.5	112.50	2 TELES W/JRG. Work on auto titles, Contact David Lawson-ODS attorney.																0	0	112.5	
7/15/2013	75.00	2	150.00	Meet w/ JRG RE auto titles, assignment of deposit account issues. Request check copies FB&TC. Tele. w/David Lawson-entitled to notice. Tag office. JW/G & LPB auto schedule discussion. Tele w/Lisa Morgan Investor.																	0	0	150
7/16/2013	75.00	2.5	187.50																		0	187.5	
7/17/2013	75.00	5	375.00																	2.00	2.00	377	





**INVOICE  
FROM RECEIVER**

8/27/2013	75.00	3.25	243.75	Prep. for court-read orders. Confer w/JWG & LPB Re-ASN of Deposit. LPB & RP trading emails.									0.00	243.75
8/28/2013	75.00	3	225.00	Letter to OESC. Research Eastern Starlight. Correspondence								0.92	0.92	225.92
8/30/2013	75.00	2	150.00	Pick up mail at Gates-IRS Certified		0.565	32	18.08					18.08	168.08
9/3/2013	75.00	6	450.00	OTC Auto title search. Prepare for court, go to court, meet w/JRG									0.00	450.00
9/7/2013	75.00	1.5	112.50	Review accounting records. Draft response to 9/4 Court hearing									0.00	112.50
9/16/2013	75.00	1.5	112.50	Meet with JRG-RE invoice. ODOS Okla. County filing & TRO.									0.00	112.50
9/19/2013	75.00	1.5	112.50	Response to GG's texts.									0.00	112.50
9/23/2013	75.00	3	225.00	Meet w/JRG. Invest letter-email.									0.00	225.00
9/30/2013	75.00	2.5	187.50	Bank statement recon. Prepare reports for dissolution. Meet w/JRG.									0.00	187.50

146.25 \$10,968.75

296 \$167.24

\$111.55 \$58.08 \$336.87 \$11,305.62

Control number 11305.62

7/11/2013 Filing OGL's-Gates TO OEE-Paul Ray leases.

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

**OFFICIAL USE**

Postage	\$ 46
Certified Fee	310
Return Receipt Fee (Endorsement Required)	255
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11

Postmark: JUL 23 2013  
 DUNCAN OK 73533

Sent To: Ms. Michelle Gray  
 2413 Broadwell Oaks Drive  
 Norman, OK 73031-2172

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

**OFFICIAL USE**

Postage	\$ 46
Certified Fee	310
Return Receipt Fee (Endorsement Required)	255
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11

Postmark: JUL 23 2013  
 DUNCAN OK 73533

Sent To: Mr. Mike Gray  
 Gates Oil & Gas, Ltd.  
 P.O. Box 1103  
 Duncan, OK 73534-1103

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

**OFFICIAL USE**

Postage	\$ 46
Certified Fee	310
Return Receipt Fee (Endorsement Required)	255
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11

Postmark: JUL 23 2013  
 DUNCAN OK 73533

Sent To: Ms. Ruby Brown or  
 Arrielle Gray  
 RR 2, Box 75  
 Marlow, OK 73055

U.S. Postal Service  
**CERTIFIED MAIL RECEIPT**  
 (Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

**OFFICIAL USE**

Postage	\$ 46
Certified Fee	310
Return Receipt Fee (Endorsement Required)	255
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11

Postmark: JUL 23 2013  
 DUNCAN OK 73533

Sent To: Ms. Olga Kapinova  
 1123 Stacey Glen Court  
 Durham, NC 27705-5680

Receipt \$ 6.11  
 x 4  
 24.44

Auto letters

(3.64 in-house postage - on invoice)



Office of the County Clerk  
 Stephens County  
 DUNCAN, OK

OEE

Receipt Number 2013-00006272

Received On: July 11, 2013

ASN OGL Dates to Oklahoma Energy

Received Of: KEYSTONE PRODUCTION CO \$17.00  
 (For fees or items as shown in margin hereof)

<u>Receipt Detail</u>		<u>Payments</u>		
<u>Fees</u>	<u>Owed</u>	<u>Pay Type</u>	<u>Check #</u>	<u>Amount Paid</u>
PRESERVATION	5.00	Check	2687	17.00
RECORDED	12.00			
<b>Total:</b>	<b>17.00</b>			
		<b>Less Refund</b>		<b>\$0.00</b>
		<b>Total Received</b>		<b>\$17.00</b>

Cindy Kaiser  
 County Clerk

SUE  
 Deputy

ASN

CONTROL NO. 32355

OEE  
 D. Lawson / ODOS

DUNCAN MPD  
 DUNCAN, Oklahoma  
 73533999E  
 3961360411-0096  
 08/06/2013 (580)255-7226 02:51:25 PM

=====  
 Sales Receipt  
 Product Sale Unit Final Price  
 Description Qty Price  
 00 \*\* OKLAHOMA CITY OK 73102 \$5.60  
 Zone-1  
 Priority Mail 1-Day  
 Flat Rate Env  
 13.90 oz.  
 Scheduled Delivery Day: Wed  
 08/07/13  
 Includes \$50 insurance

=====  
 Label #:  
 9505 5105 6722 3218 5345 26  
 Issue PVI:  
 \$5.60

=====  
 Total:  
 \$5.60

Paid by:  
 Cash \$6.00  
 Change Due: -\$0.40

For tracking or inquiries go to  
 USPS.com or call 1-800-222-1811.

Save this receipt as evidence of

**Green Law Office**  
1106 W. Maple Avenue  
P. O. Box 700  
Duncan, OK 73534

Jerry "Butch" Whitten, Receiver  
1730 W. Camelback Rd.  
Duncan, OK  
73533

October 2, 2013

**Attention:**

File #: WhittenB  
Inv #: 14380

**RE:** Receivership

<b>DATE</b>	<b>DESCRIPTION</b>
Jul-08-13	Telephone conference with Butch Whitten, received Notice filed in Cleveland County on Bobbi J. Gray home purchased with OEE funds; letter to Ms. Gray to set out Receiver's position and request her attorney call me
Jul-09-13	Telephone conference with EJ on Jasmine note pledge; review files; Revise agreement on pledged account and send to EJ
Jul-10-13	Meet with Butch, court appearance on contempt citation and application to pay Receiver and attorney
Jul-17-13	Office conference with Butch Whitten on tracing vehicles bought by OEE and not in company possession, discussed pledge account at FB&T Co.
Jul-29-13	Court appearance on contempt citation and resetting motion for Receiver to sell/recover property
Aug-08-13	Office conference with Butch Whitten on pledge of OEE on Jasmine debt at FB&T
Aug-09-13	Telephone call from Butch Whitten on discovery to be done on Jasmine pledge
Aug-12-13	Office conference with Butch Whitten on

	account assignment by OEE for Jasmine note at FB&T		
Aug-31-13	Trip to Oklahoma City for Securities Department deposition of Greg Gray		
Sep-03-13	Court appearance on Receiver's Application for Authority to Sell		
Sep-09-13	Received copy of Department of Securities action in Oklahoma County		
Sep-27-13	Received copy of Proposed Order on Receiver in Oklahoma County action		
Oct-02-13	Prepare application to discharge and compensate Receiver and Receiver's attorney and transfer action to Oklahoma County		
	Totals		<u>\$3,400.00</u>
<b>DISBURSEMENTS</b>			
Jun-27-13	Recording fees		15.00
	Totals		<u>\$15.00</u>
	<b>Total Fee &amp; Disbursements</b>		<u><b>\$3,415.00</b></u>
	<b>Balance Now Due</b>		<u><b>\$3,415.00</b></u>

TAX ID Number 73-1448433