IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

MAR - 7 2008

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

Oklahoma Department of Securities *ex rel.* Irving L. Faught, Administrator,	)	
Plaintiff,	)	
v.	)	Case No. CJ-2007-11066
Airgonomics, Inc., an Oklahoma corporation, and Mark A. Wingo, an individual,	)	
Defendants.	)	

STIPULATION AND CONSENT TO FINAL ORDER

Defendants Airgonomics, Inc. ("AI") and Mark A. Wingo ("Wingo"), (collectively, "Defendants") stipulate to the following facts and consent to the following undertakings:

Stipulations:

Defendants hereby stipulate as follows:

1. The Oklahoma Department of Securities ("Plaintiff") is the proper party to bring this action seeking the relief requested in the Petition for *Permanent Injunction and Other Equitable Relief* ("Petition") filed in this matter.

2. Defendants are subject to the jurisdiction of this Court by proper service of the Petition and their appearance in this matter.

3. Plaintiff has alleged that Defendants engaged in violations of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), in connection with the offer and/or sale of securities, in and/or from the state of Oklahoma to

investors ("Investors"), in the nature of common stock of AI, an Oklahoma corporation. The common stock is a security as defined by Section 1-102 of the Act.

4. Defendants do not contest the application of the Act to the offer and/or sale of the securities referenced in paragraph 3 above.

Undertakings:

Defendants hereby undertake as follows:

1. Defendants consent to the entry of the *Final Order, Judgment and Permanent Injunction against Airgonomics, Inc. and Mark A. Wingo* ("Final Order"), in the form attached as Exhibit "A" hereto and made a part of this *Stipulation and Consent to Final Order* ("Stipulation and Consent").

2. Defendants understand that consent to the Final Order constitutes resolution of all claims asserted by the Administrator in this civil action and that the Administrator will not take further action against Defendants for any violations of the act, known to the Administrator or the Department, occurring prior to the effective date of the Final Order.

3. Defendants state that this Stipulation and Consent is entered into voluntarily and that no threat or promise of immunity of any kind has been made by Plaintiff, the Administrator of the Oklahoma Department of Securities, or any employee of the Oklahoma Department of Securities, to induce or coerce agreement with this Stipulation and Consent.

4. Defendants waive any right to appeal from the Final Order.

5. Defendants agree that this Stipulation and Consent and all provisions hereof shall be incorporated by reference into the Final Order.

6. Defendants agree that this Court will retain jurisdiction of this matter for the purpose of enforcement of the Final Order and this Stipulation and Consent.

7. Defendants understand that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant's failure to comply with the terms of the Final Order and this Stipulation and Consent in any material respect or for any future violation of the Act.

8. Defendants agree to the presentation of this Stipulation and Consent and the Final Order in the form attached as Exhibit "A", to the Court to be entered without further notice.

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

Mark A. Wingo

Mark A. Wingo

Date: 2-28-08

Address: 900 E Reno CT

Broken Arrow, OK 74012

Airgonomics, Inc.

Airgonomics, Inc.

Mark Wingo President

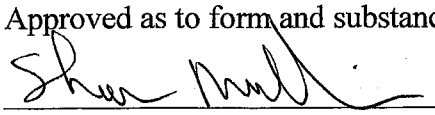
Title

Date: 2-28-08

Address: 900 E Reno CT

Broken Arrow, OK 74012

Approved as to form and substance:



Shaun M. Mullins, OBA #16869
Oklahoma Department of Securities
120 North Robinson, Suite 860
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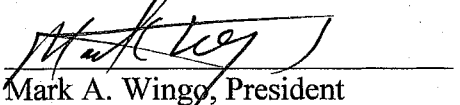
(405) 280-7700
Attorney for Plaintiff

Airgonomics, Inc.
by Mark A. Wingo, President
900 E. Reno Court
Broken Arrow, OK 74012
Pro Se Defendant



Mark A. Wingo, President
900 E. Reno Court
Broken Arrow, OK 74012
Pro Se Defendant

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-2007-11066
Airgonomics, Inc., an Oklahoma corporation, and Mark A. Wingo, an individual,	)	
Defendants.	)	

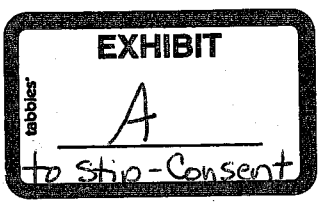
FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION AGAINST AIRGONOMICS, INC. AND MARK A. WINGO

This matter came on for hearing this ____ day of _____, 2008, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, upon Plaintiff's *Petition for Permanent Injunction and Other Equitable Relief*, pursuant to Section 1-603 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

After a review of the pleadings and evidence, this Court finds:

1. At all times material hereto, Mark A. Wingo ("Wingo"), an individual, and Airgonomics, Inc. ("AI"), an Oklahoma corporation, (collectively, the "Defendants") engaged in the issuance, offer and/or sale of the common stock of AI (the "AI Stock") in and/or from the state of Oklahoma to investors ("Investors").

2. The AI Stock is a security as defined by Section 1-102 of the Act.



3. The securities offered and sold by Defendants are not and have not been registered under the Act nor have the securities been offered or sold pursuant to an exemption from registration under Sections 1-201 through 1-203 of the Act.

4. Defendant Wingo transacted business in this state as an agent as defined in Section 1-102 of the Act. Defendant Wingo is not registered under the Act in any capacity.

5. Defendants, in connection with the offer and/or sale of the AI Stock, directly and indirectly, omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were and are made, not misleading.

6. Defendants have executed the *Stipulation and Consent to Final Order* ("Stipulation and Consent") attached hereto as Exhibit "A" and made a part hereof. The Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this *Final Order, Judgment and Permanent Injunction against Airgonomics, Inc. and Mark A. Wingo* ("Final Order").

7. There is a likelihood of future violations of the Act by Defendants if they are not enjoined.

Therefore, based on the pleadings, evidence, and the execution of the Stipulation and Consent, the Court finds that Plaintiff is entitled to the relief prayed for and that this Final Order be issued by agreement of the parties, and, therefore:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that a permanent injunction be, and is hereby, entered forever enjoining and restraining Defendants from offering or selling any security, as defined under the Act, in and/or from this state, except for their own account(s).

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

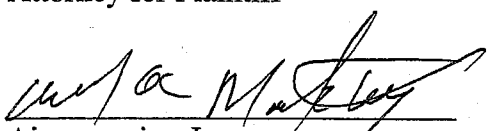
IT IS SO ORDERED.

Dated this _____ day of _____, 2008.

_____
DISTRICT COURT JUDGE

Approved as to form and substance:

_____
Shaun M. Mullins, OBA #16869
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700
Attorney for Plaintiff


Airgonomics, Inc.
by Mark A. Wingo, President
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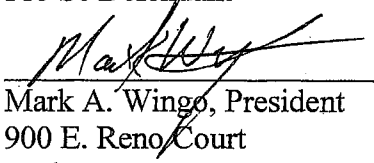
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