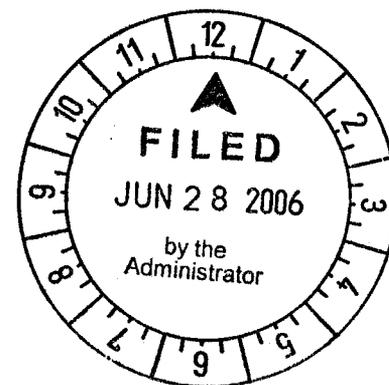


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Perissos, Inc., David L. Martin,
David Fowler, and Don R. Nicholson,

Respondents.

ODS File No. 05-035

AGREEMENT

THIS AGREEMENT is entered into between Perissos, Inc. ("Perissos"), David L. Martin ("Martin"), and the Administrator ("Administrator") of the Oklahoma Department of Securities ("Department") as of the effective date set forth below.

Pursuant to the Oklahoma Business Opportunity Sales Act ("Business Opportunity Act"), Okla. Stat. tit. 71, §§ 801-829 (2001), the Oklahoma Securities Act ("Predecessor Securities Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and the Oklahoma Uniform Securities Act of 2004 ("Securities Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), the Enforcement Division ("Division") of the Department conducted an investigation into the activities of Perissos, Martin, David Fowler ("Fowler"), and Donald R. Nicholson, Jr. (also known as "Don R. Nicholson," and hereinafter referred to as "Nicholson") (collectively, "Respondents"), in connection with the offer and/or sale of securities and business opportunities in and/or from the state of Oklahoma.

As a result of the investigation, the Division recommended that the Administrator order Respondents to cease and desist from engaging in violations of the Securities Act or doing any act in furtherance thereof; order Perissos and Martin to cease and desist from engaging in violations of the Business Opportunity Act or doing any act in furtherance thereof; and order the payment of civil penalties ("Recommendation"). On November 29, 2005, the Division filed the Recommendation with the Administrator. On December 22, 2005, the Administrator issued a Notice of Opportunity for Hearing ("Notice") allowing Respondents twenty (20) days after service of the Notice to request a hearing on the Recommendation. On January 4, 2006, Perissos and Martin filed a Request for Hearing with the Administrator.

In its Recommendation, the Division alleged the following:

1. On behalf of Perissos, Respondents offered and sold unregistered securities in the form of investment units ("Units"), evidenced by subscription agreements, in and/or from the state of Oklahoma in violation of Section 301 of the Predecessor Securities Act and Section 1-301 of the Securities Act.

2. On behalf of Perissos, Martin offered and sold unregistered securities in the form of "Revenue Sharing Affiliate Investor Units" ("RSA Units"), evidenced by subscription agreements, in and/or from the state of Oklahoma in violation of Section 301 of the Predecessor Securities Act and Section 1-301 of the Securities Act.

3. Martin, Fowler, and Nicholson transacted business in this state as unregistered issuer agents of Perissos, in violation of Section 201 of the Predecessor Securities Act and Section 1-402 of the Securities Act.

4. Perissos employed unregistered issuer agents, in violation of Section 201 of the Predecessor Securities Act and Section 1-402 of the Securities Act.

5. Respondents 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 Section 101 of the Predecessor Securities Act and Section 1-501 of the Securities Act.

6. Respondents 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 Securities Act and Section 1-501 of the Securities Act.

7. On behalf of Perissos, Martin offered and/or sold unregistered business opportunities in the form of Broker Programs and Directors Programs in and/or from the state of Oklahoma in violation of Section 806 of the Business Opportunity Act.

Perissos and Martin desire to expeditiously settle this matter. Perissos and Martin voluntarily waive their right to a hearing provided by the Business Opportunity Act, the Securities Act, the Predecessor Securities Act, the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities, and the Oklahoma Administrative Procedures Act, Okla. Stat. tit. 75, § 250 *et. seq.*

NOW THEREFORE, the undersigned parties hereto agree as follows:

1. **Order to Cease and Desist.** Perissos and Martin consent to the issuance of an Order to Cease and Desist in the form of *Exhibit A* attached hereto and made a part hereof ("Order").

2. **Civil Penalty.** Martin agrees to pay a civil penalty in the amount of \$1,000 by cashier's check or money order made payable to the Oklahoma Department of Securities, within thirty (30) days of the Effective Date of this Agreement. The Department shall receive payment, on or before the date it is due, at the following address: Oklahoma Department of Securities, 120 North Robinson Avenue, Suite 860, Oklahoma City, Oklahoma 73102.

3. **Rights of Existing Unit and RSA Unit Holders.** Although Perissos and Martin shall not issue, offer and/or sell securities or business opportunities in any form or in any capacity in and/or from the state of Oklahoma pursuant to the Order, Perissos and Martin agree

to honor the existing Unit and RSA Unit holders' rights to payment in the event that Perissos, its successors or assignees, and/or Martin, or anyone on their behalf, sell any of the programs or products that entitle existing Unit and/or RSA Unit holders to a portion of the sales proceeds.

4. **Consideration.** In consideration for this Agreement, the Administrator will not take further action against Perissos or Martin in connection with offers and/or sales of Units, RSA Units, Broker Programs, and/or Directors Programs made prior to the Effective Date of this Agreement; provided, however, should Perissos or Martin fail to comply with the terms of this Agreement in any material respect, or if Perissos or Martin have made any false or misleading statements to the Department in connection with this matter, the Department shall impose an additional civil penalty in the amount of \$15,000 against Perissos and Martin, collectively, without further notice and opportunity for hearing. Such additional civil penalty shall be due within ten (10) days of receipt of written notice by the Department to Perissos and Martin or their counsel.

5. **Entire Agreement; Amendment.** This writing constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any and all prior and contemporaneous agreements, representations, and understandings of the parties. No supplement, modification, or amendment to this Agreement shall be binding unless executed in writing by each of the parties hereto.

6. **Limitation on Agreement.** Nothing in this Agreement shall prohibit the Administrator from furnishing information to any other properly constituted agency or authority. In the event any other agency or authority commences an action in connection with information obtained by the Administrator against Perissos or Martin, the Administrator may assist in such actions as authorized by law.

7. **Effective Date.** This Agreement shall be effective as of the date on which it is signed by the Administrator as set forth below his signature hereto.

8. **Applicability.** This Agreement applies only to the activities of Perissos and Martin and to no others.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date and year set forth below their signatures hereto.

PERISSOS, INC.

By: David L. Martin, President

Date: 6-19-06

Address: P.O. Box 3033

Broken Arrow, OK 74013

DAVID L. MARTIN

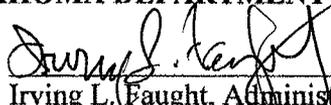
David L. Martin

Date: 6-19-06

Address: 26005 E 107th Street

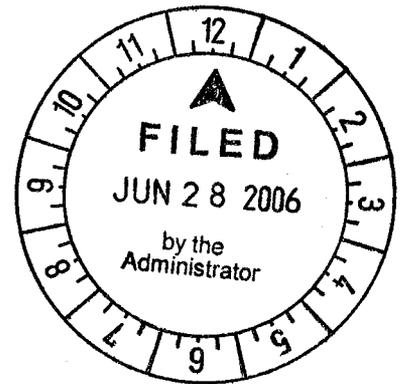
Broken Arrow, OK 74014

OKLAHOMA DEPARTMENT OF SECURITIES

By: 
Irving L. Faught, Administrator

Date: June 28, 2006

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



In the Matter of:

Perissos, Inc., David L. Martin,
David Fowler, and Don R. Nicholson,

Respondents.

ODS File No. 05-035

ORDER TO CEASE AND DESIST

The Oklahoma Department of Securities ("Department") conducted an investigation into the activities of Perissos, Inc. ("Perissos"), David L. Martin ("Martin"), David Fowler, and Donald R. Nicholson, Jr. (also known as "Don R. Nicholson"), pursuant to the Oklahoma Business Opportunity Sales Act ("Business Opportunity Act"), Okla. Stat. tit. 71, §§ 801-829 (2001), the Oklahoma Securities Act ("Predecessor Securities Act"), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and the Oklahoma Uniform Securities Act of 2004 ("Securities Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

In order to resolve the issues raised in connection with the Department's investigation, Perissos and Martin voluntarily executed the Agreement which is attached hereto and incorporated herein by reference.

NOW THEREFORE, IT IS HEREBY ORDERED that Perissos and Martin cease and desist the offer and/or sale of securities in violation of the Securities Act.

IT IS FURTHER ORDERED that Perissos and Martin cease and desist transacting business in and/or from the state of Oklahoma as a broker-dealer, broker-dealer agent, issuer, issuer agent, investment adviser, and/or investment adviser representative, as defined by the Securities Act, for a period of five (5) years beginning on the date this Order is entered.

IT IS FURTHER ORDERED that Perissos and Martin cease and desist the offer and/or sale of business opportunities in violation of the Business Opportunity Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this
28th day of June, 2006.

(SEAL)



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

Exhibit A

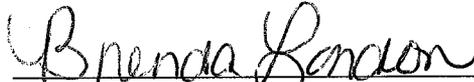
CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 28th day of June, 2006, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by first class mail with postage prepaid thereon addressed to:

P. David Newsome, Esq.
Day, Edwards, Propester & Christensen, PC
320 S. Boston Avenue, Suite 805
Tulsa, OK 74103

Perissos, Inc.
527 W. Washington
Broken Arrow, OK 74012

David L. Martin
26005 E. 107th Street
Broken Arrow, OK 74014



Brenda London, Paralegal