

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

MAR 28 2011

PATRICIA FREELLY, COURT CLERK
By _____
DEPUTY

Oklahoma Department of Securities)
<i>ex rel.</i> Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Robert E. Tucker, and)
Keystone Equity Group, Inc.,)
)
Defendants.)

Case No. CJ-2010-2525

STIPULATION AND CONSENT TO FINAL ORDER

Defendants, Robert E. Tucker and Keystone Equity Group, Inc. (collectively, "Defendants"), hereby stipulate to the following:

1. Plaintiff, Oklahoma Department of Securities (the "Department"), is the proper party to bring this action seeking the relief requested in the *Petition for Permanent Injunction* ("Petition") filed in this matter.
2. Defendants are subject to the jurisdiction of this Court; this Court has subject matter jurisdiction of this action; and venue is proper in Oklahoma County.
3. Beginning in at least 2008, at least eight investors ("Investors"), including an Oklahoma resident, paid Defendants commitment fees ("Fees") totaling over \$160,000 pursuant to a contractual obligation set forth in "Commitment Letters to Fund" ("Commitment Letters") entered by the Investors in anticipation of Defendants funding loans of up to \$550,000,000 to the Investors. Investors sought the loans to fund various endeavors including, but not limited to, church renovations, construction projects and other investment opportunities.

4. The Commitment Letters are securities in the nature of evidences of indebtedness under Section 1-102 of the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2009).

5. Defendants enter this *Stipulation and Consent to Final Order* (“Stipulation and Consent”) without admitting or denying any allegations in the Petition, except as stipulated above.

Defendants hereby undertake as follows:

1. Defendants consent to the entry of the Final Order, Judgment and Permanent Injunction against Defendants (“Final Order”), in the form attached hereto as “Exhibit A to Stipulation”.

2. Defendants agree not to transact business in and/or from the state of Oklahoma as an agent, issuer, broker-dealer, investment adviser and/or investment adviser representative, as defined in the Act, or otherwise engage in the offer and/or sale of securities in and/or from the state of Oklahoma.

3. Defendants agree to, jointly and severally, pay a civil penalty in the amount of \$20,000, to Oklahoma’s investor education program within thirty (30) days of the entry of the Final Order. The civil penalty shall be paid by money order or cashier’s check payable to the “Oklahoma Department of Securities Investor Education Revolving Fund” and shall be mailed or hand-delivered to the Oklahoma Department of Securities, 120 North Robinson, Suite 860, Oklahoma City, Oklahoma 73102, on or before the date it is due.

4. Defendants state that this Stipulation and Consent is entered into voluntarily and that no threat or promise of immunity of any kind has been made by the Administrator of the

Department, any employee of the Department, or any member of the Oklahoma Securities Commission, to induce Defendants to enter into this Stipulation and Consent.

5. Defendants agree that the provisions of this Stipulation and Consent shall be incorporated by reference into the Final Order as though set forth in full therein.

6. Defendants waive any right to appeal the Final Order.

7. Defendants agree that this Court will retain jurisdiction over this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

8. Defendants understand that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendants' failure to comply with the terms of the Final Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

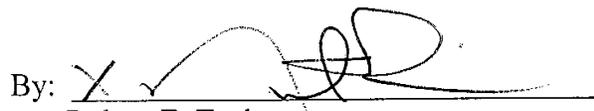
9. Defendants agree to the presentation of this Stipulation and Consent and the Final Order to the Court to be entered without further notice to Defendants.

IN WITNESS WHEREOF, Defendants have executed this Stipulation and Consent as of the date and year set forth below the signature hereto.

ROBERT E. TUCKER, INDIVIDUALLY


Date: 3-26 11

KEYSTONE EQUITY GROUP, INC.

By: 
Robert E. Tucker
Date: 3-26 11

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
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Plaintiff,)
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v.)
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Robert E. Tucker, and)
Keystone Equity Group, Inc.,)
)
Defendants.)

Case No. CJ-2010-2525

FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION

On this ____ day of March, 2011, this matter came before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, for entry by consent of this *Final Order, Judgment and Permanent Injunction* (“Final Order”). After a review of the pleadings and Defendants’ *Stipulation and Consent to Final Order* (“Stipulation and Consent”), this Court finds:

On March 25, 2010, Plaintiff filed a petition alleging that Defendants engaged in violations of the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2009), in connection with the offer and/or sale of securities in and/or from Oklahoma. Defendants executed the Stipulation and Consent attached hereto as “Exhibit A to Order” and made a part hereof. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this Final Order.

Based on the pleadings and execution of the Stipulation and Consent, this Final Order should be entered, and therefore:

EXHIBIT
A
To Stipulation

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendants are permanently enjoined from transacting business in and/or from the state of Oklahoma as an agent, issuer, broker-dealer, investment adviser and/or investment adviser representative, as defined in the Act, or otherwise engaging in the offer and/or sale of securities in and/or from the state of Oklahoma.

IT IS FURTHER ORDERED that Defendants, jointly and severally, pay a civil penalty in the amount of \$20,000, to Oklahoma's investor education program within ~~thirty (30)~~ *forty five (45) days* of the entry of the Final Order. The civil penalty shall be paid by money order or cashier's check payable to the "Oklahoma Department of Securities Investor Education Revolving Fund" and shall be mailed or hand-delivered to Oklahoma Department of Securities, 120 North Robinson, Suite 860, Oklahoma City, Oklahoma 73102, on or before the date it is due.

IT IS SO ORDERED.

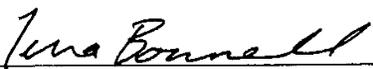
Dated this ____ day of March, 2011.

JUDGE OF THE DISTRICT COURT

Approved:



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Attorneys for Plaintiffs

CERTIFICATE OF MAILING

The undersigned certifies that on the 28th day of March, 2011, a true and correct copy of the foregoing ~~Final Order, Judgment, and Permanent Injunction, with the Stipulation and Consent to Final Order attached,~~ was mailed to:

Gerald J. Lovoi, Esq.
616 S. Boston, Ste. 403
Tulsa, OK 74119
Attorney for Defendants



Terra Shamas Bonnell