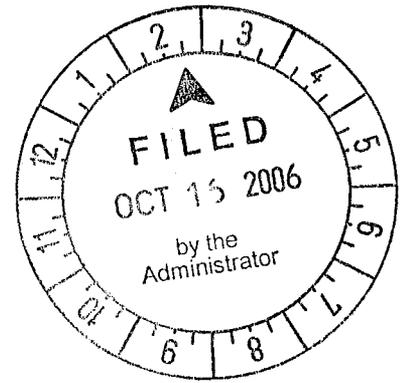


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA



In the Matter of:

Hoyit A. Bacon
CRD No. 1974347,

Respondent.

ODS File No. 03-118

AMENDED SCHEDULING ORDER

On July 19, 2006, the Enforcement Division of the Oklahoma Department of Securities ("Department") filed a recommendation with the Administrator of the Department ("Administrator") in the above-styled cause ("Recommendation"). On July 19, 2006, the Administrator issued a Notice of Opportunity for Hearing ("Notice") on the Recommendation. On August 24, 2006, the Administrator received a request for hearing on behalf of Respondent. On August 28, 2006, the Administrator received another request for hearing in which Respondent denied in part, or in whole, items 6, 10, 12, 17, and 18 of the Recommendation's Findings of Fact and item 2 of the Recommendation's Conclusions of Law. Respondent admitted the remaining Findings of Fact and Conclusions of Law contained in the Recommendation.

On October 10, 2006, the Administrator ordered a telephonic scheduling conference for 2:00 p.m. on October 16, 2006. In lieu of the scheduling conference, the parties agreed upon this Amended Scheduling Order.

This Amended Scheduling Order is issued pursuant to 660:2-9-3 of the Rules of the Oklahoma Securities Commission and the Administrator of the Oklahoma Department of Securities ("Rules").

IT IS HEREBY ORDERED that:

1. The following Findings of Fact contained in the Recommendation are at issue:
 - a. In item 6: "Certain of the Trusts paid advisory fees to Bacon *dba* Infinity Financial Advisors and to Wilbanks for the same advisory services."
 - b. In item 10: "In May 1997, Bacon advised Customer B to purchase a variable annuity issued by London Pacific Life and Annuity Company."
 - c. In item 12: "In or about September 2000, Bacon recommended that Customer B sell her London Pacific variable annuity and purchase a deferred variable

annuity called Golden Select Premium Plus issued by the Golden American Life Insurance Company.”

- d. In item 17: “In or about April 2003, Wilbanks Securities received a customer complaint alleging that Bacon charged a \$1,500 to \$1,800 cash set-up fee to open an account.”
- e. In item 18: “In such action, the NASD alleged that Bacon violated NASD Rule 2110 and 3030 by . . . double billing the customer for investment advisory services.”

2. The following Conclusions of Law contained in the Recommendation are at issue:

- a. In item 2: “Bacon, individually and doing business as Bacon & Bacon Infinity Financial Advisors, Inc., engaged in dishonest or unethical practices in violation of subsections (b) of 660:10-5-42 and 660:10-7-42 of the Rules by recommending securities to Customer B without having reasonable grounds for believing his recommendation was suitable for such customer . . . and failing to disclose to Customer A in writing that certain Trusts would be double billed for advisory services.”

3. The Findings of Fact and Conclusions of Law in the Recommendation not set forth above as being at issue are deemed admitted.

4. The original of all pleadings, exhibits, and/or other required documents shall be filed with the Administrator. Filings shall be mailed to the offices of the Administrator of the Oklahoma Department of Securities, 120 North Robinson, Suite 860, Oklahoma City, Oklahoma 73102; submitted by fax to 405.280.7742; or submitted by any other method that will assure delivery on or before the required date and time. All time deadlines in this Order refer to times in the Central Time Zone.

5. Copies of all pleadings, exhibits, and/or other required documents filed with the Administrator shall be served upon the parties by mail, fax, or personal delivery at the following addresses and fax numbers:

Terra Shamas
Patricia Labarthe
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
Fax: 405.280.7742

Hoyit A. Bacon
9101 S. 33rd West Avenue
Tulsa, OK 74132-3807
(*Pro se*)

6. If the Administrator delegates authority to a hearing officer in this matter, a person making a filing with the Administrator shall promptly provide a copy of any and all such filings to the hearing officer by mail, fax, or personal delivery.

7. The parties shall have seven (7) days to comply with discovery requests from the other party, excluding the date of receipt of the request.

8. The parties shall file a Preliminary Witness List that includes, but is not limited to, the identification of any expert witness intended to be called, and a Preliminary Exhibit List before 5:00 p.m. on **October 20, 2006**.

9. The parties shall file a Final Witness List that includes, but is not limited to, the identification of any expert witness intended to be called at hearing, and a Final Exhibit List, along with copies of all exhibits, before **5:00 p.m. on October 27, 2006**. Failure to comply with this paragraph will result in the exclusion of witnesses/exhibits at trial, subject to the provisions of 660:2-9-3(d) of the Rules.

10. The parties shall file a statement of their specific factual and legal contentions before **5:00 p.m. on October 27, 2006**.

11. All objections to the admission of testimony of any witness or exhibits shall be made in writing, stating the specified grounds for each objection, and filed before **5:00 p.m. on November 3, 2006**.

12. Discovery, including depositions, by both parties shall be completed and/or answered by **November 7, 2006, at 5:00 p.m.**

13. A pre-hearing conference shall be conducted on **November 8, 2006, at 2:00 p.m.** by telephone.

14. If the parties desire to file a hearing brief, the Department's hearing brief must be filed before **5:00 p.m. on November 13, 2006**. Respondents hearing brief shall be filed before **5:00 p.m. on November 17, 2006**. The Department's reply brief shall be filed before **5:00 p.m. on November 22, 2006**.

15. The final hearing in this proceeding shall commence at **10:00 a.m. on November 28, 2006**, in the offices of the Oklahoma Department of Securities, First National Center, Suite 860, 120 North Robinson, Oklahoma City, Oklahoma.

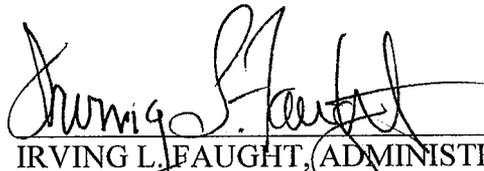
16. Oral argument shall not be heard on pre-hearing motions. Argument will be submitted to the Administrator, or hearing officer, in writing and shall be disposed of by written order.

17. Failure to comply with the terms of this Order will result in sanctions including, but not limited to, the entry of a default judgment.

IT IS FURTHER ORDERED that no date set by this Order can be changed except for good cause and upon written order of the Administrator, or hearing officer, prior to such scheduled date.

WITNESS MY HAND and the Official Seal of the Oklahoma Department of Securities this 16th day of October, 2006.

(SEAL)

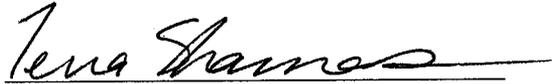


IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 16th day of October, 2006, a true and correct copy of the *Amended Scheduling Order* was mailed, with postage prepaid thereon, to:

Hoyit A. Bacon
9101 S. 33rd West Avenue
Tulsa, OK 74132-3807
(*Pro Se*)


Terra Shamas