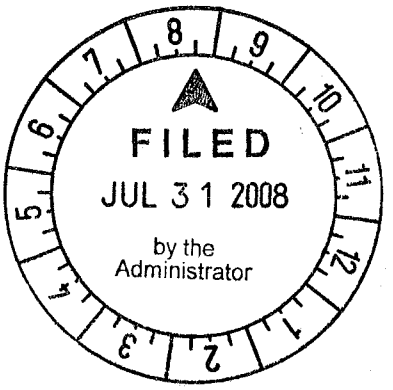
STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

James Bowling,

Respondent. File No. ODS 06-125

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 of the Department (Administrator) pursuant to Section 1-611 of the Oklahoma Uniform Securities Act (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

3. That the Administrator has received service of process on behalf of James Bowling pursuant to Section 1-611 of the Act.

4. That a copy of the Notice, with the Recommendation attached, and a copy of this Notice of Service on the Administrator and Affidavit of Compliance are being sent this 31st day of July, 2008, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondent, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 31st day of July, 2008.

(SEAL)

Irving L. Faught, Administrator

Subscribed and sworn to before me this 31st day of July, 2008.

NOTARY SEAL PUBLIC
BRENDA LONDON
Notary Public
State of Oklahoma
Commission # 05009046 Expires 09/28/09

Brenda London
Notary Public

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

In the Matter of:

James Bowling,

Respondent. File No. ODS 06-125

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 1-602(A)(1) of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of James Bowling (Bowling), to determine whether certain violations of the Act, the Predecessor Act, and/or the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules) may have occurred.

2. On the 14th day of May, 2008, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. The Administrator hereby gives notice to Bowling of his 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 twenty (20) days after service of this Notice. Failure to request a hearing as provided for herein shall result in the issuance of an order directing Bowling to cease and desist: the offer and sale of unregistered securities in and/or from the state of Oklahoma; transacting business in this state as an agent without the benefit of registration; and omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

5. The request for hearing shall be in writing and Bowling shall specifically admit or deny each allegation in said request as required by 660:2-9-2(a) of the 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 ninety (90) 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 Bowling not less than forty-five (45) days in advance thereof pursuant to 660:2-9-2(c) 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 31st day of July, 2008.

(SEAL)

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

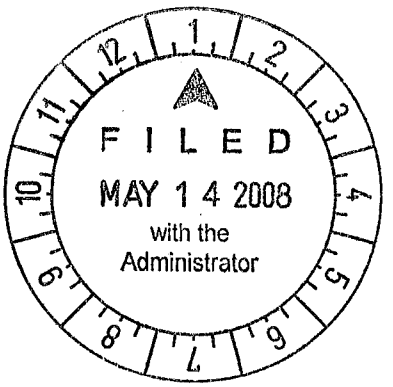
CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 31st day of July, 2008, 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:

James Bowling
3414 Flair Dr.
Dallas, TX 75229

Brenda London
Paralegal

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



In the Matter of:

James Bowling,

Respondent.

File No. ODS 06-125

RECOMMENDATION FOR
ORDER TO CEASE AND DESIST

Pursuant to the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), and the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 and Supp. 2003), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of James Bowling (Bowling) in connection with the offer and/or sale of securities in and/or from Oklahoma.

Findings of Fact

1. Bowling is a self-employed Texas resident.

2. At all times material hereto, Bowling owned and operated a company called Retirement Protection Group. This company was located in his home and was utilized by Bowling to offer various products including, but not limited to, insurance.

3. Beginning in April 2003, lease agreements were offered and sold in connection with "point-of-sale" credit card terminals that were a product of Nexstar Communications, LLC (Nexstar) (Nexstar Lease Agreement). The Nexstar Lease Agreements were sold through various affiliated entities and individuals (Lease Agreement Entities) to include POSA, LLC (POSA) and Bowling.

4. The Nexstar Lease program involved an agreement to purchase the "Millennium Terminal," a product of Nexstar; a "Terminal Equipment Lease Agreement" in which POSA agreed to locate, service and maintain the terminals and pay a purchaser $50 per month for each terminal, for a 12% rate of return; and an "Option to Sell Agreement" in which POSA agreed to repurchase the "Millennium Terminal" from the purchaser at the end of the lease period, or as early as two years from the purchase of the

"Millennium Terminal." The minimum investment was $10,000 for two "Millennium Terminals."

5. On or about November 18, 2003, a Summary Order to Cease and Desist was issued by the Pennsylvania Securities Commission against Bowling. The order was based on findings that Bowling offered for sale the Nexstar Lease program. These offers violated the securities registration provisions under the Pennsylvania Securities Act of 1972.

6. Between October 2003 and February 2004, Bowling offered and/or sold the Nexstar Lease Agreement to at least four investors in and/or from the state of Oklahoma.

7. Bowling received a commission of approximately fourteen percent (14%) in connection with his offer and sale of the Nexstar Lease Agreement in and/or from the state of Oklahoma.

8. In connection with the offer and sale of the Nexstar Lease Agreement in and/or from the state of Oklahoma, Bowling failed to disclose the Pennsylvania cease and desist order.

9. Bowling was not registered pursuant to Section 201 of the Predecessor Act to transact business as a broker-dealer or agent in and/or from the state of Oklahoma.

10. The Nexstar Lease Agreement was not registered under the Predecessor Act.

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

Authorities

1. Section 1-701(A) of the Act provides:

> The predecessor act exclusively governs all actions or proceedings that are pending on the effective date of this act or may be instituted on the basis of conduct occurring before the effective date of this act, but a civil action may not be maintained to enforce any liability under the predecessor act unless instituted within any period of limitation that applied when the cause of action accrued or within five (5) years after the effective date of this act, whichever is earlier.

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

* * *

(d) "*Agent*" means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to affect purchases or sales of securities.

* * *

(e) "Broker-dealer" means any person engaged in the business of effecting transactions in securities for the account of others or for his or her own account.

* * *

(v) "*Security*" means any:

* * *

(11) investment contract[.]

3. Section 101 of the Predecessor Act provides:

It is unlawful for any person, in connection with the offer, sale or purchase of any security, directly or indirectly[:]

(1) to employ any device, scheme, or artifice to defraud,

(2) to make any untrue statement of material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, [or]

(3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

4. Section 201 of the Predecessor Act provides in part:

(a) (1) It is unlawful for any person to transact business in this state as a broker-dealer or agent unless the person is so registered under this act or unless the person is exempt from registration as provided in paragraph (2) or (3) of this subsection.

* * *

(b) It is unlawful for any broker-dealer or issuer to employ an agent unless the agent is registered or is exempt from registration.

5. Section 301 of the Predecessor Act provides in part:

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[.]

6. Section 405 of the Predecessor 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[.]

7. Section 406 of the Predecessor 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 Nexstar Lease Agreement offered and sold by Bowling is a security.

2. Bowling offered and sold securities in and/or from the state of Oklahoma without the benefit of registration as an agent, in violation of Section 201 of the Predecessor Act.

3. Bowling sold unregistered securities in and/or from the State of Oklahoma, in violation of Section 301 of the Predecessor Act.

4. Bowling 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 Section 101 of the Predecessor Act.

5. The Administrator has the authority to order Bowling to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Predecessor Act.

6. It is in the public interest to order Bowling to cease and desist from transacting business in and/or from the state of Oklahoma as an agent without the benefit of registration.

7. It is in the public interest to order Bowling to cease and desist from offering and selling unregistered securities in and/or from the state of Oklahoma.

8. It is in the public interest to order Bowling to cease and desist from omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

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

Dated this 14 of May, 2008.

Respectfully submitted,

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