

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



In the Matter of:

John Johanning, Inc., and
John Arnold Johanning,

Respondents.

ODS File 15-061

AGREEMENT

THIS AGREEMENT is entered into by John Johanning, Inc., and John Arnold Johanning ("Respondents") and the Administrator of the Oklahoma Department of Securities ("Department") (collectively, "Parties"), as of the Effective Date set forth below.

On May 27, 2015, the Administrator of the Department issued an Order to Cease and Desist and Notice of Opportunity for Hearing in this matter. The grounds for the Order to Cease and Desist were the conclusions of law that a) John Johanning, Inc., is transacting business in this state as an unregistered investment adviser in violation of Section 1-403 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), and b) John Arnold Johanning is transacting business in this state as an unregistered investment adviser representative in violation of Section 1-404 of the Act. Respondents have not filed an answer or requested a hearing in this matter.

The Parties hereto agree as follows:

1. **Jurisdiction.** The Administrator has jurisdiction over Respondents and the subject matter of this Agreement.
2. **Final Order.** Respondents consent to the entry of a Final Order in the form attached hereto as "Exhibit A" and agree to discontinue all investment advisory functions to governmental entities and any other client.
3. **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.
4. **Public Record.** Respondents acknowledge and understand that this Agreement is a public record and will be available for public

examination, pursuant to Section 1-607 of the Act.

5. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Respondents on the basis of the Findings of Fact contained in the Order to Cease and Desist, except as provided below in paragraphs 6 and 7.

6. **Failure to Comply.** If Respondents fail to comply with the Final Order, the Administrator may take any action authorized by law.

7. **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.

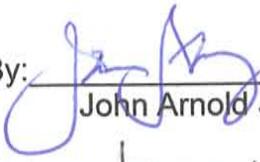
8. **Entire Agreement.** This writing constitutes the entire agreement of the Parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the Parties. No supplement, modification or amendment to this Agreement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

9. **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.

10. **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.

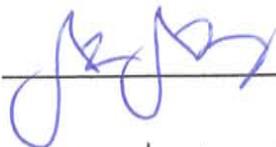
IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date and year set forth below their signatures hereto.

JOHN JOHANNING, INC.

By:  _____
John Arnold Johanning

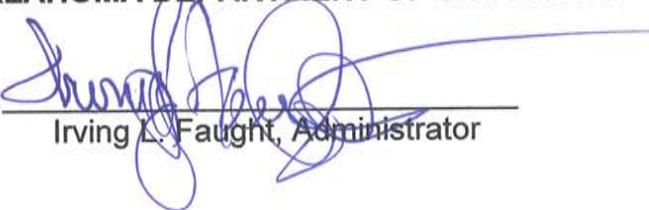
Date: June 16, 2015

JOHN ARNOLD JOHANNING

 _____

Date: June 16, 2015

OKLAHOMA DEPARTMENT OF SECURITIES

By:  _____
Irving L. Faught, Administrator

Date: June 19, 2015

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

In the Matter of:

John Johanning, Inc., and
John Arnold Johanning,

Respondents.

ODS File 15-061

FINAL ORDER

The Administrator of the Oklahoma Department of Securities ("Department") issues this Final Order against John Johanning, Inc., and John Arnold Johanning (collectively, "Respondents") pursuant to Section 1-604 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).

On May 27, 2015, the Administrator of the Department issued the attached Order to Cease and Desist and Notice of Opportunity for Hearing that is incorporated herein by reference.

In an Agreement dated June ____, 2015, Respondents consented to the entry of this Final Order in lieu of filing an answer or requesting a hearing.

IT IS HEREBY ORDERED that, pursuant to Section 1-604 of the Act, the Order to Cease and Desist issued against Respondents on May 27, 2015, is final by operation of law.

IT IS FURTHER ORDERED that Respondents, jointly and severally, pay a civil penalty in the amount of \$7,000 to the Department within thirty (30) days of the issuance of this Final Order.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this ____ day of June, 2015.

(SEAL)

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

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the ____ day of June, 2015, a true and correct copy of the above and foregoing Final Order was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

John Johanning, Inc.
4200 Perimeter Center Dr., Ste. 245
Oklahoma City, OK 73112-2322

John A. Johanning
1613 N. McMillan Ave.
Oklahoma City, OK 73127-3020

The undersigned also hereby certifies that on the ____ day of June, 2015, a true and correct copy of the above and foregoing Final Order was mailed by first class mail, with postage prepaid thereon, addressed to:

David A. Davis
Attorney at Law
4312 N. Classen Blvd.
Oklahoma City, OK 73118
Counsel for Respondent

Brenda London, Paralegal