

**BEFORE THE ARKANSAS SECURITIES COMMISSIONER**

**CASE NO. S-16-0050**

**ORDER NO. S-16-0050-16-CO01**

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ARKANSAS SECURITIES DEPT.

**IN THE MATTER OF:  
OKLAHOMA FINANCIAL, LLC**

**RESPONDENT**

**CONSENT ORDER**

This Consent Order is entered pursuant to the Arkansas Securities Act, codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509 (“Act”), the Rules of the Arkansas Securities Commissioner (“Rules”) promulgated under the Act and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. §§ 25-16-201 through 25-16-303 in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and Oklahoma Financial, LLC (“Oklahoma”) in full and final settlement of all claims that could be brought against Oklahoma by the Staff on the basis of the facts set forth herein.

Oklahoma admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing and consents to the entry of this order and agrees to abide by its terms. Oklahoma also agrees that entry of this order has no impact on its potential civil liability to Arkansas investors under Ark. Code Ann. § 23-42-106 for the violations detailed below.

**FINDINGS OF FACT**

1. Oklahoma is a limited liability company organized and operating under the laws of the State of Pennsylvania. Oklahoma issued a covered securities offering titled the Oklahoma Operating, LLC (“Oklahoma Operating”).

2. On July 22, 2011, agents or employees of Oklahoma made one sale of securities in Oklahoma Operating to an Arkansas resident. Oklahoma Operating has been closed for new sales for some time.

3. Oklahoma, acting on the advice of its counsel at that time, never filed a notice of sale of securities on United States Securities and Exchange Commission ("SEC") Form D with the Arkansas Securities Department ("Department") for the securities sold to the one Arkansas resident. In addition, Oklahoma never made any notice filing with the SEC concerning said securities offering.

4. Oklahoma fully cooperated with the Staff during the Staff's investigation of this matter.

#### APPLICABLE LAW

5. Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) state that with respect to any security that is a covered security under Section 18(b)(4)(E) of the Securities Act of 1933, the Commissioner, by rule or order, may require the issuer to file a notice on SEC Form D and a consent to service of process signed by the issuer no later than fifteen (15) days after the first sale of such covered security in this state.

#### CONCLUSIONS OF LAW

6. Oklahoma violated Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) of the Rules, when it sold securities it issued to one Arkansas resident as detailed in paragraphs two and three.

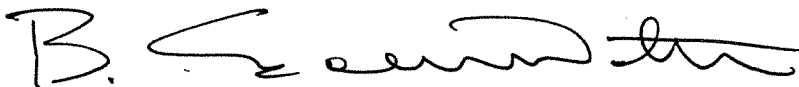
7. This Consent Order is not intended to indicate that Oklahoma should be subject to any statutory disqualification set forth in (a) the federal securities laws or regulations promulgated thereunder, (b) the rules and regulations of any self-regulatory organizations, or (c) various states' securities laws, including any disqualifications from relying upon exemptions from registration or

associated safe harbor provisions. The Staff and the Commissioner confirm that disqualification under 17 C.F.R. Section 230.506(d)(1)(iii)(B) should not arise as a consequence of this Consent Order.

8. Entry of this Order does not affect the potential civil liability of Oklahoma under Ark. Code Ann. § 23-42-106 for Arkansas investors in the offering.

ORDER

IT IS THEREFORE ORDERED that Oklahoma pay a fine in the amount of \$1,000.00 to the Department within 10 days of the entry of this order. In addition, Oklahoma is ordered to immediately stop offering and selling securities to Arkansas residents until all necessary filings are made with the SEC and the Department.

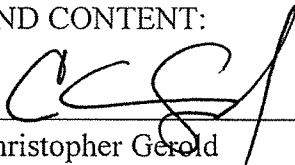


B. Edmond Waters  
Arkansas Securities Commissioner

6-3-16

Date

APPROVED AS TO FORM  
AND CONTENT:

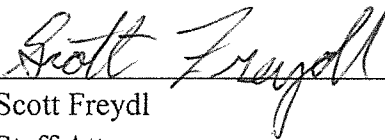


Christopher Gerold  
Attorney for the Respondent

6/2/16

Date

APPROVED AS TO FORM  
AND CONTENT:



Scott Freydl  
Staff Attorney

6/2/16

Date



ANTHONY CANTONE  
for Oklahoma Financial, LLC

5/26/16

Date