

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



In the Matter of:

Mobile Cash Systems, LLC,
Judy A. Poulson, and Frank C. Wyer,

Respondents.

File No. ODS 04-066

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities (Department).

2. That a copy of the Notice of Opportunity for Hearing (Notice) with Enforcement Division Recommendation (Recommendation) attached was delivered to Affiant in the office of the Administrator pursuant to Section 413(g) of the Oklahoma Securities Act (Securities Act), Okla. Stat. Ann. tit. 71, §§ 1-413, 501, 701-703 (West 2004), and Section 818.F of the Oklahoma Business Opportunity Sales Act (Business Opportunity Act), Okla. Stat. tit. 71, §§ 801-829 (2001).

3. That this Affidavit of Compliance shall serve as notice to Mobile Cash Systems, LLC, Judy A. Poulson, and Frank C. Wyer (collectively, the "Respondents"), that the Administrator has received service of process on behalf of Respondents pursuant to Section 413(g) of the Securities Act and Section 818.F of the Business Opportunity Act.

4. That a copy of the Notice, with the Recommendation attached, and a copy of this Affidavit of Compliance are being sent this 2nd day of April, 2004, by certified mail, return receipt requested, delivery restricted to addressee, to the last known

addresses of Respondents, in compliance with Section 413(g) of the Securities Act and Section 818.F of the Business Opportunity Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 413(g) of the Securities Act and Section 818.F of the Business Opportunity Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 2nd day of April, 2004.

(SEAL)



Irving L. Faught, Administrator

Subscribed and sworn before me this 2nd day of April, 2004.

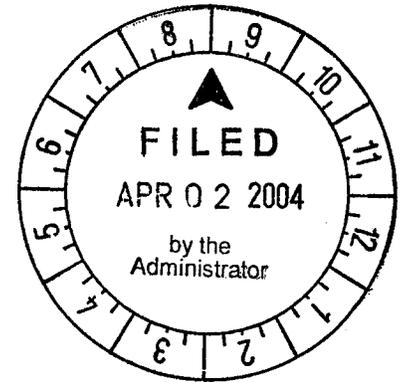
(NOTARY SEAL)



Notary Public

My Commission Expires: August 26, 2005
My Commission No.: 01013792

STATE OF OKLAHOMA
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In the Matter of:

Mobile Cash Systems, LLC,
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Respondents.

File No. ODS 04-066

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 405 of the Oklahoma Securities Act (Securities Act), Okla. Stat. Ann. tit. 71, §§ 1-413, 501, 701-703 (West 2004) and Section 813 of the Oklahoma Business Opportunity Sales Act (Business Opportunity Act), Okla. Stat. Ann. tit. 71, §§ 801-829 (2001), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Mobile Cash Systems, LLC, Judy A. Poulson, and Frank C. Wyer (collectively, the "Respondents"), in connection with the offer and/or sale of securities and business opportunities in and/or from the state of Oklahoma.

2. On the 1st day of April, 2004, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator of the Department (Administrator).

3. Pursuant to Section 406(b) of the Securities Act and Section 818.B of the Business Opportunity Act, the Administrator hereby gives notice to Respondents of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of Notice. Pursuant to Section 406(b) of the Securities Act and Section 814.B of the Business Opportunity Act, failure to request a hearing as provided for herein shall result in the issuance of an order to cease and desist against Respondents.

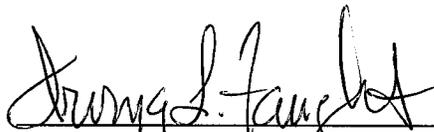
5. The request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation in said request as required by 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within sixty (60) days or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Respondents not less than ten (10) days in advance thereof pursuant to 660:2-9-3(a) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 2nd day of April, 2004.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 2nd day of April, 2004, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Mobile Cash Systems, LLC
701 N. Green Valley Parkway
Henderson, Nevada 89074-6177

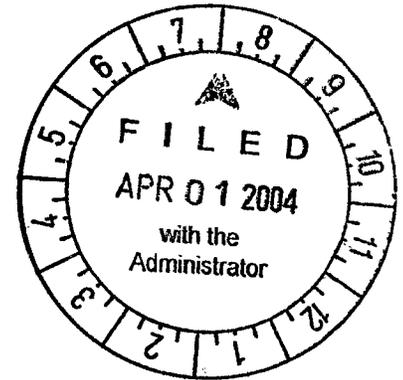
Judy A. Poulson
875 E. Silverado Ranch
Las Vegas, Nevada 89123

Frank C. Wyer
711 N. 5th Street
Jenks, Oklahoma 74037-3343



Brenda London Smith
Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
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OKLAHOMA CITY, OKLAHOMA 73102



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Respondents.

File No. ODS 04-066

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to the Oklahoma Business Opportunity Sales Act ("Business Opportunity Act"), Okla. Stat. Ann. tit. 71, §§ 801-829 (2001), and Section 405 of the Oklahoma Securities Act ("Securities Act"), Okla. Stat. Ann. tit. 71, §§ 1-413, 501, 701-703 (West 2004), an investigation was conducted into the activities of Mobile Cash Systems, LLC, Judy A. Poulson, and Frank C. Wyer (collectively, the "Respondents"), in connection with the offer and/or sale in and/or from the state of Oklahoma of a program involving electronic processing wireless terminal machines. Based thereon, the following Findings of Fact, Authorities and Conclusions of Law are submitted to the Administrator, or his designee, in support of the issuance of an order to cease and desist against Mobile Cash Systems, LLC, Judy A. Poulson, and Frank C. Wyer.

Findings of Fact

1. Mobile Cash Systems, LLC ("Mobile") is a Nevada corporation that, at all times relevant hereto, was doing business in the State of Oklahoma.
2. Judy A. Poulson ("Poulson"), at all times relevant hereto, was a resident of the state of Nevada and the registered agent for Mobile.
3. Frank C. Wyer ("Wyer"), at all times relevant hereto, was a resident of the state of Oklahoma and an advisor selling Mobile products in the state of Oklahoma.
4. In or about 2000, an Oklahoma resident ("Oklahoma Member") entered into a contract with Mobile ("Agreement") wherein the Oklahoma Member paid \$100,000 for the purchase of twenty (20) wireless terminal machines (WTM's) and a service contract with Mobile. The WTM's utilize mobile payment technology.

5. The Agreement provided that Mobile would place the WTM's with retail merchants in order to enable electronic purchase transactions at the merchants' point of delivery.

6. The Agreement provided that the Oklahoma Member would receive monthly payments resulting from a share of profits generated from the operation of their WTM's.

7. The Agreement further provided that the Oklahoma Member would exercise no managerial or entrepreneurial duties in connection with their investment. The profits of the Oklahoma Member were dependent upon the services provided by Mobile.

8. The Agreement is not registered under the Business Opportunity Act or the Securities Act.

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

Authorities

1. Section 802 of the Business Opportunity Act provides in pertinent part:

3.a. "Business opportunity" means a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any products, equipment, supplies or services enabling the purchaser to start a business and the seller represents directly or indirectly, orally or in writing, that:

* * *

(2) The seller or person recommended by the seller will provide or assist the purchaser in finding outlets or accounts for the purchaser's products or services.

12. "Seller" means a person who sells or offers to sell a business opportunity or any agent or person who directly or indirectly acts on behalf of such person.

2. Section 806 of the Business Opportunity Act provides:

It is unlawful for any person to offer or sell any business opportunity, as defined in Section 802 of this title, in this state unless the business

opportunity is registered under the provisions of the Oklahoma Business Opportunity Sales Act or is exempt under Section 803 of this title.

3. Section 814 of the Business Opportunity Act in pertinent part:

A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, the Administrator may:

1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to the maximum of Five Thousand Dollars (\$5,000.00) for a single violation or transaction or Fifty Thousand Dollars (\$50,000.00) for multiple violations or transactions in a single proceeding or series of related proceedings[.]

4. Section 818 of the Business Opportunity Act provides in pertinent part:

A. The provisions of the Oklahoma Business Opportunity Sales Act concerning sales and offers to sell apply to persons who sell or offer to sell when:

1. An offer to sell is made in this state[.]

B. For the purpose of this section, an offer to sell is made in this state, whether or not either party is then present in this state, when:

1. The offer originates from this state; or
2. The offer is directed by the offeror to this state and received at the place to which it is directed or at any post office in this state in the case of a mailed offer.

5. Section 2 of the Securities Act provides in part:

* * *

(v) "Security" means any:

* * *

(11) investment contract[.]

6. Section 301 of the Securities Act provides:

It is unlawful for any person to offer or sell any security in this state unless: (1) it is registered under this act or the security or transaction is exempted under Section 401 of this title; or (2) it is a federal covered security.

7. Section 405 of the Securities Act provides in part:

(a) The Administrator in his discretion:

(1) may make such public or private investigations within or outside of this state as he deems necessary to determine whether any person has violated or is about to violate any provision of this act or any rule or order hereunder, or to aid in the enforcement of this act or in the prescribing of rules and forms hereunder[.]

8. Section 406 of the Securities Act provides in pertinent part:

(a) If the Administrator reasonably believes, whether or not based upon an investigation conducted under Section 405 of this title, that a person has violated the Oklahoma Securities Act, except under the provisions of Section 202.1 or 305.2 of this title, or a rule or order of the Administrator under the Oklahoma Securities Act or has engaged in dishonest or unethical practices in the securities business, the Administrator in addition to any specific power granted by any other section of the Oklahoma Securities Act, may impose one or more of the following sanctions:

(1) issue an order against the person to cease and desist from engaging in such violation or dishonest or unethical practices or doing any act in furtherance thereof[.]

9. Section 413 of the Securities Act provides in pertinent part:

(a) Sections 101, 201(a), 301, 404 and 408 of this title apply to persons who sell or offer to sell when:

(1) an offer to sell is made in this state; or

(2) an offer to buy is made and accepted in this state.

* * *

(c) For the purpose of this section, an offer to sell or to buy is made in this state, whether or not either party is then present in this state, when the offer:

- (1) originates from this state; or
- (2) is directed by the offeror to this state and received at the place to which is it directed (or at any post office in this state in the case of mailed offer).

Conclusions of Law

1. The Agreement is a business opportunity as defined in Section 803 of the Business Opportunity Act.

2. Respondents offered and sold an unregistered business opportunity in the state of Oklahoma, in violation of Section 806 of the Business Opportunity Act.

3. The Agreement is a security as defined in Section 2 of the Securities Act.

4. Respondents offered and sold unregistered securities in the state of Oklahoma, in violation of Section 301 of the Securities Act.

5. The Administrator has the authority under Section 406 of the Securities Act to order Respondents to cease and desist from engaging in violations of the Securities Act.

6. The Administrator has the authority under Section 814 of the Business Opportunity Act to order Respondents to cease and desist from engaging in violations of the Business Opportunity Act.

7. It is in the public interest to order Respondents to cease and desist from engaging in violations of the Business Opportunity Act and the Securities Act.

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

WHEREFORE, it is recommended that the Administrator order Respondents to cease and desist from engaging in violations of the Business Opportunity Act and the Securities Act or doing any act in furtherance thereof.

Dated this 1st day of April, 2004.

Respectfully Submitted,



Rebecca Cryer
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700