

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



In the Matter of:

Pentecost Capital Management, Inc. (CRD #106078) and
Claude Daniel Pentecost (CRD #1066678),

Respondents.

ODS File 15-030

ORDER

The Administrator of the Oklahoma Department of Securities issues this Order against Pentecost Capital Management, Inc. ("PCM") and Claude Daniel Pentecost (collectively, "Respondents") pursuant to Section 1-411 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), Rule 660:2-5-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (as adopted effective August 1, 2013), and the Agreement among Respondents and the Administrator that is attached hereto and incorporated herein by reference.

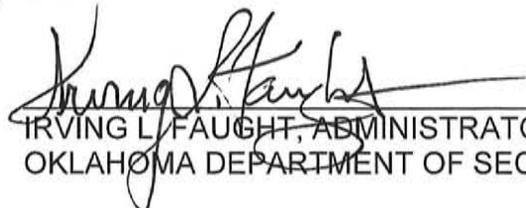
The Findings of Fact and Conclusions of Law contained in the Enforcement Division Recommendation filed on June 10, 2015, are incorporated herein by reference. In addition, the Administrator finds that Respondents have finished updating PCM's financial records and have prepared financial statements for the years 2013 through 2015, year-to-date, since the filing of the Enforcement Division Recommendation.

IT IS HEREBY ORDERED that PCM's registration under the Act as an investment adviser is conditioned, for a period of two years from the issuance of this Order, upon the Department's receipt of PCM's trial balances within twenty business days after the end of each month.

IT IS FURTHER ORDERED that Respondents pay a civil penalty in the amount of \$5,000 to the Department's Investor Education Revolving Fund within sixty (60) days from the issuance of this Order.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 10th day of September, 2015.

(SEAL)


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

CERTIFICATE OF SERVICE

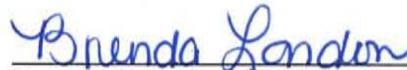
The undersigned hereby certifies that on the 10th day of September, 2015, a true and correct copy of the above and foregoing *Order* was mailed by certified mail, return receipt requested, with postage prepaid thereon, addressed to:

C. Dan Pentecost
President and CEO
Pentecost Capital Management, Inc.
1909 West C Street
Jenks, OK 74037

The undersigned also hereby certifies that on the same date, a true and correct copy of the above and foregoing *Order* was mailed by first class mail, with postage prepaid thereon, addressed to:

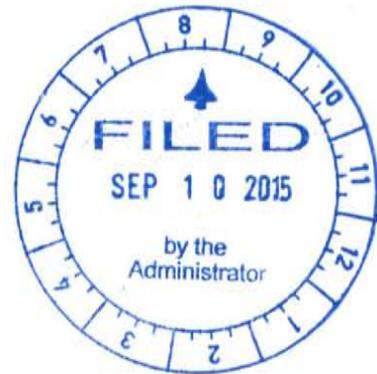
Robert V. Seacat, Esq.
Seacat Law
4725 East 91st Street, Suite 200
Tulsa, OK 74137-2849

Attorney for Respondent



Brenda London, Paralegal

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ODS File 15-030

AGREEMENT

THIS AGREEMENT is entered into between and among Pentecost Capital Management, Inc. ("PCM"), Claude Daniel Pentecost, and the Administrator of the Oklahoma Department of Securities ("Department") (collectively, "Parties"), as of the Effective Date set forth below.

On June 10, 2015, an Enforcement Division Recommendation ("Recommendation") was submitted to the Administrator of the Department in support of the imposition of sanctions on Respondents pursuant to Section 1-411 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011). Respondents have filed an answer to the Recommendation but are not requesting a hearing on its merits.

Since the filing of the Recommendation, Respondents have finished updating PCM's financial records and have prepared financial statements for the years 2013 through 2015, year-to-date.

Respondents desire to expeditiously resolve this matter without the adjudication of any issue of law or fact and thus execute this Agreement as indicated below.

NOW THEREFORE, the Parties hereto agree as follows:

1. **Jurisdiction.** The Administrator has jurisdiction over Respondents and the subject matter of this Agreement.
2. **Order.** The Administrator will issue a final order in the form attached hereto as "Exhibit A." Respondents waive all rights to appeal the Order.
3. **Submission of Trial Balances.** For a period of two years from the issuance of the Order, Respondents will submit PCM's trial balances to the Enforcement Division of the Department within twenty (20) business

days after the end of each month.

4. **Civil Penalty.** Within sixty (60) days of the issuance of the Order, Respondents, together, will pay a civil penalty in the amount of \$5,000 to the Department's Investor Education Revolving Fund.

5. **No Coercion.** Respondents enter 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.

6. **Public Record.** This Agreement is a public record and will be available for public examination, pursuant to Section 1-607 of the Act.

7. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Respondents in connection with the Recommendation, except as provided for in paragraphs 8 and 9 below.

8. **Failure to Comply.** If Respondents fail to comply with this Agreement and/or the Order to be issued pursuant to paragraph 2 above, the Administrator may, in his discretion and without prior notice to Respondents or opportunity for hearing, issue an order suspending Respondents' registrations under the Act until Respondents have completed the requirements of the Agreement and/or Order, and/or may take any other action authorized by law.

9. **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 Respondents, the Administrator may assist in such action as authorized by law.

10. **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.

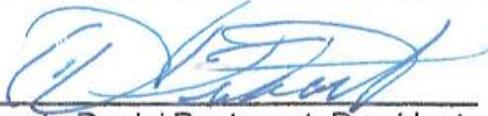
11. **Applicability.** This Agreement applies only to the activities of Respondents, and to no others. It is further agreed that the execution of this Agreement does not mean that the Administrator has approved, condoned or passed in any way upon the merits or qualifications of, or recommended, the transactions 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.

PENTECOST CAPITAL MANAGEMENT, INC.

By: 
Claude Daniel Pentecost, President

Date: 8/23/2015

CLAUDE DANIEL PENTECOST



Date: 8/23/2015

OKLAHOMA DEPARTMENT OF SECURITIES

By: 
Irving L. Faught, Administrator

Date: September 10, 2015

**STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
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Witness my Hand and the Official Seal of the Oklahoma Department of Securities this ____ day of _____, 2015.

(SEAL)

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

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

7000 0520 0022 7149 2155

Order Agmt 15-030 TB

Postage	\$ 48
Certified Fee	345
Return Receipt Fee (Endorsement Required)	280
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.73

9/10/15

Postmark
Here

C. Dan Pentecost
President and CEO
Pentecost Capital Management, Inc.
1909 West C Street
Jenks, OK 74037

by mailer)

for Instructions