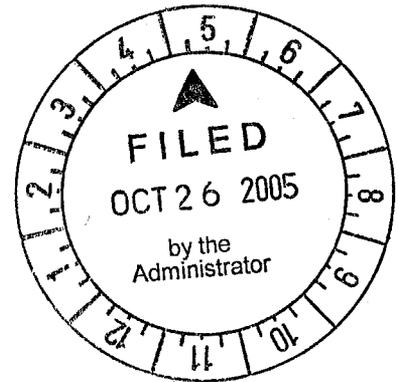


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Marcia Vallee,

Respondent.

ODS File No. 05-016

ORDER TO CEASE AND DESIST

On August 16, 2005, an Enforcement Division Recommendation (Recommendation) naming Marcia Vallee (Respondent) was filed with the Administrator of the Oklahoma Department of Securities (Department). The issuance of a cease and desist order is authorized by Section 406 of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and Section 1-604 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

On August 24, 2005, the Administrator of the Department issued a Notice of Opportunity for Hearing with the Recommendation attached (Notice of Hearing). The Administrator also issued a Notice of Service on the Administrator and Affidavit of Compliance (Notice of Service) on August 24, 2005. The Notice of Hearing and the Notice of Service were mailed August 24, 2005, to the last known address of Respondent, by certified mail, return receipt requested, and delivery restricted. On September 16, 2005, the Notice of Hearing and the Notice of Service sent to Respondent at Post Office Box 225, Sulphur, Oklahoma were returned marked "Returned To Sender, Moved, Left No Address." On October 11, 2005, the Notice of Hearing and the Notice of Service were mailed to Respondent at 703 W. 12th Street, Sulphur, Oklahoma. On October 18, 2005, the mailing was returned marked "Return To Sender, Not At Address Shown."

The Notice of Hearing specified that failure to request a hearing would result in the issuance of an order to cease and desist against Respondent. No request for hearing or any other response has been received by the Administrator.

The Administrator of the Department, being fully advised in this matter, does hereby adopt the Findings of Fact and Conclusions of Law set forth below.

Findings of Fact

1. Respondent, an individual, is a licensed dental hygienist in the state of Oklahoma.

2. At all times material hereto, Respondent was employed as a dental hygienist in a dental office (Dentist's Office) in Pauls Valley, Oklahoma.

3. At all times material hereto, Respondent was not registered in any capacity under the Predecessor Act or the Act.

4. From January 1, 2002 until May 31, 2004, Respondent offered and sold shares of stock and/or interests in an investment pool or club (Investment Interests) to at least seven Oklahoma investors [hereinafter referred to collectively as "Investors" and individually as "Investors A&B," "Investor C," "Investor D," "Investor E," "Investor F," and "Investor G"]. Under her agreement with the Investors, Respondent was to make all investment decisions and trades on their behalf.

5. Investors A&B. Respondent was a long-time family friend of Investors A&B, a married couple. While Investors A&B were at the Dentist's Office in early 2002, Respondent told them that she had been making money for her friends by investing their money. Respondent told Investors A&B that she had tripled the money of a secretary at the Dentist's Office. Respondent offered to make investments on behalf of Investors A&B. Investors A&B gave Respondent \$3,000 in cash with which Respondent was to open an account at Datek in the name of Investors A&B. While their account was being opened, Respondent told Investors A&B that she was trading their \$3,000 in her own Datek account but for their benefit. Once Investors A&B's account was opened, Respondent was supposed to move their investments from her account to their Datek account. After Investors A&B's account was opened, no cash or securities were transferred from Respondent's account to their account. Investors A&B's Datek account was never funded. To date, Investors A&B have not received any profit on their investment or the return of their principal.

6. Investor C. Respondent was also a long-time family friend of Investor C, a widow with no prior investment experience. While Investor C was at the Dentist's Office in early 2002, Respondent offered to invest Investor C's money for her. On February 18, 2002, Investor C gave Respondent a personal check in the amount of \$3,000 for Respondent to invest on her behalf. Respondent represented to Investor C that her money would be pooled together with the money of other investors and used to buy shares of stock in InVision Technologies, Inc. (InVision). Subsequently, Respondent gave Investor C the option of withdrawing her principal and the purported profit from the pool or reinvesting the principal and purported profit. Investor C chose to reinvest. Investor C has been unable to contact Respondent since July 9, 2004. To date, Investor C has not received any profit on her investment or the return of her principal.

7. Investor D. Respondent and Investor D had a personal relationship that began as late as 1991. Sometime in 2002 or 2003, Respondent offered to make investments on behalf of Investor D. Investor D gave Respondent \$5,000 to deposit in a Datek account. Respondent purportedly invested Investor D's money in shares of stock in Ebay, Inc. (Ebay). Subsequently, Respondent sold the shares of Ebay, withdrew the proceeds, and kept the proceeds. Investor D has not received any profit on her investment or the return of her principal.

8. Investor E. Respondent worked with Investor E at the Dentist's Office until April 2004. In early 2003, Respondent offered Investor E the opportunity to invest \$3,000 as part of an "investment club." Respondent represented to Investor E that her principal would be pooled with other investors' money to buy shares of stock in Ebay and InVision and that in three weeks Investor E would receive \$4,500, consisting of her principal plus \$1,500 in profit. In early 2003, Investor E invested \$3,000 with Respondent. In February 2004, Respondent paid Investor E the amount of her principal plus \$1,100 after Respondent's employer intervened.

9. Investor F. Investor F was a patient at the Dentist's Office. On January 23, 2004, Respondent called Investor F and offered her the opportunity to invest \$10,000 as part of an "investment group." On January 23, 2004, Investor F invested \$10,000. On February 9, 2004, Respondent showed Investor F a print out from the website of "Yahoo! Finance" that reflected that the investment group was making a profit. Respondent asked Investor F to invest an additional \$3,000. On February 13, 2004, Investor F gave Respondent an additional \$3,000 to invest. Subsequently, Respondent asked Investor F to invest an additional \$2,000. On February 27, 2004, Investor F invested an additional \$2,000. Respondent told Investor F that she would make the money needed to pay for her daughter's dental expenses. On July 7, 2004, Investor F filed a police report alleging that Respondent committed fraud. Shortly thereafter, Respondent's brother-in-law paid Investor F \$15,000 as a return of her principal.

10. Investor G. Investor G was also a patient at the Dentist's Office. At the Dentist's Office in May 2004, Respondent told Investor G that by investing \$5,000 as part of an "investment group" she would make enough money to pay for her braces in three months. Respondent told Investor G that her money would be invested in shares of Ebay and InVision. On May 27, 2004, Respondent told Investor G that she could get her in the "investment group," but that she had to have the money that day. Investor G gave Respondent a cashier's check in the amount of \$4,000 on May 27, 2004. On the same day, Respondent cashed the cashier's check at IBC Bank, depositing \$3,000 into her personal checking account. On May 28, 2004, Respondent withdrew \$680 from the account via an automated teller machine (ATM). A couple of days later, Investor G gave Respondent a second cashier's check in the amount of \$1,000. On June 1, 2004, Respondent deposited that cashier's check into the same checking account and withdrew another \$680 via an ATM. On July 2, 2004, Respondent returned Investor G's principal to her.

11. The Investment Interests were not registered pursuant to Section 301 of the Predecessor Act and no claim of an exemption from registration was filed with the Administrator.

12. Respondent made untrue statements of material fact to the Investors in connection with the offer and sale of the stock and Investment Interests including, but not limited to, the following:

- a. that Investors A&B's investment would be transferred from Respondent's Datek account to their Datek account once their Datek account was opened;
- b. that Investor E would receive \$4,500 three weeks after making her investment;
- c. that Investor F would make the money needed to pay for her daughter's dental expenses; and
- d. that Investor G would make enough money to pay for her braces in three months if she invested \$5,000 as part of an "investment group."

13. Respondent 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 to investors in connection with the offer, sale and purchase of the stock and Investment Interests including, but not limited to, the following:

- a. that the stock and Investment Interests are securities;
- b. that the Investment Interests were not registered as securities under the Predecessor Act nor were they exempt from registration;
- c. that there was substantial risk to the Investors' principal;
- d. that Investors A&B, Investor C, and Investor D would not receive any return on their investment and their principal would not be returned to them;
- e. that previous Investors had lost their principal and received no return on their investment; and
- f. that some or all of the Investors' principal would not be invested for the Investors' benefit, if invested at all.

To the extent any of these Findings of Fact should be considered Conclusions of Law, they should be so considered.

Conclusions of Law

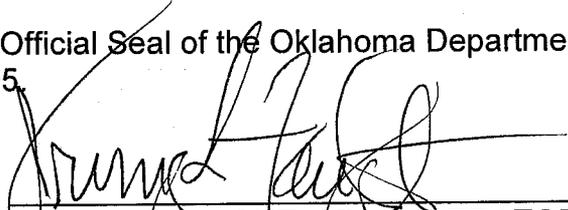
1. Effective service of process was made on Respondent pursuant to Section 1-611 of the Act.
2. The shares of stock and Investment Interests sold to Investors are securities as defined by subsection (v) of Section 2 of the Predecessor Act.
3. Respondent offered and sold unregistered securities in and/or from the state of Oklahoma, in violation of Section 301 of the Predecessor Act.
4. Respondent made untrue statements of material fact, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma, in violation of subsection (2) of Section 101 of the Predecessor Act.
5. Respondent 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 the state of Oklahoma, in violation of subsection (2) of Section 101 of the Predecessor Act.
6. Respondent engaged in an act, practice, or course of business which operated as a fraud or deceit upon the Investors, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma, in violation of subsection (3) of Section 101 of the Predecessor Act.
7. The Administrator has the authority to order Respondent to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Predecessor Act and/or the Act.
8. It is in the public interest to order Respondent to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Act.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

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

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 26th day of October, 2005.

(SEAL)



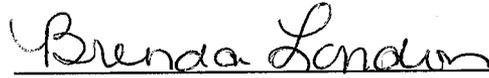
IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 26th day of October, 2005, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Marcia Vallee
P.O. Box 225
Sulphur, OK 73086

Marcia Vallee
703 W. 12th Street
Sulphur, OK 73086



Brenda London
Paralegal