PRESTON DuFAUCHARD
California Corporations Commissioner
ALAN S. WEINGER
Deputy Commissioner
AFSANEH EGHBALDARI (SBN 250107)
Corporations Counsel
CALIFORNIA DEPARTMENT OF CORPORATIONS
1350 Front Street, Room 2034
San Diego, California 92101
Telephone: (619) 645-3166
Fax: (619) 525-4045

Attorneys for the Complainant

BEFORE THE DEPARTMENT OF CORPORATIONS

STATE OF CALIFORNIA

In the Matter of the Desist and Refrain Order Against: STRUCTURED INVESTMENTS CO., LLC, STEVEN P. COVEY, AND RONALD P. STEINBERG, Respondents.	OAH No. 2011061265 **STIPULATION TO DESIST AND REFRAIN ORDER** Date: December 12-16, 2011 Time: 9:00 a.m Place: 320 West Fourth Street, Suite 630 Los Angeles, CA 90013

IT IS HEREBY STIPULATED AND AGREED BETWEEN Structured Investments Co., LLC, Steven P. Covey, and Ronald P. Steinberg (collectively, "Respondents") and Preston DuFauchard, California Corporations Commissioner ("Commissioner"), as follows:

WHEREAS, Respondents admit the jurisdiction of the California Department of Corporations over their persons and over the subject matter of this Stipulation.

WHEREAS, Respondents waive their rights to any reconsideration, appeal, or any other rights which may be afforded pursuant to California Corporations Code sections 25532 and 25609, or any other provision of law in connection with these matters, including but not limited to Government Code sections 11521 and 11523, and any writ proceeding in accordance with the Code of Civil Procedure.

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WHEREAS, all terms used, but not defined herein, shall have the meaning assigned to them by the California Corporations Code.

WHEREAS, Respondents represent that no promises of any kind or nature whatsoever were made to induce Respondents to enter into this Stipulation, and that this Stipulation is a voluntary act on the part of Respondents.

WHEREAS, Respondents represent, warrant, and agree that they have received or been advised to seek independent legal advice from their attorneys with respect to the advisability of executing this Stipulation.

WHEREAS, Respondents, without admitting or denying any of the findings contained within the Desist and Refrain Order ("Order"), in the form attached hereto as Exhibit A, hereby agree and stipulate to the Order.

WHEREAS, Respondents hereby understand and agree not to represent that this Stipulation is a settlement or a withdrawal of the Order.

WHEREAS, Respondents agree and acknowledge that nothing in this Stipulation shall preclude the Commissioner, his agents, officers, or employees, to the extent authorized by law, from referring any evidence or information regarding this matter to any other state or federal law enforcement official, or from assisting, cooperating, or co-prosecuting with regards to any investigation and/or action.

WHEREFORE, Respondents STRUCTURED INVESTMENTS CO., LLC, STEVEN P. COVEY, AND RONALD P. STEINBERG stipulate and agree, solely for the purpose of this proceeding and any other proceeding that the Commissioner may bring, to the finality of the Commissioner's Order. Respondents further understand and agree that the Order remains in effect, is public and that Respondents cannot deny the existence of the Commissioner's Order and Stipulation or make any statement or representation that is inconsistent with this Stipulation or the Order. Respondents further understand and agree this Stipulation does not prevent the Commissioner from taking future action in regard to this matter.

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PRESTON DuFAUCHARD,
California Corporations Commissioner

Dated: December 8, 2011 By_____
Alan S. Weinger
Deputy Commissioner

STRUCTURED INVESTMENTS CO., LLC

Dated: December 7, 2011 By_____
Steven P. Covey, individually, and on behalf of
Structured Investments Co., LLC

Dated: December 8, 2011 By_____
Ronald P. Steinberg, individually, and on behalf of
Structured Investments Co., LLC

Approved as to Form

Dated: December 7, 2011 By _____
Robert L. Clarkson, Esq.
Attorney for Steven P. Covey and Ronald P. Steinberg

Dated: December 7, 2011 By _____
Stanley C. Morris, Esq.
Attorney for Structured Investments Co., LLC

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