

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN DISTRICT COURT
OKLAHOMA COUNTY

AUG 11 2014

TIM RHODES
COURT CLERK

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Oklahoma Department of Securities)
ex rel. Irving L. Faught, Administrator,)
)
Plaintiff,)
)
v.)
)
Seabrooke Investments LLC, an Oklahoma)
limited liability company;)
Seabrooke Realty LLC, an Oklahoma)
limited liability company;)
Oakbrooke Homes LLC, an Oklahoma)
limited liability company;)
Bricktown Capital LLC, an Oklahoma)
limited liability company;)
KAT Properties LLC, an Oklahoma)
limited liability company;)
Cherry Hill LLC, an Oklahoma limited liability)
company doing business as Cherry Hill Apartments;))
Tom W. Seabrooke, individually and as trustee of)
Tom Seabrooke 2007 Revocable Trust and)
J. Karyn Seabrooke 2007 Revocable Trust; and)
Judith Karyn Seabrooke, individually and as trustee)
of Tom Seabrooke 2007 Revocable Trust and)
J. Karyn Seabrooke 2007 Revocable Trust,)
)
Defendants.)

Case No.

CJ = 2014 - 4515

**TEMPORARY RESTRAINING ORDER, ORDER APPOINTING RECEIVER,
ORDER FREEZING ASSETS AND ORDER FOR ACCOUNTING**

This matter came on for hearing this 11th day of August, 2014, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon Plaintiff's verified *Petition for Permanent Injunction and Other Relief* ("Verified Petition") and *Application for Temporary Restraining Order, Order Freezing Assets, Order Appointing Receiver, Order for Accounting and Temporary Injunction* ("Application"), filed pursuant to the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).

It appears to this Court from the facts alleged in Plaintiff's Verified Petition and Application that Plaintiff is entitled to the relief requested. It further appears that there is a justifiable basis to believe Defendants have violated registration and fraud provisions of the Act, a reasonable likelihood of future violations by Defendants, a clear threat of immediate and irreparable injury, and a concern that Defendants will dissipate their assets to the detriment of Plaintiff and investors.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants, their agents, servants, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile, email or otherwise, are, until further notice of this Court, restrained from transacting business in or from this state as an issuer, issuer agent, broker-dealer, or broker-dealer agent or otherwise offering or selling any security in or from this state.

IT IS FURTHER ORDERED that Defendants, their agents, servants, employees, attorneys, and those persons in active concert or participation with them, are prohibited from tampering with, mutilating, altering, erasing, concealing, removing, destroying or otherwise disposing of any and all books, records, documents, files, correspondence, computer disks, tapes or other data recordings of any type, pertaining to or referring to Defendants and/or the Investment Notes and Investment Agreements, or any other financial transactions by Defendants or to which Defendants were parties;

IT IS FURTHER ORDERED that, pending determination on the issuance of a temporary injunction, the assets of Defendants are hereby frozen. The assets of Defendants include funds, securities and properties, real and personal, tangible and intangible, of whatever kind and description, and wherever situated, held by or under the direct or indirect control of Defendants,

whether held in the name of Defendants for the direct or indirect beneficial interest of any Defendant, in whatever form such assets may presently exist (“Assets”). Defendants, their agents, servants, employees, attorneys, and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile, email, or otherwise, are, until further notice of this Court, restrained from withdrawing, transferring, assigning, pledging, selling or otherwise disposing of Assets. All banks, brokerage firms or other financial institutions, and other persons or entities holding Assets, which receive actual notice of this Order by personal service, facsimile, email, or otherwise, shall hold and retain such Assets within their control and prohibit the withdrawal, transfer, assignment, pledge, sale or other disposal of any such Assets.

IT IS FURTHER ORDERED that Ryan Leonard (“Receiver”) be appointed as Receiver for Defendants. The Receiver is given directions and authority to accomplish the following with regard to Defendants:

1. to take immediate custody, possession and control of any and all Assets, as well as any records or documents relating in any way to the Assets;
2. to manage the business activities of Defendants, their affiliates, subsidiaries, and any related entities; and to conserve, hold and protect the Assets, pending further action by this Court;
3. to retain or dismiss any employee of the Defendants as may be advisable or necessary, including any individual Defendant, from control of, management of, or participation in the affairs of, or from the premises of the Defendants;

4. to receive and collect any and all sums of money due or owing to the Defendants whether the same are due or shall hereinafter become due and payable; and to make such payments and disbursements as may be necessary and advisable for the preservation of the Assets and as may be necessary and advisable in discharging his duties as Receiver;

5. to retain and employ attorneys, accountants, computer consultants and other persons as may be advisable or necessary to exercise the duties of the Receiver. The Receiver may immediately retain or employ such persons, and compensate such persons, all subject to application to and approval by the Court;

The Court authorizes the temporary appointment of counsel and an accountant to immediately assist the Receiver (PJP).

6. to open and inspect any and all mail or deliveries addressed to Defendants to determine if same relate to the existence, location, identity or collection, preservation, maintenance or operation of the Assets, and to notify the United States Postal Service to effect the forward delivery of any mail addressed to Defendants to a mail depository under the control of the Receiver;

7. to institute, prosecute and defend, compromise, adjust, intervene in or become party to such actions or proceedings in any state court, federal court, or United States bankruptcy court as may, in the Receiver's opinion, be necessary or proper for the protection, maintenance, or preservation of the Assets, or the carrying out of the terms of this Order, and likewise to defend, compromise, adjust, or otherwise dispose of any or all actions or proceedings now pending in any court by or against Defendants where such prosecution, defense, or other disposition of such actions or proceedings is, in the judgment of the Receiver, advisable or proper for the protection of the Assets; and

8. to exercise those powers necessary to implement the orders and directives of this Court.

IT IS FURTHER ORDERED that the Receiver is hereby authorized, without breaching the peace, to enter and secure any premises, wherever located or situated, in order to take possession, custody or control of, or to identify the location or existence of, any Assets. The Oklahoma County Sheriff shall assist the Receiver, as is necessary, to enter and secure such premises.

IT IS FURTHER ORDERED that the Receiver may apply to the Court for compensation, from time to time, in a reasonable sum to be determined by the Court and from such sources as approved by the Court and for reimbursement of reasonable expenses incurred in connection with his duties as Receiver. The Receiver's hourly fee shall be billed at the rate of \$ 215 per hour, which rate shall not be increased without order of the Court. The fees and expenses of the Receiver shall have priority over any other claims made against the Defendants. The Receiver shall not be required to post a bond. The Oklahoma Department of Securities and the Defendants shall have the authority to seek removal of the Receiver for cause and upon approval of this Court.

IT IS FURTHER ORDERED that all persons and entities, their subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, and further including any banks or financial institutions, who receive actual notice of this Order, by personal service, facsimile transmission or otherwise, shall promptly deliver and surrender to the Receiver:

1. all Assets in the possession of or under the control of any one or more of them;
 2. all assets belong to members of the public now held by Defendants;
 3. all books and records of any kind pertaining or belonging to Defendants;
- and
4. all items and information necessary to access the Assets and books and records including, but not limited to, keys, passwords, and security codes.

IT IS FURTHER ORDERED that all persons and entities, their subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, and further including any banks or financial institutions, wherever chartered or located, who receive actual notice of this Order, by personal service, facsimile transmission or otherwise, fully cooperate with and assist the Receiver and that they take no action, directly or indirectly, to hinder or obstruct the Receiver 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.

IT IS FURTHER ORDERED that, except by leave of Court during the pendency of this Order, all creditors and other persons seeking money, damages, or other relief from Defendants, and all others acting on behalf of any such creditor or other persons, including sheriffs, marshals, and other officers and their deputies, and their respective attorneys, servants, agents, and employees, are hereby stayed and restrained from doing any act or thing whatsoever to interfere with the Receiver or to the possession of or management by the Receiver of the Assets or in any way to interfere with said Receiver, or to interfere in any manner during the pendency of this proceeding with the exclusive jurisdiction of this Court over the Defendants. This Order shall

not stay or restrain any pending or future action whatsoever by any government agency or any representative on behalf of any government.

IT IS FURTHER ORDERED that Defendants and Receiver allow representatives of the Oklahoma Department of Securities access to any and all documents relating to the sales of interests in the Investment Notes and Investment Agreements and the business of Defendants, their subsidiaries, officers, directors, agents, servants, employees, assigns, attorneys and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, including, but not limited to, books, records, tapes, discs, accounting data, checks, correspondence, forms, advertisements, brochures, manuals, electronically stored data, bank records, customer and investor lists, customer and investor files, telephone records, ledgers, payroll records, to include such information stored in computer maintained form.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction over this matter and Defendants for all purposes.

IT IS FURTHER ORDERED that a hearing is hereby set at 1:30 p.m. on the 19th day of August, 2014, before the Honorable Patricia Parrish of the Oklahoma County District Court, Oklahoma County Courthouse, Oklahoma City, Oklahoma, at which time the Defendants may seek the dissolution of this Temporary Restraining Order and the Plaintiff may seek a temporary injunction and other equitable relief.

THIS ORDER IS ENTERED this 11th day of August, 2014, at 1:45 p.m.

PATRICIA G. PARRISH

DISTRICT COURT JUDGE

I, TIM RHODES, Court Clerk for Oklahoma County, Oklahoma, certify that the foregoing is a true, correct and complete copy of the instrument as appears of record in the District Court Clerk's Office of Oklahoma County, Oklahoma, this _____ day of _____, 2014.

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By T. Rhodes Deputy
TIM RHODES, Court Clerk

APPROVED

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