

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of
COUCH OIL & GAS and CHARLES O. COUCH

WAIVER AND CONSENT
TO ORDER

Respondent.

File No. S- 04061(EX)

The undersigned Respondents, having decided not to contest the issuance of the attached Order, hereby waive their right to a hearing with respect to this matter and hereby consent, solely for the purpose of this proceeding only, to the issuance of the Order without admitting or denying the factual findings contained in the Petition.

The undersigned Respondents understand that the Order is effective when signed by the Administrator of the Division of Securities and that a willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 18 day of February, 2005.

Couch Oil & Gas,
a Texas general partnership

By: *Charles O. Couch*
Charles O. Couch, general partner

Charles O. Couch
Charles O. Couch, Individually

State of Texas)
County of Dallas

Subscribed before me this
18 day of February, 2005.

Alicia G. Davis
Notary Public

My commission expires 5/13/06

