

**FILED IN DISTRICT COURT**  
**OKLAHOMA COUNTY**

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

OCT 24 2016

**RICK WARREN**  
**COURT CLERK**  
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Oklahoma Department of Securities )  
*ex rel.* Irving L. Faught, )  
Administrator, )  
 )  
Plaintiff, )  
 )  
v. )  
 )  
Andrew Wayne Naugher, )  
 )  
Defendants. )

Case No. **CJ - 2016 - 5 4 2 8**

**FINAL ORDER OF PERMANENT INJUNCTION**

On this 24th day of October, 2016, 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 of Permanent Injunction* (Order). After a review of the pleadings and the Agreement attached hereto as Exhibit 1 and made a part of this Order, this Court finds:

On ~~September~~ October 24th, 2016, Plaintiff filed a *Petition for Permanent Injunction and/or Other Equitable Relief* against Defendant Andrew Wayne Naugher in connection with the offer and/or sale of securities in and/or from the state of Oklahoma, pursuant to its authority under the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).

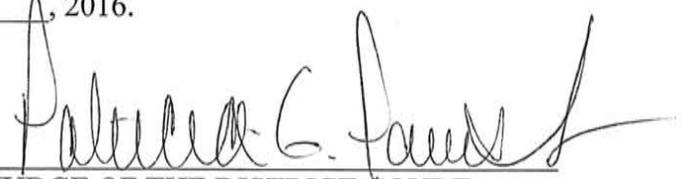
Plaintiff alleged that the instruments sold by Defendant were securities and that Defendant violated Sections 1-301, 1-402, and 1-501 of the Act.

IT IS HEREBY ORDERED that Defendant is permanently enjoined from, directly or indirectly, issuing, offering and/or selling any security, or transacting business

as an agent, broker-dealer, investment adviser and/or investment adviser representative as defined under the Act, in and/or from the State of Oklahoma.

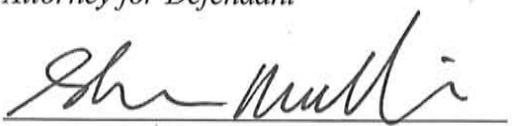
IT IS FURTHER ORDERED that the Court will retain jurisdiction of this matter for the purpose of enforcement of this Order.

Dated this 24<sup>th</sup> day of Oct, 2016.

  
JUDGE OF THE DISTRICT COURT

APPROVED AS TO FORM:

  
Paul D. Crocker (OBA #22115)  
Morrel Law, PLLC  
6846 S. Canton Avenue, Suite 200  
Tulsa, OK 74136  
Telephone: (918) 664-0800  
Facsimile: (918) 779-0846  
paul@law-office.com  
*Attorney for Defendant*

  
Shaun Mullins (OBA #16869)  
Gerri Kavanaugh (OBA #16732)  
Oklahoma Department of Securities  
240 North Robinson, Suite 400  
Oklahoma City, OK 73102  
Telephone: (405) 280-7700  
Facsimile: (405) 280-7742  
smullins@securities.ok.gov  
gkavanaugh@securities.ok.gov  
*Attorneys for Oklahoma Department of Securities*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 24<sup>th</sup> day of October, 2016, a true and correct copy of the above and foregoing *FINAL ORDER OF PERMANENT INJUNCTION* was mailed, with postage prepaid thereon, addressed to:

Paul D. Crocker (OBA #13888)  
Morrel & Morrel  
6846 S. Canton Avenue, Suite 200  
Tulsa, OK 74136-3400  
Telephone: (918) 664-0800  
Facsimile: (918) 663-1383  
paul@law-office.com  
*Attorney for Defendants*



~~Brenda London, Paralegal~~

*Shaun Mullins, Attorney*

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

Oklahoma Department of Securities	)	
<i>ex rel.</i> Irving L. Faught,	)	
Administrator,	)	
	)	
Plaintiff,	)	
	)	
v.	)	Case No.
	)	
Andrew Wayne Naugher,	)	
	)	
Defendant.	)	

**AGREEMENT**

Plaintiff, Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator, and Defendant Andrew Wayne Naugher agree as follows (Agreement):

1. Plaintiff is the proper party to bring this action seeking the relief requested in the *Petition for Permanent Injunction and/or other Equitable Relief* filed in this matter.
2. Defendant is subject to the jurisdiction of this Court and this Court has subject matter jurisdiction of this action.
3. Defendant consents to the entry of the *Final Order of Permanent Injunction* (Order), in the form attached hereto as Exhibit A.
4. Defendant states that this Agreement is entered into voluntarily and that no threat or promise of immunity of any kind has been made by the Administrator of the Oklahoma Department of Securities, any employee of the Oklahoma Department of Securities, or any member of the Oklahoma Securities Commission, to induce Defendant to enter into this Agreement.

**EXHIBIT**  
/

5. Defendant agrees that the provisions of this Agreement shall be incorporated by reference into the Order as though set forth in full therein.

6. Defendant waives any right to appeal the Order.

7. Defendant agrees that this Court will retain jurisdiction over this matter for the purpose of enforcement of the Order and this Agreement.

8. Defendant understands that Plaintiff will take action as authorized by law for Defendant's failure to comply with the terms of the Order and this Agreement in any material respect.

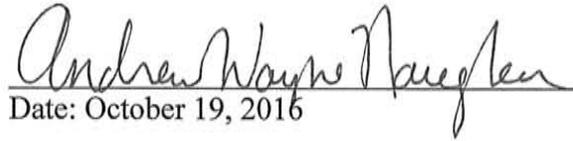
9. This Agreement and the Order represent a complete settlement of this matter. Plaintiff and Defendant agree not to take any action or to make or permit to be made public statements, directly or indirectly, beyond the facts and conclusions set forth in the Order, other than as required by the normal and routine functions of the Plaintiff. Plaintiff and Defendant specifically agree not to issue press releases or provide additional commentary beyond the terms of the Agreement and Order.

10. Defendant agrees to the presentation of this Agreement and the Order to the Court to be entered without further notice to Defendant.

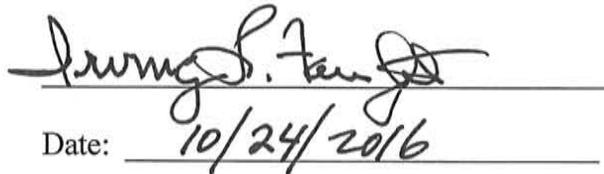
11. The Order serves as an adjudication of Plaintiff's claims under Sections 1-301, 1-402, and 1-501 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).

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

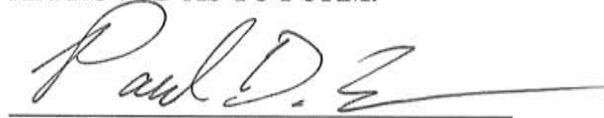
**Andrew Wayne Naugher**

  
Date: October 19, 2016

**Irving L. Faught, Administrator of the  
Oklahoma Department of Securities**

  
Date: 10/24/2016

APPROVED AS TO FORM:

  
Paul D. Crocker (OBA #22115)  
Morrel Law, PLLC  
6846 S. Canton Avenue, Suite 200  
Tulsa, OK 74136  
Telephone: (918) 664-0800  
Facsimile: (918) 779-0846  
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as an agent, broker-dealer, investment adviser and/or investment adviser representative as defined under the Act, in and/or from the state of Oklahoma.

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Dated this \_\_\_\_ day of \_\_\_\_\_, 2016.

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JUDGE OF THE DISTRICT COURT

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