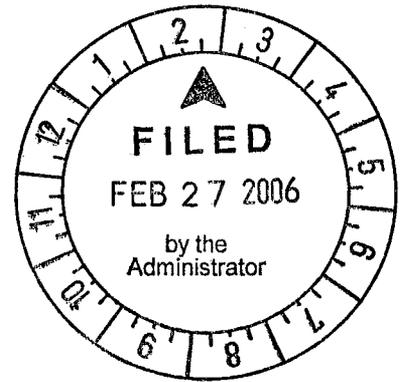


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Perissos, Inc., David L. Martin,
David Fowler, and Don R. Nicholson,

Respondents.

ODS File No. 05-035

ORDER TO CEASE AND DESIST

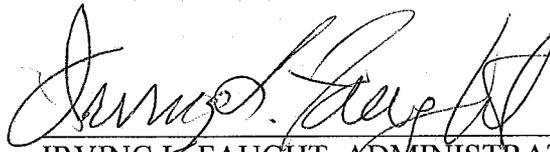
The Oklahoma Department of Securities ("Department") conducted an investigation into the activities of Perissos, Inc. ("Perissos"), David L. Martin ("Martin"), David Fowler ("Fowler"), and Donald R. Nicholson, Jr. (also known as "Don R. Nicholson," and hereinafter referred to as "Nicholson"), pursuant to the Oklahoma Business Opportunity Sales Act ("Business Opportunity Act"), Okla. Stat. tit. 71, §§ 801-829 (2001), Section 405 of the Oklahoma Securities Act ("Predecessor Securities Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Securities Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

In order to resolve the issues raised in connection with the Department's investigation, Nicholson voluntarily executed the Agreement which is attached hereto and incorporated herein by reference.

NOW THEREFORE, IT IS HEREBY ORDERED that Nicholson cease and desist from engaging in any act, practice, or course of business constituting a violation of the Securities Act and from doing any act in furtherance thereof.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 27th day of February, 2006.

(SEAL)

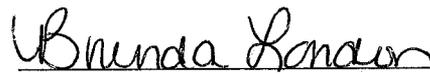


IRVING L. FAUGHT, ADMINISTRATOR OF
THE OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

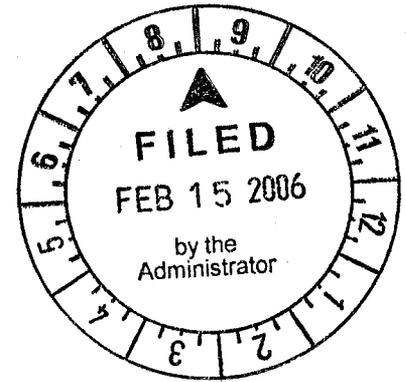
The undersigned hereby certifies that on the 27th day of February 2006, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by first class mail with postage prepaid thereon addressed to:

Donald R. Nicholson, Jr.
1608 N.W. Jackpine
Redmond, OR 97756



Brenda London, Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Perissos, Inc., David L. Martin,
David Fowler, and Don R. Nicholson,

Respondents.

ODS File No. 05-035

AGREEMENT OF DONALD R. NICHOLSON, JR.

THIS AGREEMENT is entered into between Donald R. Nicholson, Jr. (also known as "Don R. Nicholson," and hereinafter referred to as "Nicholson") and the Administrator ("Administrator") of the Oklahoma Department of Securities ("Department") as of the effective date set forth below.

Pursuant to the Oklahoma Business Opportunity Sales Act ("Business Opportunity Act"), Okla. Stat. tit. 71, §§ 801-829 (2001), Section 405 of the Oklahoma Securities Act ("Predecessor Securities Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and Section 1-602 of the Oklahoma Uniform Securities Act of 2004 ("Securities Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), the Enforcement Division ("Division") of the Department conducted an investigation into the activities of Perissos, Inc. ("Perissos"), David L. Martin ("Martin"), David Fowler ("Fowler"), and Nicholson (collectively, "Respondents"), in connection with the offer and/or sale of securities and business opportunities in and/or from the state of Oklahoma.

As a result of the investigation, the Division recommended that the Administrator order Respondents to cease and desist from engaging in violations of the Securities Act or doing any act in furtherance thereof; order Perissos and Martin to cease and desist from engaging in violations of the Business Opportunity Act or doing any act in furtherance thereof; and order the payment of civil penalties ("Recommendation"). On November 29, 2005, the Division filed the Recommendation with the Administrator. On December 22, 2005, the Administrator issued a Notice of Opportunity for Hearing ("Notice") allowing Respondents twenty (20) days after service of the Notice to request a hearing on the Recommendation. Within twenty days of being served with the Notice, Nicholson informed the Department that he was not going to request a hearing.

Nicholson desires to expeditiously settle this matter. Nicholson voluntarily waives his right to a hearing as required by the Securities Act, the Rules of the Oklahoma Securities

Commission and the Administrator of the Department of Securities, and the Oklahoma Administrative Procedures Act, Okla. Stat. tit. 75, § 250 *et. seq.*

In its Recommendation, the Division alleged the following:

1. On behalf of Perissos, Nicholson offered and sold investment units ("Units"), evidenced by subscription agreements, to multiple Oklahoma residents ("Investors") from approximately April 2001 until August 2004.
2. The Units are securities as defined by Section 2 of the Predecessor Securities Act and Section 1-102 of the Securities Act.
3. Nicholson offered and sold unregistered securities in and/or from Oklahoma, in violation of Section 301 of the Predecessor Securities Act and Section 1-301 of the Securities Act.
4. Nicholson transacted business in and/or from Oklahoma as an unregistered agent, in violation of Section 201 of the Predecessor Securities Act and Section 1-402 of the Securities Act.
5. Nicholson made untrue statements of material fact and omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer and/or sale of securities in and/or from Oklahoma, in violation of Section 101 of the Predecessor Securities Act and Section 1-501 of the Securities Act.

NOW THEREFORE, the undersigned parties hereto agree as follows:

1. **Order to Cease and Desist.** Nicholson consents to the issuance of an Order to Cease and Desist in the form of *Exhibit A* attached hereto and made a part hereof ("Order").
2. **Civil Penalty.** Nicholson agrees to pay a civil penalty in the amount of \$600 in two installments of \$300 with the first payment being due on January 31, 2006, and the second payment being due on February 28, 2006. Each payment shall be in the form of a cashier's check or money order and shall be made payable to the Oklahoma Department of Securities. Each payment shall be received by the Department, on or before the date it is due, at 120 North Robinson Avenue, Suite 860, Oklahoma City, Oklahoma 73102.
3. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Nicholson in connection with offers and/or sales of Units made prior to the Effective Date of this Agreement; provided, however, should Nicholson fail to comply with the terms of this Agreement in any material respect, or if Nicholson has made any false or misleading statements to the Department in connection with this matter, the Department shall impose an additional civil penalty in the amount of \$2,000, without further notice and opportunity for hearing, against Nicholson. Such additional civil penalty shall be due within ten (10) days of receipt of written notice by the Department to Nicholson or his counsel.

4. **Entire Agreement; Amendment.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations and understandings of the parties. No supplement, modification or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

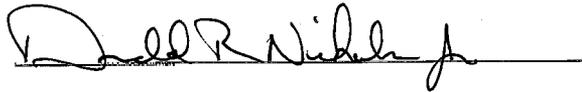
5. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against Nicholson, the Administrator may assist in such actions as authorized by law.

6. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

7. **Applicability.** This Agreement applies only to the activities of Nicholson and to no others.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

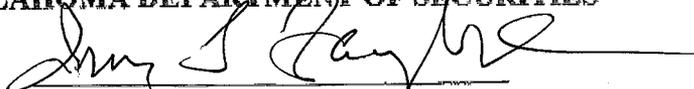
DONALD R. NICHOLSON, JR.



Date: 1-23-06

Address: 1608 NW JACKPINE AVE
REDMOND OR 97756

OKLAHOMA DEPARTMENT OF SECURITIES

By: 
Irving L. Raught, Administrator

Date: February 15, 2006