

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN DISTRICT COURT
OKLAHOMA COUNTY

DEC 21 2015

TIM RHODES
COURT CLERK

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Oklahoma Department of Securities)
ex rel. Irving L. Faught, Administrator,)
)
Plaintiff,)
)
v.)
Seabrooke Investments LLC, *et al.*,)
)
Defendants.)

Case No. CJ-2014-4515

STIPULATION AND CONSENT OF JUDITH KARYN SEABROOKE

Defendant Judith Karyn Seabrooke ("Defendant") stipulates to the following facts:

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 is subject to the jurisdiction of this Court and this Court has subject matter jurisdiction of this action.

Defendant hereby undertakes as follows:

1. Defendant agrees that she will not transact business in or from this state as an issuer, issuer agent, broker-dealer, or broker-dealer agent or otherwise offer or sell any security in or from this state.
2. Defendant agrees to take no action, directly or indirectly, to hinder or obstruct the Receiver appointed by this Court in the conduct of his duties or to interfere in any manner, directly or indirectly, with the custody, possession, or control exercised by said Receiver.

3. Defendant agrees that any (i) funds held by the Receiver in escrow from commissions Defendant earned from sales of properties by the Receiver and (ii) funds held by the Receiver from the sale of properties owned by the Defendants Seabrooke Investments LLC, Seabrooke Realty LLC, Oakbrooke Homes LLC, Bricktown Capital LLC, KAT Properties LLC, Cherry Hill LLC, and Tom W. Seabrooke and any other funds in the possession of the Receiver on the date of this Stipulation or in the future, shall be retained by the Receiver and may be used to pay restitution to investors to be identified by this Court, in amounts to be determined by this Court.

4. Defendant states that this Stipulation and Consent of Judith Karyn Seabrooke (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 of Securities, any employee of the Oklahoma Department of Securities or any member of the Oklahoma Securities Commission to induce Defendant to enter into this Stipulation and Consent.

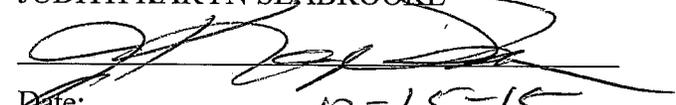
5. Defendant agrees that this Court will retain jurisdiction over this matter for the purpose of enforcement of this Stipulation and Consent.

6. Defendant understands that Plaintiff will take action against her as authorized by law including, but not limited to, an enforcement action under the Act, for her failure to comply with the terms of this Stipulation and Consent in any material respect.

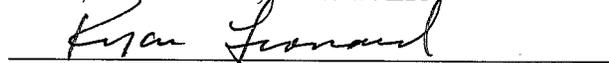
7. Defendant further agrees to release and indemnify Receiver and the Plaintiff from and against and all liability, claims and loss of any kind whatsoever relating to or arising out of any acts or omissions of the Receiver and/or the Plaintiff in these proceedings or involving the Receivership estate.

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

JUDITH KARYN SEABROOKE

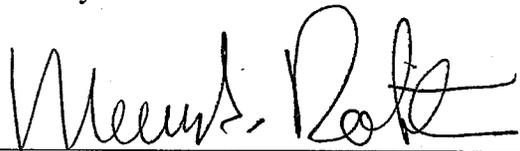

Date: 12-15-15

RYAN LEONARD, RECEIVER


Date: 12-18-15

APPROVED:


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*(Stipulation and Consent
of Judith Karyn Scarborough)*