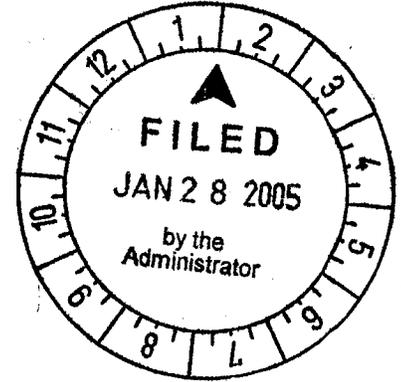


OKLAHOMA DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Harold A. Katersky

ODS File No. 02-199

AGREEMENT

The Oklahoma Department of Securities ("Department") conducted an investigation into the activities of Harold A. Katersky ("Katersky"), pursuant to Section 405 of the Oklahoma Securities Act ("Act"), Okla. Stat. tit. 71, §§1-413, 501, 701-703 (2001 and Supp 2003), concerning possible violations of the Act.

As a result of the investigation, the Department filed a Petition for Permanent Injunction and Other Equitable Relief in *Oklahoma Department of Securities, ex rel. Irving L. Faught, Administrator, v. Trade Partners, Inc., et al.*, Case Number CJ-2004-6295, in the District Court of Oklahoma County, State of Oklahoma ("Petition" or "Action").

In its Petition, the Department alleged that Katersky offered and sold unregistered securities in and/or from the state of Oklahoma to investors ("Investors"), in violation of Section 301 of the Act. The Department also alleged that Katersky did not register to transact business in this state as an issuer agent or employed unregistered agents, thereby operating in violation of Section 201 of the Act. The Department alleged that Katersky in connection with the offer, sale or purchase of securities, made untrue statements of material fact, omitted to state material facts, and engaged in an act, practice, or course of business that operated as a fraud or deceit upon Investors, in violation of Section 101 of the Act. Finally, the Department alleged that Katersky unlawfully distributed sales literature in connection with the offer and sale of securities in violation of Section 402 of the Act.

Katersky, preserving his objection to in personam jurisdiction and without admitting or denying any violation of the Act, desires to settle this matter expeditiously and in a manner consistent with the purposes fairly intended by the policies and provisions of the Act.

The undersigned parties hereto agree as follows:

1. **Compliance with the Successor Act.** Katersky agrees to comply with all provisions of the Oklahoma Uniform Securities Act of 2004 ("Successor Act"), Okla. Stat. tit. 71 §§ 1-101 through 1-701 (Supp. 2003), and the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities ("Rules") in connection with any securities transaction effected in and/or from the state of Oklahoma.

2. **Registration.** Katersky agrees not to offer and/or sell any security in and/or from

the state of Oklahoma until such time as the security is registered under the Successor Act or otherwise qualifies for an exemption from the registration provisions of the Successor Act.

3. **Cooperation.** Katersky agrees to cooperate with the Department in *Oklahoma Department of Securities, ex rel. Irving L. Faught, Administrator, v. Trade Partners, Inc., et al.*, Case Number CJ-2004-6295, by providing non-privileged documents in his possession, information and/or testimony, if requested by the Department, regarding allegations made in the Petition against the other named Defendants.

4. **Consideration.** In consideration for the agreements set forth above, the Administrator acknowledges that the temporary restraining order heretofore issued in this Action is no longer of any legal force and effect against Katersky, and agrees to withdraw its request in this Action for a temporary and permanent injunction, and agrees to dismiss the Petition against Katersky, with prejudice to the refiling thereof, and to comply with the provisions set forth below.

5. **Binding Effect.** This Agreement shall be binding upon and inure to the benefit of each party hereto and their respective successors and permitted assigns. The parties agree that all agreements and restrictions made herein shall apply to all future associations Katersky may have with other broker-dealers. Katersky will provide a copy of this Agreement to all broker-dealers with whom he is or will hereafter be affiliated in transactions in and/or from the state of Oklahoma. Except as provided herein, nothing in this Agreement, express or implied, is intended or shall be construed to give to any other person other than the parties hereto, any right, remedy or claim under or by reason of this Agreement, nor shall it be applied to establish any fact, or to preclude any issue, or to estop Katersky from making any claim or defense in any separate action.

6. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority; provided, however, the Administrator agrees not to recommend or to make any criminal referral to any agency or authority. In the event any other agency or authority commences an action in connection with any information obtained by the Administrator against Katersky, the Administrator may assist in such actions as authorized by law. 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 to which it relates.

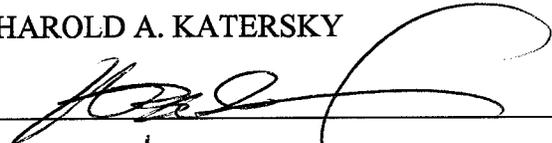
7. **Entire Agreement; Amendment.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this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

8. **Effective Date and Term.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto. This Agreement shall expire on December 31, 2006.

9. **Applicability.** This Agreement applies only to the activities of Katersky and to no others.

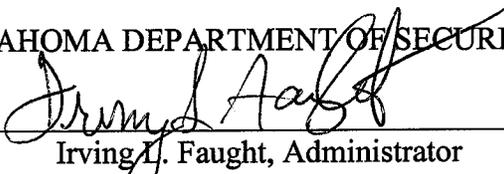
IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signature hereto.

HAROLD A. KATERSKY



Date: January 21, 2005

OKLAHOMA DEPARTMENT OF SECURITIES:

By: 

Irving L. Faught, Administrator

Date: 1/28/05