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-2010-5268
Firstar Financial Group of Central Oklahoma, LLC, an Oklahoma limited liability company; John Joseph Hamilton, an individual; and Robin L. Peck, an individual,	)	
Defendants.	)	

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

OCT 27 2010

PATRICIA PRESLEY, COURT CLERK
by _____ DEPUTY

STIPULATION AND CONSENT TO FINAL ORDER

Defendant, John Joseph Hamilton ("Hamilton"), hereby stipulates to the following:

1. 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. Defendant Hamilton is subject to the jurisdiction of this Court and this Court has subject matter jurisdiction of this action.

3. Defendant Hamilton sold the Capital Appreciation Bonds, purported general obligations of A&O Life Funds, L.P., and/or its affiliates (collectively, "A&O") backed by bonded life insurance policies acquired for investment by A&O, to seven (7) individuals starting in July 2007.

4. In June 2007, Defendant Hamilton entered into an employment agreement with A&O Life Funds, L.P. to become a managing member of A&O Life Funds, L.P. The agreement was terminated by Defendant Hamilton in December 2007.

5. As to the sales of the Capital Appreciation Bonds, Defendant Hamilton relied on statements made by A&O as to the status of the Capital Appreciation Bonds, and as to the sales of the Capital Appreciation Bonds, under the registration requirements of the Act.

6. Through his Answer filed August 3, 2010, Defendant Hamilton denied the allegations in the Petition, but desires to settle this matter expeditiously in a manner consistent with the purposes fairly intended by the Act and enters this Stipulation and Consent to Final Order.

Defendant Hamilton hereby undertakes as follows:

1. Defendant Hamilton consents to the entry of the *Final Order, Judgment and Permanent Injunction against Defendant John Joseph Hamilton* ("Order"), in the form attached hereto as "Exhibit A".

2. Defendant Hamilton states that this Stipulation and Consent is entered into voluntarily and that no threat or promise of immunity of any kind has been made by the Administrator of the Oklahoma Department Securities, any employee of the Oklahoma Department of Securities, or any member of the Oklahoma Securities Commission, to induce Defendant Hamilton to enter into this Stipulation and Consent.

3. Defendant Hamilton agrees that the provisions of this Stipulation and Consent shall be incorporated by reference into the Order as though set forth in full therein.

4. Defendant Hamilton waives any right to appeal the Order.

5. Defendant Hamilton agrees that this Court will retain jurisdiction over this matter for the purpose of enforcement of the Order and this Stipulation and Consent.

6. Defendant Hamilton understands that Plaintiff will take action as authorized by law including, but not limited to, an enforcement action under the Act, for Defendant Hamilton's

failure to comply with the terms of the Order and this Stipulation and Consent in any material respect.

7. Defendant Hamilton agrees to the presentation of this Stipulation and Consent and the Order to the Court to be entered without further notice to Defendant Hamilton.

IN WITNESS WHEREOF, Defendant Hamilton has executed this Stipulation and Consent as of the date and year set forth below the signature hereto.

JOHN JOSEPH HAMILTON

Date: 10/18/10

Approved:

P.R. Tirrell
211 North Broadway
P.O. Box 1432
Edmond, OK 73034
Attorney for Defendant John Joseph Hamilton

Patricia A. Labarthe

Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
(405) 280-7700 Telephone
(405) 280-7742 Facsimile
Attorneys for Plaintiff

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FINAL ORDER, JUDGMENT AND PERMANENT INJUNCTION AGAINST DEFENDANT JOHN JOSEPH HAMILTON

On this _____ day of _____, 2010, this matter came before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, for entry by consent of this *Final Order, Judgment and Permanent Injunction Against Defendant John Joseph Hamilton* ("Order"). After a review of the pleadings and Defendant John Joseph Hamilton's *Stipulation and Consent to Final Order* ("Stipulation and Consent"), this Court finds:

On June 24, 2010, Plaintiff filed a petition alleging that Defendant John Joseph Hamilton ("Hamilton") engaged in violations of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§1-101 through 1-701 (Supp. 2009), in connection with the offer and/or sale of securities in and/or from Oklahoma. Defendant Hamilton executed the Stipulation and Consent attached hereto as "Exhibit A" and made a part hereof. Plaintiff has no objection to the terms of the Stipulation and Consent and agrees to the entry of this Order.

EXHIBIT
A

Based on the pleadings and execution of the Stipulation and Consent, this Order should be entered, and therefore:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Defendant Hamilton is permanently enjoined from transacting business in and/or from the state of Oklahoma as an issuer, issuer agent, broker-dealer, broker-dealer agent, investment adviser, and/or investment adviser representative, as defined in the Act, or otherwise engaging in the offer and/or sale of securities in and/or from the state of Oklahoma.

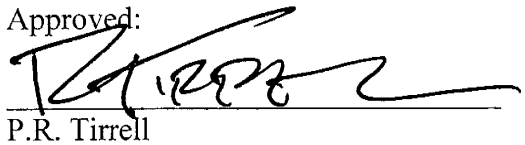
IT IS FURTHER ORDERED that this Court will retain jurisdiction of this matter for the purpose of enforcement of this Order and the Stipulation and Consent.

IT IS SO ORDERED.

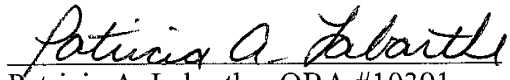
Dated this _____ day of _____, 2010.

_____
JUDGE OF THE DISTRICT COURT

Approved:



P.R. Tirrell
211 North Broadway
P.O. Box 1432
Edmond, OK 73034
Attorney for Defendant John Joseph Hamilton



Patricia A. Labarthe, OBA #10391
Jennifer Shaw, OBA #20839
Oklahoma Department of Securities
120 North Robinson Avenue, Suite 860
Oklahoma City, OK 73102
(405) 280-7700 Telephone
(405) 280-7742 Facsimile
Attorneys for Plaintiff

CERTIFICATE OF SERVICE

The undersigned certifies that on the ____ day of October, 2010, a copy of the foregoing *Final Order, Judgment and Permanent Injunction against Defendant John Joseph Hamilton* was mailed by first class mail with postage prepaid to:

Brooks Richardson
Fellers Snider Blankenship Bailey & Tippens
100 North Broadway Avenue, Suite 1700
Oklahoma City, OK 73102

P.R. Tirrell
211 North Broadway
P.O. Box 1432
Edmond, OK 73034

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