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COMMONWEALTH OF KENTUCKY
FRANKLIN CIRCUIT COURT
DIVISION I
CIVIL ACTION NO. 06-CI-00783

ENTERED
AUG 01 2007
FRANKLIN CIRCUIT COURT
SALLY JUMP, CLERK

The Commonwealth of Kentucky, Ex Rel the Executive Director
of the Office of Financial Institutions of the Commonwealth of Kentucky PLAINTIFF

v.

Jupiter Energy, LLC, Jupiter 2005-6, LLP, Brian C. Rose,
Jason T. Rose, Thomas N. Nelson, Dawn R. Nelson

DEFENDANTS

* * * * *

FINAL ORDER

This matter having come before the Court on Plaintiff's motion for entry of a final order, and Defendant's motion to dismiss, both of which were heard by the Court on April 20, 2007, and the Court having reviewed the memoranda of the parties, heard the arguments of counsel, and otherwise being well and sufficiently advised, hereby finds as follows:

1. The Plaintiff is the Executive Director ("Executer Director") of the Office of Financial Institutions of the Commonwealth of Kentucky ("Office"), formerly the Department of Financial Institutions of the Commonwealth of Kentucky. Plaintiff is charged by the Securities Act of Kentucky ("Act"), KRS Chapter 292, with the administration and enforcement of the Act.

2. Defendant Jupiter 2005-6, L.L.P. ("Jupiter LLP") is an Oklahoma limited liability partnership. Jupiter LLP is the issuer of certain securities under a Confidential Private Placement Memorandum dated December 28, 2005 (the "Memorandum").

3. Defendant Jupiter Energy, L.L.C. ("Jupiter Energy") is an Oklahoma limited liability company. Jupiter Energy is identified in the Memorandum as, and agrees that it is in fact, the Managing Partner of Jupiter LLP as well as the sponsor of the securities offering made by Jupiter LLP.

4. Defendant Brian C. Rose ("Brian Rose") is the Managing Member of Jupiter Energy.

5. Defendant Jason T. Rose ("Jason Rose") was, at all material times herein, a member of Jupiter Energy.

6. At all relevant times set forth in Plaintiff's Complaint, Defendant Thomas N. Nelson ("Thomas Nelson" or "Mr. Nelson") served as: (i) the Vice President of Development for Jupiter Energy; and (ii) and President of Homeland Securities Financial Services Group, Inc. ("Homeland Securities"), a securities broker-dealer that is a member of the National Association of Securities Dealers, Inc. ("NASD"). Homeland Securities is the Managing Broker-Dealer for the securities offered by Jupiter LLP in the Memorandum.

7. At all relevant times set forth in Plaintiff's Complaint, Defendant Dawn R. Nelson ("Dawn Nelson" or "Mrs. Nelson") served as: (i) the Vice President of Investor Relations for Jupiter Energy; and (ii) the Vice President of Homeland Securities.

8. Plaintiff instituted this action on June 8, 2006, with the filing of a Verified Complaint for Permanent Injunction ("Verified Complaint"). The Verified Complaint alleges, *inter alia*, that there were certain omissions of material fact in connection with the above-referenced securities offering of Jupiter LLP, namely that (i) the discussion of Defendant Brian Rose's previous experience with enTerra Energy, LLC ("enTerra

Energy”) in the Memorandum omits any reference to the Permanent Injunction previously issued by this Court against enTerra Energy enjoining it, certain related entities, and David G. Rose, father of Brian Rose, from engaging in the securities business in the Commonwealth of Kentucky, and that (ii) there was no disclosure in the Memorandum that Jupiter Energy’s company headquarters in Tulsa, Oklahoma, was merely a “virtual office” shared by multiple companies.

9. On June 13, 2006, following a hearing at which counsel for the Plaintiff and counsel for the Defendants were present, the Court issued a Restraining Order (the “Restraining Order”) which prohibited each of the Defendants from offering or participating in the offering of the securities reflected in the Memorandum unless and until they disclosed in writing to any and all prospective investors by addendum or other writing the following:

a. That certain legal and administrative matters arose and exist involving David Rose, enTerra Energy, L.L.C. and/or enTerra Energy, and expressly including the style and case number of Court Case Number 04-CI-00895, the existence of the agreed order of injunction in that matter, and the essence of its contents; and

b. That the office listed in Tulsa, Oklahoma for the Defendants herein is just an answering machine or service and that operations are from the offices in Louisville, Kentucky rather than Oklahoma.

10. Following entry of the above-referenced Restraining Order, despite being under no obligation to do so, Jupiter Energy and Homeland Securities withdrew from the public the offering of securities reflected in the Memorandum (the “Offering”) and instructed the escrow agent holding all investor funds relating to that Offering to make a full and complete refund of all monies to the respective investors.

11. At the April 20 hearing, Defendants established to the Court, through documentary evidence and through the affidavit and/or testimony of Clyde Wilkins, a

licensed securities broker employed by Homeland Securities, that Homeland Securities, the Managing Broker/Dealer regarding the Offering, has made a full refund to all investors who tendered funds under this Offering and that such investors are satisfied with such refund.

12. The Plaintiff has not alleged any further violations of securities laws by the Defendants in connection with the present Offering or any other securities offerings sponsored by the Defendants or in which any one of them has been involved.

NOW, THEREFORE, IT IS HEREBY ORDERED AND ADJUDGED THAT:

1. The Defendants are permanently enjoined to adhere to the following requirements regarding any offering or sale of securities in or from the Commonwealth of Kentucky in which they participate relating to Jupiter Energy, Jupiter LLP, Brian C. Rose, personally, and/or Jason T. Rose, personally which references in any way Defendants' prior experience with David Rose, enTerra Energy, LLC and/or enTerra Energy:

In any such offering of securities as described above, the Defendants shall disclose in writing to any and all prospective investors by addendum or other writing that: (a) certain legal and administrative matters arose and exist involving David Rose, enTerra Energy, LLC, and/or enTerra Energy, and expressly including the style and case number of this Court Case Number 04-CI-00895, and the existence of the Agreed Order of Injunction in that matter, and the essence of its contents; and (b) that the office listed in Tulsa, Oklahoma for Defendant Jupiter Energy is just an answering machine or service and that operations are from the offices in Louisville, Kentucky rather than Oklahoma.

2. Defendants shall, in any offering or sale of securities in or from the Commonwealth of Kentucky in which they participate relating to Jupiter Energy, Jupiter LLP, Brian C. Rose, personally, and/or Jason T. Rose, personally, and which offering occurs at any time following the date of entry of this Final Order, disclose the existence

of this action by referencing the specific case number hereof and the court where pending as well as a summary of the material terms of this Final Order.

3. Nothing herein relieves any of the Defendants of the obligation to make or cause to be made full, accurate, and complete disclosure of all material facts in connection with any present or future offer or sale of a security that they make or cause to be made, or assist in making, and defendants shall fully comply with KRS 292.320.

4. Nothing in this Order shall be deemed to constitute a prohibition upon Defendants Thomas Nelson and Dawn Nelson engaging in the securities business as part of Homeland Securities or any other licensed broker-dealer, provided that they comply with all applicable securities laws.

5. Nothing in this Order shall be deemed to constitute an admission of liability or wrongdoing on the part of any of the Defendants. This Order shall not be deemed to constitute the imposition of a fine or penalty upon any of the Defendants, unless and until it has been determined by the Court, after notice and hearing, that the terms and conditions of the performance bond referenced below has been violated by any of the Defendants.

6. In order to secure Defendants' full compliance with the terms and conditions of this Final Order, Jupiter Energy, on behalf of the Defendants, shall cause a performance surety bond to be posted with the Court in the amount of Fifteen Thousand Dollars (\$15,000). The above-referenced surety bond shall be posted in the same manner as prescribed in CR65.05 relating to injunction bonds, shall be due within twenty (20) calendar days of the entry of this Order, and shall stay posted for a period of one (1) year from said entry date. In the event that any of the Defendants violate the terms of this

Order during this period of one year, commencing with the entry date of this Order and ending one year after said entry date, and after notice and a hearing can be conducted by the Court, the entire amount of such bond, as applicable, shall be forfeited and paid over to the Commonwealth of Kentucky. However, should no violations occur, said surety bond shall automatically expire within one year from the date of entry of this Order, and the surety shall be relieved of all liability under the bond.

7. In order to administer the performance surety bond, any violations during the one year period shall be brought to the attention of the Court during that time or within a reasonable period of time thereafter, but in no event more than three (3) months after the Plaintiff discovers or should have discovered the violation, a hearing shall be held on whether the violation occurred, including evidence of all facts and circumstances constituting a violation or violations, opposing evidence, and any arguments of the parties, with findings to be made thereon, whereupon the Court shall make a ruling as to whether this Order was violated and as to the disposition of the bond proceeds, as applicable. If violations of this Order occurred before the entry date of this Order they shall not be considered for purposes of the disposition of the surety bond. However, if such violations occurred and violated this Court's restraining order, the Court reserves to right to consider such violations at a hearing and, if they are found to exist, to impose appropriate sanctions under the terms of the restraining order separate and apart from the surety bond herein.

8. Each party shall bear his, hers or its own costs and attorney's fees.

This is a final and appealable Order, there being no just reason for delay.

Phillip Shepherd
Judge, Franklin Circuit Court

Dated: 8-1-07

HAVE SEEN AND AGREED:

Greg A. Jennings
Greg A. Jennings, Esq.
1025 Capital Center Drive, Suite 200
Frankfort, KY 40601
Counsel for Plaintiff
Kentucky Office of Financial Institutions

Michael A. Valenti
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VALENTI HANLEY & ROBINSON, PLLC
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Louisville, KY 40202
(502) 568-2100
Counsel for Defendants

Jupiter Energy, LLC

By: B. C. Row
Title: Managing member
Date: 6-29-07

Jupiter 2005-6, LLP

By: B. C. Row
Title: Managing Partner
Date: 6-29-07

Commonwealth of Kentucky, *Ex Rel*
the Executive Director of the Office
of Financial Institutions of the
Commonwealth of Kentucky

By: Conrad H. Lawrence
Title: Executive Director
Date: July 9, 2007

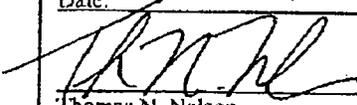
Date: _____

Brian C. Rose

Date: _____

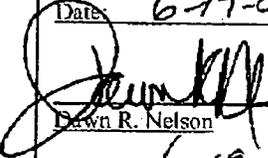
Jason T. Rose

Date: _____



Thomas N. Nelson

Date: 6-19-07



Dawn R. Nelson

Date: 6-19-07