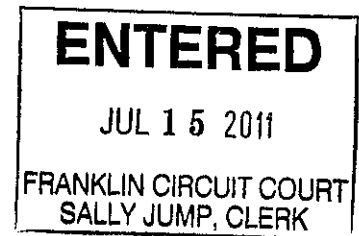


COMMONWEALTH OF KENTUCKY
FRANKLIN CIRCUIT COURT
DIVISION NO. I
CIVIL ACTION NO. 11-CI-1057



COMMONWEALTH OF KENTUCKY, EX. REL.,
THE COMMISSIONER OF THE
DEPARTMENT OF FINANCIAL INSTITUTIONS

PLAINTIFF

vs.

RICK-ROD OIL COMPANY, INC.
RICKEY RODGERS and
RON RODGERS

DEFENDANTS

TEMPORARY RESTRAINING ORDER

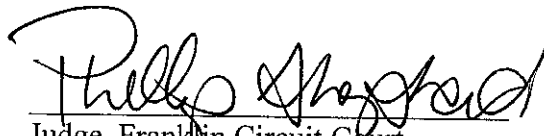
Plaintiff, the Commonwealth of Kentucky, ex. rel. the Commissioner of the Department of Financial Institutions, having, pursuant to KRS 292.470(2), filed a motion requesting this Court to issue a temporary restraining order against the Defendants pending final judgment in this action and this Court having reviewed the Plaintiff's motion, the Complaint and accompanying affidavits and being otherwise sufficiently advised, this Court finds that the Plaintiff has made a prima facie showing that the Defendants offered to sell unregistered securities to investors in violation of the Securities Act of Kentucky, KRS Chapter 292. The Court further finds that a restraining order should be issued without notice to the Defendants because if the Defendants are not immediately restrained the public will be harmed by subjecting the public to the Defendants' unsolicited efforts to raise money through the offer and sale of unregistered securities.

THEREFORE, it is hereby **ORDERED** that Rick-Rod Oil, Inc., Ron Rodgers, and Rickey Rodgers are hereby **RESTRAINED** from making offers to sell and selling interests in oil and gas programs including, but not limited to, limited partnership interests, general partnership interests, joint venture interests, and investment contracts. Rick-Rod Oil, Inc., Ron Rodgers, and Rickey Rodgers are **FURTHER RESTRAINED** from violating the Securities Act of Kentucky. Rick-Rod Oil, Inc., Ron Rodgers, and Rickey Rodgers are **FURTHER RESTRAINED** from dissipating money received from investors in oil and gas programs pending a final judgment in this action.

Pursuant to KRS 292.470, Plaintiff shall not be required to post bond.

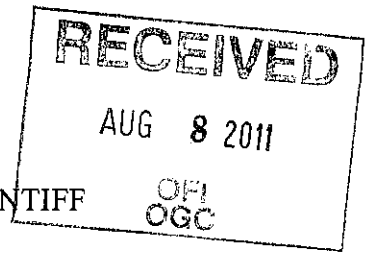
This Restraining Order is so issued at 3:0 o'clock, p.m., this the 15th day of July, 2011. (EST)

No bond



Judge, Franklin Circuit Court
Division 1

COMMONWEALTH OF KENTUCKY
FRANKLIN CIRCUIT COURT
CIVIL ACTION NO. 11-CI-1057



COMMONWEALTH OF KENTUCKY EX REL.
THE COMMISSIONER OF THE
DEPARTMENT OF FINANCIAL INSTITUTIONS

PLAINTIFF

OF
OGC

VS... JOINT ANSWER OF DEFENDANTS RICK-ROD OIL COMPANY, INC.;
RICKEY RODGERS AND RON RODGERS

RICK-ROD OIL COMPANY, INC.
RICKEY RODGERS and
RON RODGERS

DEFENDANTS

*** **

Come the Defendants Rick-Rod Oil Company, Inc, Rickey Rodgers, and Ron Rodgers,
and for their Joint Answer to the Complaint filed herein would state as follows:

1. That all paragraphs of the Complaint not specifically admitted herein are hereby denied.
2. The Defendants admit numerical paragraph One of the Complaint.
3. The Defendants admit so much of numerical paragraph Two which states that Rick-Rod Oil Company was administratively dissolved by the Office of the Kentucky Secretary of State on November 2, 2010. However, said corporation is in the process of being fully reinstated by the Secretary of State. Further, that said corporation was a valid Kentucky corporation during all times pertinent to the Complaint.
4. Numerical paragraph Three is admitted.
5. Numerical paragraph Four is admitted; however, Ron Rodgers and Rick Rodgers as well as Rick-Rod assert that Ron Rodgers was exempt from registration, as per prior discussion with Kentucky Department of Financial Institution.

6. The Defendants deny numerical paragraph Five of the Complaint.

7. Regarding paragraphs Six through Thirteen of the Complaint, relating to a Complaint against Rick-Rod, allegedly filed by Candys Hemphill, the Defendants are without sufficient knowledge to admit or deny a majority of the allegations contained therein. Specifically, the Defendant is without sufficient knowledge to admit or deny numerical paragraph Six and Seven of the Complaint. The Defendants admit numerical paragraph Eight of the Complaint to the extent that it is in conformity with the private placement memorandum referred to, but denies any allegations contained therein which are not with compliance with same.

8. Regarding paragraph Nine, the Defendant is without sufficient knowledge to admit or deny same; therefore, same is denied.

9. The Defendants deny numerical paragraph Ten of the Complaint.

10. The Defendants are without sufficient knowledge to admit or deny paragraph number Eleven, therefore, same is denied.

11. The Defendants are without sufficient knowledge to admit or deny numerical paragraph Twelve or Thirteen of the Complaint; therefore, same are denied.

12. In regard to paragraphs Fourteen through Twenty-one of the Complaint, relating to the Complaint of Gary Whitehurst, the Defendants are without sufficient knowledge to admit or deny numerical paragraph Fourteen; therefore, same is denied. Defendants deny numerical paragraphs Fifteen, Sixteen, Seventeen, Eighteen and Nineteen of the Complaint.

13. The Defendant denied numerical Twenty of the Complaint. Defendant denies numerical paragraph Twenty-one of the Complaint.

14. Regarding paragraphs Twenty-two through Twenty-nine of the Complaint, the Defendants are without sufficient knowledge to admit or deny various aspects of those

paragraphs, including numerical paragraph Twenty-two; therefore, same is denied. The Defendants deny numerical paragraph Twenty-three, Twenty-four, Twenty-five, Twenty-six, Twenty-seven, Twenty-eight, and Twenty-nine of the Complaint.

15. Regarding paragraph Thirty of the Complaint, the Defendants are without sufficient knowledge to admit or deny same; therefore, same are denied.

16. In regard to paragraph Thirty-one of the Complaint, the Defendants admit that Ron Rodgers on behalf of Rick-Rod did solicit investors to purchase interest in various oil and gas programs; however, certain aspects of said allegations are unknown to the Defendants or as incorrect and therefore paragraph Thirty-one is denied.

17. In regard to paragraph Thirty-two of the Complaint, the Defendants are without sufficient knowledge to admit or deny the contents of same; therefore, same are denied. However, Defendants would state that substantial royalty payments had been made to various investors regarding their investments in various well projects.

18. In regard to paragraph Thirty-three of the Complaint, that is denied.

19. In regard to paragraph Thirty-four of the Complaint, the records of the Division of Security should reflect that Ron Rodgers was in fact an agent of Rick-Rod.

20. In regard to “the Plaintiffs first claim”, the Defendants admit numerical paragraph Thirty-five. The Defendants deny numerical paragraph Thirty-six. The Defendants admit numerical paragraph Thirty-seven. The Defendant deny paragraph Thirty-nine.

21. Regarding “Plaintiffs second claim”, the Defendants admit numerical paragraph Forty. The Defendants admit numerical paragraph Forty-one in that Ron Rodgers acted as an agent for Rick Rod, but the remainder of the allegation is denied.

22. The Defendant admits numerical paragraph Forty-two. The Defendant admits that Ron

Rodgers was an agent of Rick-Rod and therefore admits that portion of paragraph Forty-three, but denies the remainder.

23. The Defendants deny numerical paragraph Forty-four.

24. In regard to "Plaintiffs third claim", the Defendants deny numerical paragraph Forty-five, Forty-six and Forty-seven.

25. In regard to "Plaintiffs fourth claim", the Defendant deny numerical paragraphs Forty-eight, Forty-nine, Fifty and Fifty-one of the Complaint.

WHEREFORE: Defendants respectively pray and demand as follows:

1. That the Complaint be dismissed as to Rickey Rodgers.
2. That the Complaint be dismissed as to Ron Rodgers.
3. That the Complaint be dismissed as to Rick-Rod Oil Company Inc.
4. For all other proper relief.

**RICK-ROD OIL COMPANY, INC.
RICKEY RODGERS and
RON RODGERS, DEFENDANTS**

BY: _____

**DAVID M. CROSS
ATTORNEY AT LAW
200 E. CUMBERLAND STREET
P.O. BOX 70
ALBANY, KY 42602
606-387-6638
606-387-6644 FAX**

CERTIFICATE

I do hereby certify that the foregoing Joint Answer was this day properly served to the following:

Simon Berry
Department Financial Institution
1025 Capital Center Drive, Suite 200
Frankfort, Kentucky 40601
VIA FAX AND US MAIL: 502-573-2183

and the original filed with the
Clerk, Franklin Circuit Court
Judicial Building
669 Chamberlin Avenue
Frankfort, Kentucky 40601

This the 5 day of August, 2011.



DAVID M. CROSS

COMMONWEALTH OF KENTUCKY
FRANKLIN CIRCUIT COURT
CIVIL ACTION NO. 11-CI-1057

COMMONWEALTH OF KENTUCKY
EX REL. THE COMMISSIONER
OF THE DEPARTMENT OF FINANCIAL
INSTITUTIONS

PLAINTIFF

VS...DEFENDANTS FIRST REQUEST FOR PRODUCTION OF DOCUMENTS
PROPOUNDED TO PLAINTIFF

RICK-ROD OIL COMPANY, INC.
AND
RICKEY RODGERS
AND
RON RODGERS

DEFENDANTS

Come the Defendants, through counsel, and would request pursuant to the Kentucky Rules of Civil Procedure for the Plaintiff to furnish to the Defendants the following documents:

1. All records of the Department of Financial Institutions relating to or mentioning Rick-Rod Oil Company, Inc., Rickey Rodgers a/k/a Ricky Rodgers, and Ron Rodgers a/k/a Ronnie Rodgers, from January 1, 2000 until the present date(August 5, 2011), including but not limited to

complaints from investigators, investigative files, telephone records, e-mails, correspondence, and all other such information which might relate to thsi litigation; including but not limited to audio

or video tapes, memorandums of discussions, and other such documents or tangible objects.

Requested this August 5, 2011.

RICK-ROD OIL CO. INC. ET AL. DEFENDANTS

BY: _____

DAVID M. CROSS
ATTORNEY FOR DEFENDANTS
200 EAST CUMBERLAND STREET
PO BOX 70 ALBANY KY 42602
606-387-6638/FAX 387-6644

CERTIFICATE

Mailed to Simon Berry, attorney for Department of Financial Institutions, 1025 Capital Center Drive, Suite 200, Frankfort Ky 40601. This August 5, 2011.

DAVID M. CROSS