

**BEFORE THE SECURITIES COMMISSIONER
OF THE STATE OF KANSAS**

In the matter of:

DALE C. LUCAS,
MICHAEL J. MCNAUL,
RUSSELL W. KILGARIFF,
RICHARD D. MEYER, and
their Representatives or Agents
Respondents.

Docket No. 11 E 001
KSC No. 2003-4697

_____/
A proceeding pursuant to K.S.A. 17-1266a. and 17-12a604.

**STIPULATION FOR CONSENT ORDER AS TO DALE C. LUCAS AND
MICHAEL J. MCNAUL**

This proceeding follows an investigation conducted by the Office of the Securities Commissioner of Kansas. As a result of this investigation, on August 5, 2010, the Commissioner issued a Notice of Intent to Invoke Administrative Actions. This Notice (attached as Exhibit 1) contains allegations of fact and allegations of law in 69 separate paragraphs. These allegations are incorporated by reference.

Respondents Dale C. Lucas and Michael J. McNaul wishing to obtain a disposition of the above referenced matter without invoking their rights to a hearing, have determined not to contest the issuance of the attached Consent Order based on the above referenced allegations.

IT IS, THEREFORE, STIPULATED AND AGREED by and between Respondents Dale C. Lucas and Michael J. McNaul and the staff of the Office of the Kansas Securities Commissioner that:

1. The attached Consent Order may be issued by the Securities Commissioner of Kansas without further proceedings.

2. The attached Consent Order shall constitute neither an admission nor a denial that the allegations serving as a basis for the Consent Order are true.
3. Respondents Dale C. Lucas and Michael J. McNaul waive their rights to any hearing prior to the issuance of the attached Consent Order on the basis of the allegations herein contained.
4. Respondents Dale C. Lucas and Michael J. McNaul agree to cease and desist from violations of the Kansas Uniform Securities Act.
5. The Office of the Kansas Securities Commissioner shall take no further action regarding the violations alleged herein unless new information of a material nature that was not known and could not reasonably have been known at the time of execution of this Stipulation is discovered.

/s/ Dale C. Lucas
Dale C. Lucas
As an Individual

October 7, 2010
Date

This instrument was signed before me on this 7th day of October, 2010, by Dale C. Lucas, as an Individual.

(seal)

/s/ Cythia L. Rainer
Notary Public

My appointment expires: December 17, 2010

/s/ Michael J. McNaul
Michael J. McNaul
As an Individual

October 17, 2010
Date

This instrument was signed before me on this 17th day of October, 2010, by Michael J. McNaul, as an Individual.

(seal)

/s/ Mark G. Ayes
Notary Public

My appointment expires: July 19, 2014

Office of the Securities Commissioner of Kansas:

/s/ Scott M. Schultz
Scott M. Schultz
Associate General Counsel

October 19, 2010
Date