

5. That a copy of the Notice with the Recommendation attached is being sent this 27th day of December, 2001, by certified mail, return receipt requested, delivery restricted to addressee, to the last known addresses of National Computer Plus, Inc. and James O. Sutton II in compliance with Section 413(h) of the Act.

6. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 413(h) of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 27th day of December, 2001.

(SEAL)

Irving L. Faught
Irving L. Faught, Administrator

Subscribed and sworn to before me this 27th day of December, 2001.

(NOTARY SEAL)

Brenda London Smith
Notary Public

My Commission Expires:

August 26, 2005

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



In the Matter of:

National Computers Plus, Inc.

and

James O. Sutton II

Respondents.

ODS File No. 98-168

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 405 of the Oklahoma Securities Act (Act), 71 O.S. §§ 1-413, 501, 701-703 (1991 & Supp. 2000), the Administrator (Administrator) of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of the referenced Respondents (Respondents), in connection with offers and sales of securities in and/or from Oklahoma.

2. On the 26th day of December, 2001, the attached Recommendation to Issue an Order to Cease and Desist (Recommendation) was submitted to the Administrator.

3. The Administrator of the Department, pursuant to Section 406(b) of the Act, hereby gives Respondents notice of their right to request a hearing to show cause why a final order to cease and desist, based on the attached Recommendation, should not be issued.

4. Pursuant to Section 406(b) of the Act, the request for hearing must be received by the Administrator within fifteen (15) days after the receipt of this Notice.

5. Pursuant to 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules), the request for hearing shall be in writing and shall specifically admit or deny each allegation, or state that the party does not have, and is unable to obtain, sufficient information to admit or deny each allegation.

6. Upon receipt of a written request, and as required by 660:2-9-2 of the Rules, a hearing on the final order shall be set within sixty (60) days, or a written order denying hearing shall be issued.

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

8. Pursuant to Section 406(b) of the Act, failure to request a hearing as provided for herein will result in the issuance of a final order to Respondents to cease and desist from violating the Act and/or Rules. Such order will be based upon the Findings of Fact, Authorities and Conclusions of Law set out in the attached Recommendation.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 27th day of December 2001.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 27th day of December, 2007, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Recommendation to Issue an Order to Cease and Desist was mailed by certified mail, return receipt requested, restricted delivery, with postage prepaid thereon addressed to:

National Computers Plus, Inc.
4610 S. 101st E. Avenue
Tulsa, OK 74147

James O. Sutton II
4610 S. 101st E. Avenue
Tulsa, OK 74147

Brenda London Smith

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

In the Matter of:

National Computers Plus, Inc.

and

James O. Sutton II

Respondents.

ODS File No. 98-168

**RECOMMENDATION TO ISSUE AN ORDER
TO CEASE AND DESIST**

Pursuant to Section 405 of the Oklahoma Securities Act (the "Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (1991 and Supp. 2000), an investigation was conducted by the Oklahoma Department of Securities ("Department") into the activities of National Computers Plus, Inc. and James O. Sutton II in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator of the Department ("Administrator"), or his designee, in support of the issuance of an Order to Cease and Desist.

Findings of Fact

1. At all times material hereto, National Computers Plus, Inc. ("NCP"), an Oklahoma corporation, was engaged in the business of developing and manufacturing computers and computer related equipment and maintained its principal place of business in Tulsa, Oklahoma.

2. At all times material hereto, James O. Sutton II ("Sutton") was a resident of Tulsa, Oklahoma, and President and Chairman of the Board of NCP.

3. Between October, 1994, and January, 1996, Respondents offered and sold the stock of NCP, in the form of both common and preferred shares, (the "NCP Stock") to investors. The NCP Stock was offered and/or sold in and/or from the state of Oklahoma.

4. The NCP Stock was not registered under the Act.

Authorities

1. Section 2 of the Act provides in pertinent part:

(v) "Security" means any:

* * *

(2) stock[.]

2. Section 301 of the 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.

3. Section 405 of the 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[.]

4. Section 406 of the 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[.]

Conclusions of Law

1. The shares of NCP Stock are securities as defined by subsection (v) of Section 2 of the Act.

2. Respondents violated Section 301 of the Act by offering and/or selling in and/or from the state of Oklahoma securities that were not registered under the Act or exempted from registration under Section 401 of the Act.

3. The Administrator has the authority pursuant to Section 406 of the Act to issue an order to cease and desist.

4. It is in the public interest to order Respondents to cease and desist from violations of Section 301 of the Act.

WHEREFORE, it is recommended that the Administrator issue an order directing Respondents NCP and Sutton to cease and desist from engaging in violations of Section 301 of the Act or doing any act in furtherance thereof.

Dated this 26th day of December, 2007.

Respectfully submitted,



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