

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

William D. McKeever (CRD 2243382),

Respondent.

ODS File No. 12-091

CONSENT ORDER

Pursuant to Section 1-602(A) of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), and 660:2-7-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities ("Administrator"), Okla. Admin. Code §§ 660:1-1-1 through 660:25-7-1 ("Rules"), the Department conducted an investigation regarding certain broker-dealer agent activities of William D. McKeever ("McKeever") in connection with his late client, Phyllis C. Stanton.

In order to resolve this matter expeditiously, McKeever and the Administrator (collectively, the "Parties") voluntarily executed the Agreement attached hereto as "Exhibit A" and incorporated herein by reference ("Agreement").

Wherefore, the Parties stipulate and agree to the following findings of fact and conclusions of law:

1. Through the execution of the Agreement, McKeever consents to the entry of this *Consent Order*;
2. McKeever intentionally and purposefully failed to report his bankruptcy, filed on May 17, 2005, on his Financial Industry Regulatory Authority's Uniform Application for Securities Industry Registration or Transfer Form ("Form U-4"), in violation of Section 1-406 of the Act.
3. McKeever intentionally and purposefully failed to report two criminal felony charges filed against him (cases CF-2010-1426 and CF-2010-1890 filed in the District Court in and for Tulsa County, Oklahoma, with a count of "Actual Physical Control of Vehicle While Intoxicated" and a count of "DUI Alcohol – Second Offense (Municipal Arrest)", respectively) on his Form U-4, in violation of Section 1-406 of the Act.
4. It is in the public interest for the Administrator to issue this *Consent Order*; and
5. The Administrator is authorized by law to issue this *Consent Order*.

NOW THEREFORE, IT IS HEREBY ORDERED, pursuant to Section 1-411 of the Act, Rule 650:2-5-3 and Paragraph No. 2 of the Agreement, that any future registration by McKeever under the Act is conditioned upon McKeever's compliance with the Agreement.

WITNESS my Hand and the Official Seal of the Oklahoma Department of Securities this 31st day of October, 2012.

(SEAL)

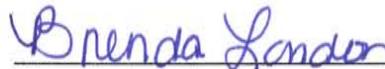


IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 1st day of November, 2012 a true and correct copy of the above and foregoing *Consent Order* was mailed by U.S. Mail, with postage prepaid thereon, addressed to:

Spencer F. Smith
McAfee & Taft
211 N. Robinson, Ste. 1000
Two Leadership Square, 10th Fl.
Oklahoma City, OK 73102



Brenda London, Paralegal

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In the Matter of:

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Respondent.

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AGREEMENT

THIS AGREEMENT is entered into between William D. McKeever ("McKeever") and the Administrator ("Administrator") of the Oklahoma Department of Securities ("Department") (collectively, the "Parties") as of the Effective Date set forth below.

Pursuant to Section 1-602(A) of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), and 660:2-7-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities ("Rules"), Okla. Admin. Code §§ 660:1-1-1 through 660:25-7-1, the Department conducted an investigation regarding certain broker-dealer agent activities of William D. McKeever ("McKeever") in connection with his late client, Phyllis C. Stanton.

Based upon the Department's investigation and in order to expeditiously resolve this matter, McKeever voluntarily enters into this Agreement. In addition, McKeever voluntarily waives his right to a hearing and any right to appeal as provided by the Act, the Rules, and the Oklahoma Administrative Procedures Act.

The undersigned Parties hereto agree as follows:

1. **Jurisdiction.** The Administrator has jurisdiction over McKeever and the subject matter of this action.
2. **Consent Order.** The Administrator will issue a consent order relating to McKeever in the form attached hereto as "Attachment A" ("Consent Order").
3. **Examination.** McKeever will take, and pass, the Uniform Combined State Law Examination, known as the "Series 66", administered by the Financial Industry Regulatory Authority.
4. **Conditional Registration.** Any future registration by McKeever under the Act is conditioned upon McKeever's compliance with Paragraph No. 3 of this Agreement in addition to all other requirements under law.

5. **Public Record.** McKeever acknowledges and understands that this Agreement and the Consent Order are public records that will be available for public examination, pursuant to Section 1-607 of the Act.

6. **No Coercion.** McKeever enters into this Agreement voluntarily and without any duress, undue influence, or coercion by the Administrator, any employee of the Department, or any member of the Oklahoma Securities Commission.

7. **Consideration.** In consideration for this Agreement, the Administrator shall not take further action against McKeever in connection with the findings of fact and conclusions of law contained in the Consent Order, except as provided in Paragraph Nos. 8 and 10 below.

8. **Failure to Comply.** McKeever waives his right to a hearing and/or any appeal in connection with any order issued based on McKeever's failure to comply with any part of the Agreement.

9. **Entire Agreement.** This writing constitutes the entire agreement of the Parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the Parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the Parties hereto.

10. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against McKeever, the Administrator may assist in such action as authorized by law.

11. **Applicability.** This Agreement applies only to the activities of McKeever in connection with the findings of fact and conclusions of law contained in the Consent Order and only to McKeever and to no others. It is further agreed that the execution of this Agreement does not mean that the Administrator has passed in any way upon the merits or qualifications of, or recommended or given approval to, the transactions or activities to which it relates or any future securities transactions.

12. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date and year set forth below their signatures hereto.

WILLIAM D. MCKEEVER

By: William D. McKeever

Title: n/a

Date: October 30, 2012

OKLAHOMA DEPARTMENT OF SECURITIES

By: Irving L. Faught
Irving L. Faught, Administrator

Date: October 31, 2012

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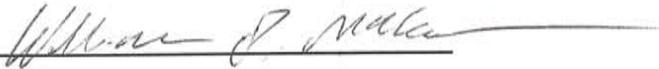
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WILLIAM D. MCKEEVER

By: 

Title: n/a

Date: October 30, 2012

OKLAHOMA DEPARTMENT OF SECURITIES

By: 
Irving L. Faught, Administrator

Date: October 31, 2012

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WITNESS my Hand and the Official Seal of the Oklahoma Department of Securities this ___ day of October, 2012.

(SEAL)

IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES