

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

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
 Administrator,)
)
 Plaintiff,)

v.)

Case No. CJ-2006-3311

Farmers & Merchants Bank, an Oklahoma)
 banking entity; Farmers & Merchants)
 Bancshares, Inc., an Oklahoma corporation;)
 John V. Anderson, individually, as an officer)
 and director of Farmers & Merchants Bank,)
 and as a shareholder of Farmers &)
 Merchants Bancshares, Inc.; and John Tom)
 Anderson, individually, as an officer and)
 director of Farmers & Merchants Bank, and)
 as a shareholder of Farmers & Merchants)
 Bancshares, Inc.,)

Defendants.)

FILED IN THE DISTRICT COURT
 OKLAHOMA COUNTY, OKLA.

NOV 14 2006

PATRICIA PRESLEY, COURT CLERK
 by _____ DEPUTY

JOURNAL ENTRY

NOW on the 13th day of October, 2006, the Defendants' *Motion to Reconsider Order Denying Defendants' Motion to Dismiss or, in the Alternative, Certify the Order for Immediate Interlocutory Appeal* came on for hearing before this Court. Plaintiff appeared by and through its attorneys, Amanda Cornmesser and Melanie Hall. The Defendants appeared by and through their attorney, Daniel G. Webber.

Based upon the pleadings filed, the arguments of counsel, and being fully advised in the premises, this Court finds as follows:

1. The Court's initial decision on the Defendants' *Motion to Dismiss* was correct;
 and

2. An immediate appeal of the Court's initial decision will not materially advance the ultimate termination of this litigation.

IT IS THEREFORE ORDERED, that the Defendants' *Motion to Reconsider Order Denying Defendants' Motion to Dismiss* be, and hereby is, denied.

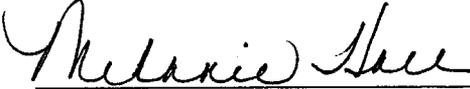
~~IT IS THEREFORE FURTHER ORDERED, that the Defendants' motion for certification that an immediate appeal of the *Order Denying Defendants' Motion to Dismiss* may materially advance the ultimate termination of the litigation be, and hereby is, denied.~~

Dated: 11/7/06

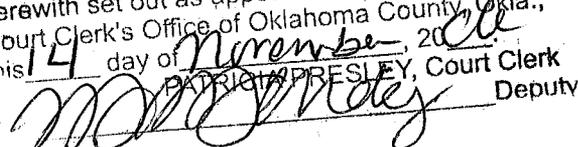
PATRICIA G. PARRISH

Patricia G. Parrish
Judge of the District Court

Approved as to form:


Melanie Hall (OBA #1209)
Amanda Cornmesser (OBA #20044)
Gerri Stuckey (OBA #16732)
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Attorneys for Plaintiff

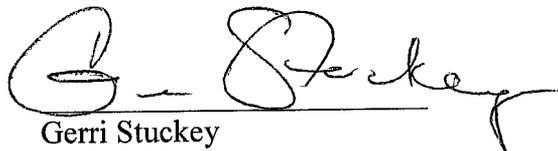

Patrick J. Ryan, Esq.
Daniel G. Webber, Jr., Esq.
Jason A. Ryan, Esq.
Matthew C. Kane, Esq.
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900 Robinson Renaissance
119 North Robinson
Oklahoma City, Oklahoma 73102
Attorneys for Defendants

PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 14 day of November, 2006.

PATRICIA PRESLEY, Court Clerk
Deputy

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 14th day of November, 2006, a true and correct copy of the above and foregoing was mailed by U.S. Mail, with postage prepaid thereon, addressed to:

Patrick J. Ryan, Esq.
Daniel G. Webber, Jr., Esq.
Jason A. Ryan, Esq.
Matthew C. Kane, Esq.
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Gerri Stuckey