

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



In the Matter of:

Media Concepts, Inc., John Frazier,
Chris Harper and Richard Miller,

Respondents.

File No. ODS 08-091

ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

Order

Pursuant to the Oklahoma Uniform Securities Act ("Act") of 2004, Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of Media Concepts, Inc. (Media Concepts), John Frazier (Frazier), Chris Harper (Harper) and Richard Miller (Miller) (collectively, "Respondents"), in connection with the offer and/or sale of securities in and/or from Oklahoma. Based on the authority of Section 1-604 of the Act, and the Findings of Fact and Conclusions of Law set forth below, **IT IS HEREBY ORDERED** that Respondents cease and desist from engaging in acts, practices, or a course of business in violation of the Act.

Findings of Fact

1. Media Concepts has a mailing address of 430 East 162nd Street #191, South Holland, Illinois.
2. Frazier is the President of Media Concepts.
3. Harper is the marketing manager of Media Concepts.
4. Miller, the Chief Executive Officer of Alliance Marketing, Inc., distributes marketing materials for Media Concepts.

5. Respondents are presently engaged in the direct mail solicitation and/or internet marketing of a purportedly risk free investment program called the "Lifetime Investment Partner" program (the "Program").

6. In or about August 2007, J. Smith (Smith), an Oklahoma resident, received unsolicited correspondence in the mail from Media Concepts. The correspondence stated that Media Concepts was seeking twenty-five (25) "Investment Partners" (Partners) to invest between \$350 and \$1,500 in the Program. The Program materials described investors at least doubling their money within sixty (60) days or less and instructed Partners to fill out an application and send payment. The correspondence, signed by Frazier, described the Program as a "program for those of you who simply want to sit back and let their money work for them."

7. On or about August 12, 2007, Smith invested \$500 in the Program. Smith mailed a personal check to Media Concepts for the investment.

8. Smith later received additional correspondence from Media Concepts. The correspondence stated that Media Concept's original offer was extended and/or discounted, and sought additional investments in the Program. Correspondence was received from both Harper and Miller.

9. On or about August 21, 2007, Smith invested an additional \$650 in the Program.

10. Since August 21, 2007, Smith has tried to communicate with Respondents by mail, e-mail and telephone. To date, Smith has been unable to contact Respondents.

11. The Program interests offered and sold by Respondents are not registered under the Act.

12. Respondents, directly and indirectly, made untrue statements of material fact to Investors in connection with the offer, sale and purchase of interests in the Program including, but not limited to, the following:

- (a) that an investment in the Program was risk free; and
- (b) that investors would at least double their money.

13. Respondents omitted to state material facts to in connection with the offer, sale and purchase of interests in the Program including, but not limited to, the following:

- (a) that interests in the Program are securities;

(b) that interests in the Program are not registered as securities under the Act nor are they exempt from registration; and

(c) that Media Concepts employed agents who are not registered under the Act.

14. Based upon the foregoing violations of the Act, it is in the public interest to issue an order to cease and desist against Respondents.

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 1-102 of the Act provides in pertinent part:

2. "Agent" means an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities or represents an issuer in effecting or attempting to effect purchases or sales of the issuer's securities. A partner, officer, or director of a broker-dealer or issuer, or an individual having a similar status or performing similar functions is an agent only if the individual otherwise comes within the term. The term does not include an individual excluded by rule adopted or order issued under the act;

* * *

32. "Security" means a[n] . . . investment contract[.]

2. Section 1-501 of the Act provides in pertinent part:

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

1. To employ a device, scheme, or artifice to defraud;
2. To make an untrue statement of a material fact or to omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or

3. To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

3. Section 1-402 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection B of this section.

* * *

D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

4. Section 1-301 of the Act provides:

It is unlawful for a person to offer or sell a security in this state unless:

1. The security is a federal covered security;
2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Sections 1-201 through 1-203 of this title];
or
3. The security is registered under this act.

5. Section 1-602 of the Act provides in part:

A. The Administrator may:

1. Conduct public or private investigations within or outside of this state which the Administrator considers necessary or appropriate to determine whether a person has violated, is violating, or is about to violate this act or a rule adopted or order issued under this act, or to aid in the enforcement of this act or in the adoption of rules and forms under this act[.]

6. Section 1-604 of the Act provides in pertinent part:

A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of the act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:

1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act[.]

B. An order under subsection A of this section is effective on the date of issuance. Upon issuance of the order, the Administrator shall promptly serve each person subject to the order with a copy of the order and a notice that the order has been entered. The order must include a statement whether the Administrator will seek a civil penalty or costs of the investigation, a statement of the reasons for the order, and notice that, within fifteen (15) days after receipt of a request in a record from the person, the matter will be scheduled for a hearing and the hearing shall be commenced within fifteen (15) days of the matter being set for hearing. If a person subject to the order does not request a hearing and none is ordered by the Administrator, within thirty (30) days after the date of service of the order, the order, that may include a civil penalty or costs of the investigation if a civil penalty or costs were sought in the statement accompanying the order, becomes final as to that person by operation of law. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing to each person subject to the order, may modify or vacate the order or extend it until final determination.

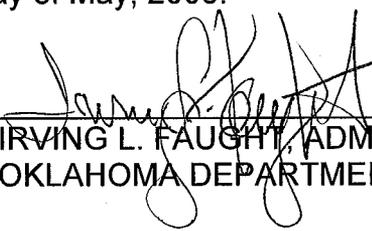
Conclusions of Law

1. Interests in the Program are securities as defined by Section 1-102 of the Act.
2. Respondents offered and sold unregistered securities in and/or from the state of Oklahoma, in violation of Section 1-301 of the Act.
3. Individual respondents transacted business in this state as agents, without benefit of registration under the Act, in violation of Section 1-402 of the Act.
4. Respondent Media Concepts employed unregistered agents to offer and sell securities in this state on its behalf, in violation of Section 1-402 of the Act.
5. Respondents 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 the state of Oklahoma, in violation of Section 1-501 of the Act.
6. The Administrator has the authority to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.
7. It is in the public interest to order Respondents to cease and desist from engaging in acts, practices, or a course of business constituting violations 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.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 20th day of May, 2008.

(SEAL)



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

NOTICE OF OPPORTUNITY FOR HEARING

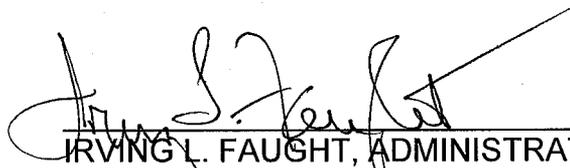
Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of this Order. The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation that is contained in the Recommendation.

Within fifteen (15) days after receipt of a request for hearing from Respondents, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the matter being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested, the Administrator, after notice and opportunity for hearing to Respondents, may modify or vacate this Order or extend it until final determination.

If Respondents do not request a hearing within thirty days (30) days after the date of service of this Order and none is ordered by the Administrator, the Order becomes final as to Respondents by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 20th day of May, 2008.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 20th day of May, 2008, a true and correct copy of the above and foregoing *Order to Cease and Desist and Notice of Opportunity for Hearing* was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Media Concepts, Inc.
430 E. 162nd St., #191
South Holland, IL 60473

John Frazier
430 E. 162nd St., #191
South Holland, IL 60473

Chris Harper
430 E. 162nd St., #191
South Holland, IL 60473

Richard Miller
c/o Media Concepts, Inc.
430 E. 162nd St., #191
South Holland, IL 60473


Brenda London
Paralegal