

FILED IN DISTRICT COURT
OKLAHOMA COUNTY

JUN -6 2018

RICK WARREN
COURT CLERK
31

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)
)
Plaintiff,)
)
v.)
)
Estrella Group, LLC, an Oklahoma)
limited liability company;)
Theodore L. Hansen, an individual;)
and Samuel W. Fairchild, an individual,)
)
Defendants.)

Case No. CJ-2017-4954
Judge Richard Ogden

FINAL ORDER, JUDGMENT AND INJUNCTION

On this 18th day of June, 2018, 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 Injunction* ("Final Order"). After a review of the pleadings and the executed *Stipulation and Consent to Final Order*, attached hereto as Exhibit "A" and incorporated herein by reference ("Stipulation and Consent"), this Court finds:

On August 31, 2017, Plaintiff filed a petition alleging that Defendants Estrella Group, LLC, Theodore L. Hansen, and Samuel W. Fairchild (collectively "Defendants") engaged in violations of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011 and Supp. 2016), in connection with the offer and/or sale of securities in and/or from Oklahoma

("Petition"). Plaintiff and Defendants wish to settle this matter without litigating the merits of the allegations set forth in the Petition.

Based on the pleadings and execution of the Stipulation and Consent, the Court finds that this Final Order should be entered, and, therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

1. That Defendants Estrella Group, LLC and Theodore L. Hansen are enjoined from transacting business in and/or from the State of Oklahoma as an issuer, agent, broker-dealer, investment adviser and/or investment adviser representative, as defined in the Act, and from otherwise engaging in the offer and/or sale of securities, directly or indirectly, in and/or from the State of Oklahoma for a period of five (5) years from the date set forth below; and

2. That this action is hereby dismissed with prejudice as to Defendant Samuel W. Fairchild.

IT IS SO ORDERED.

Dated this 1st day of June, 2018.

RICHARD C. OGDEN

JUDGE OF THE DISTRICT COURT

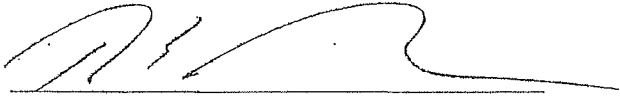
CERTIFIED COPY
AS FILED OF RECORD
IN DISTRICT COURT

JUN - 6 2018

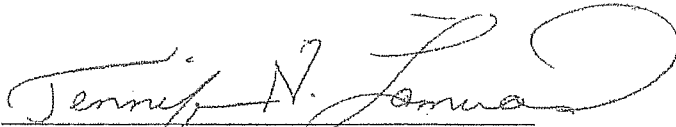
RICK WARREN COURT CLERK
Oklahoma County

Rick Warren

APPROVED:



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OKLAHOMA DEPARTMENT OF SECURITIES
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Attorneys for Defendants

JUN -1 2018

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

RICK WARREN
COURT CLERK

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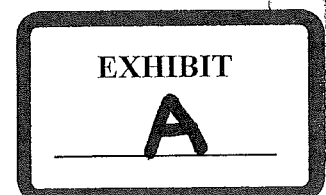
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 and Samuel W. Fairchild, an individual,)
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 Defendants.)

Case No. CJ-2017-4954
Judge Richard Ogden

STIPULATION AND CONSENT TO FINAL ORDER

Plaintiff, Oklahoma Department of Securities, and Defendants, Estrella Group, LLC ("Estrella"), Theodore L. Hansen ("Hansen") and Samuel W. Fairchild ("Fairchild") (collectively, "Defendants"), hereby stipulate 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 Relief* ("Petition") filed in this matter.
2. Defendants are subject to the jurisdiction of this Court; this Court has subject matter jurisdiction of this action; and venue is proper in Oklahoma County.
3. The Petition alleges that Defendants issued, offered and sold promissory notes ("Notes") and rights to equity shares in a potential real estate investment trust ("REIT Rights") to an Oklahoma investor in April 2014.



4. The Petition further alleges that the Notes and REIT Rights are securities as defined in § 1-102 of the Oklahoma Uniform Securities Act of 2004 (“Act”), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011 and Supp. 2016).

5. The Petition further alleges that the Notes and REIT Rights are not, and have not, been registered under the Act. Hansen, at relevant times hereto, was not registered under the Act. Fairchild is not, and has never been, registered under the Act.

6. Plaintiff and Defendants (the “Parties”) wish to settle this matter without litigating the merits of the allegations set forth above, all of which the Defendants neither admit nor deny.

Therefore, the Parties hereby undertake as follows:

1. Defendants consent to the entry of the *Final Order, Judgment and Injunction* against Defendants Estrella and Hansen (“Final Order”), in the form attached hereto as “Exhibit A”.

2. For a period of five (5) years from the entry of the Final Order, Defendants Estrella and Hansen agree not to transact business in and/or from the State of Oklahoma as an issuer, agent, broker-dealer, investment adviser and/or investment adviser representative, as defined in the Act, or otherwise engage in the offer and/or sale of securities, directly or indirectly, in and/or from the State of Oklahoma.

3. Defendants state that this *Stipulation and Consent to Final Order* (“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 Department of Securities, or any employee thereof, or any member of the Oklahoma Securities Commission, to induce Defendants to enter into this Stipulation and Consent.

4. Defendants agree that the provisions of this Stipulation and Consent shall be incorporated by reference into the Final Order as though set forth in full therein.

5. Defendants waive any right to appeal the Final Order.

6. Defendants agree that this Court will retain jurisdiction over 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 Defendants' 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 to the Court to be entered without further notice to Defendants.

9. Plaintiff agrees to the dismissal with prejudice of this action as to Defendant Samuel W. Fairchild.

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

ESTRELLA GROUP, LLC

By: _____
Theodore L. Hansen

Date: _____

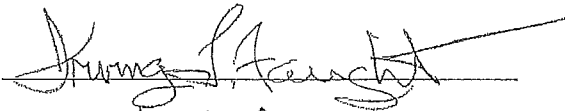
THEODORE L. HANSEN, INDIVIDUALLY

Date: _____

SAMUEL W. FAIRCHILD, INDIVIDUALLY

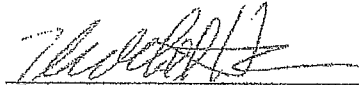
Date: _____

IRVING L. FAUGHT, ADMINISTRATOR
OKLAHOMA DEPARTMENT OF SECURITIES




Date: 4-13-18

ESTRELLA GROUP, LLC

By: 
Theodore L. Hansen

Date: 5/23/18

THEODORE L. HANSEN, INDIVIDUALLY

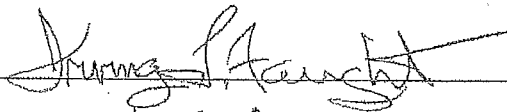


Date: 5/23/18

SAMUEL W. FAIRCHILD, INDIVIDUALLY

Date: _____

IRVING L. FAUGHT, ADMINISTRATOR
OKLAHOMA DEPARTMENT OF SECURITIES



Date: 4-13-18

ESTRELLA GROUP, LLC

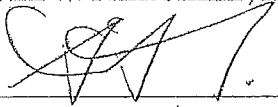
By: _____
Theodore L. Hansen

Date: _____

THEODORE L. HANSEN, INDIVIDUALLY

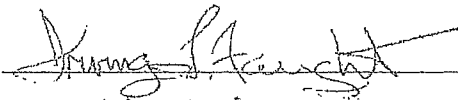
Date: _____

SAMUEL W. FAIRCHILD, INDIVIDUALLY



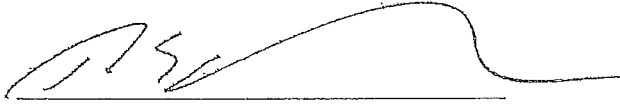
Date: 4/27/18

IRVING L. FAUGHT, ADMINISTRATOR
OKLAHOMA DEPARTMENT OF SECURITIES

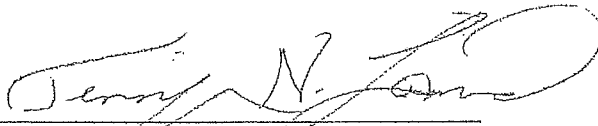


Date: 4-13-18

APPROVED:



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OKLAHOMA DEPARTMENT OF SECURITIES
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Telephone: (405) 280-7700
Facsimile: (405) 280-7742
rfagnant@securities.ok.gov
Attorney for Plaintiff



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jennifer.lamirand@crowedunlevy.com
Attorneys for Defendants

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
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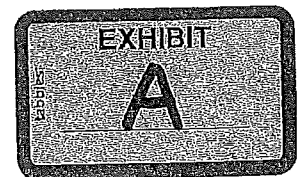
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FINAL ORDER, JUDGMENT AND INJUNCTION

On this ____ day of _____, 2018, 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 Injunction* ("Final Order"). After a review of the pleadings and the executed *Stipulation and Consent to Final Order*, attached hereto as Exhibit "A" and incorporated herein by reference ("Stipulation and Consent"), this Court finds:

On August 31, 2017, Plaintiff filed a petition alleging that Defendants Estrella Group, LLC, Theodore L. Hansen, and Samuel W. Fairchild (collectively "Defendants") engaged in violations of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011 and Supp. 2016), in connection with the offer and/or sale of securities in and/or from Oklahoma



("Petition"). Plaintiff and Defendants wish to settle this matter without litigating the merits of the allegations set forth in the Petition.

Based on the pleadings and execution of the Stipulation and Consent, the Court finds that this Final Order should be entered, and, therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED AS FOLLOWS:

1. That Defendants Estrella Group, LLC and Theodore L. Hansen are enjoined from transacting business in and/or from the State of Oklahoma as an issuer, agent, broker-dealer, investment adviser and/or investment adviser representative, as defined in the Act, and from otherwise engaging in the offer and/or sale of securities, directly or indirectly, in and/or from the State of Oklahoma for a period of five (5) years from the date set forth below; and

2. That this action is hereby dismissed with prejudice as to Defendant Samuel W. Fairchild.

IT IS SO ORDERED.

Dated this ____ day of _____, 2018.

JUDGE OF THE DISTRICT COURT

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STATE OF OKLAHOMA

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OKLAHOMA COUNTY

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RICK WARREN
COURT CLERK

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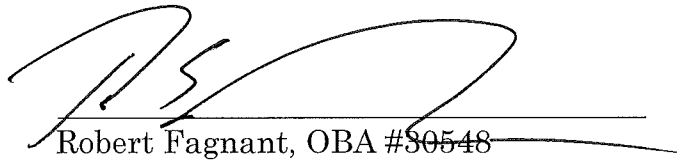
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)
Defendants.)

Case No. CJ-2017-4954
Judge Richard Ogden

**CERTIFICATE OF SERVICE OF
FINAL ORDER, JUDGMENT AND INJUNCTION**

The undersigned certifies that on June 6, 2018, a true and correct copy of the Court's file-stamped *Final Order, Judgment and Injunction* entered on June 1, 2018, was mailed via first-class US mail, with postage prepaid thereon, and addressed to:

CROWE & DUNLEVY, P.C.
c/o Bruce W. Day, Esq.
Jennifer N. Lamirand, Esq.
324 N. Robinson Ave, Ste. 100
Oklahoma City, OK 73102
Attorneys for Defendants

A handwritten signature in black ink, appearing to read 'RF', is written over a horizontal line.

Robert Fagnant, OBA #30548

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