

STATE OF OKLAHOMA  
DEPARTMENT OF SECURITIES  
204 NORTH ROBINSON, SUITE 400  
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

David Lyle Armstrong, and  
Retirement Housing Management Corporation,

Respondents.

ODS File No. 14-024

**AGREEMENT**

**THIS AGREEMENT** (this “Agreement”) is entered into by and among David Lyle Armstrong (“Armstrong”) and Retirement Housing Management Corporation (“RHMC”) (collectively, “Respondents”), and the Administrator (“Administrator”) of the Oklahoma Department of Securities (“Department”) as of the Effective Date set forth below.

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (the “Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), the Enforcement Division of the Department conducted an investigation into the activities of Armstrong and RHMC, in connection with the issuance, offer and/or sale of securities in and/or from the state of Oklahoma. The securities are in the nature of debt instruments issued by RHMC (“RHMC Obligations”).

Respondents desire to expeditiously settle this matter without the adjudication of any issue of law or fact and in a manner consistent with the purposes fairly intended by the policies and provisions of the Act. Respondents voluntarily waive their right to a hearing, as provided by the Act, the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (“Rules”) (as amended August 1, 2013), and the Oklahoma Administrative Procedures Act, and their right to appeal.

The undersigned parties hereto agree as follows:

- 1. Jurisdiction.** The Administrator has jurisdiction over Respondents and the subject matter of this action.
- 2. Payment to Investors.** Respondents have provided the Department with documentary evidence of restitution payments they have made to 12 investors in the aggregate amount of \$1,622,205.73.
- 3. Agreement not to Issue, Offer or Sell Securities.** Respondents shall not issue, offer and/or sell as an issuer, agent or broker-dealer any security, as defined by Section 1-102 of the Act, in and/or from the state of Oklahoma for a period of two (2) years from the Effective Date of this Agreement.

4. **Advice of Counsel.** Once the bar addressed in Paragraph 3 of this Agreement is no longer in effect, Respondent Armstrong shall consult with securities counsel before he, or any entity that he controls, issues, offers and/or sells securities in and/or from the state of Oklahoma.

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

6. **Consideration.** In consideration for this Agreement, the Administrator will not take action against Respondents in connection with the activities involving the Investors unless Respondents fail to comply with Paragraph 3 above.

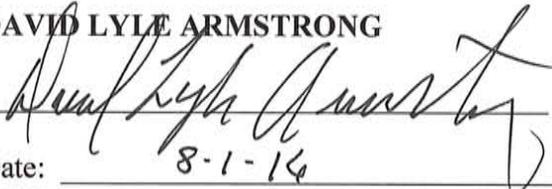
7. **No Coercion.** Respondents enter into this Agreement voluntarily and without any duress, undue influence, or coercion by the Administrator, any employee of the Department, or any member of the Oklahoma Securities Commission.

8. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority if required by law.

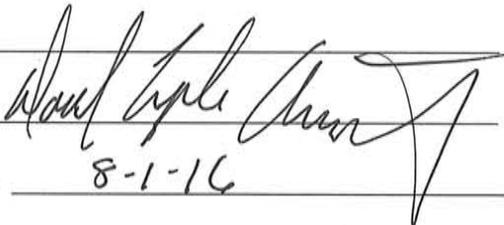
9. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

10. **Applicability.** This Agreement applies only to the activities of Respondents and to no others.

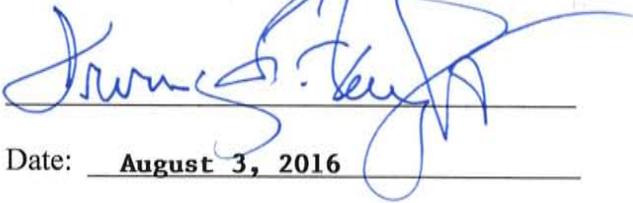
IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

DAVID LYLE ARMSTRONG  
  
Date: 8-1-16

RETIREMENT HOUSING MANAGEMENT CORPORATION

By:   
Date: 8-1-16

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



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Date: August 3, 2016