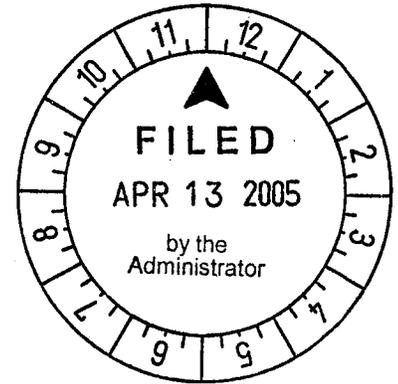


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Quadra Pay Land, LLC,

Respondent.

ODS File No. 05-084

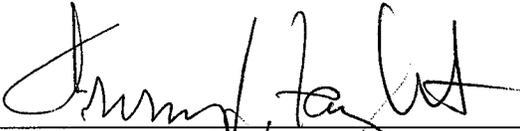
NOTICE OF ENTRY OF CEASE AND DESIST ORDER AND
NOTICE OF OPPORTUNITY FOR HEARING

Pursuant to his authority under Section 1-604 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), the Administrator (Administrator) of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Quadra Pay Land, LLC (Respondent), in connection with the offer of securities in and/or from Oklahoma. As a result of the investigation, the Administrator of the Department entered the cease and desist order (Order) that accompanies this Notice.

1. Pursuant to Section 1-604(B) of the Act, the Administrator hereby gives notice to Respondent of its right to request a hearing to show why the Order should not be made final.
2. The request for a hearing on the Order must be received by the Administrator within thirty (30) days after service of this Notice. Pursuant to Section 1-604(B) of the Act, failure to request a hearing within thirty (30) days as provided for herein shall result in the cease and desist order against Respondent becoming final by operation of law.
3. The request for hearing shall be in writing and Respondent shall specifically admit or deny each allegation of the Department as required by 660:2-9-2(a) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities.
4. Pursuant to Section 1-604(B) of the Act, within fifteen (15) days of receipt of a request for hearing, the matter will be scheduled for hearing and such hearing shall commence within fifteen (15) days of the matter being set for hearing.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 13th day of April, 2005.

(SEAL)



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

CERTIFICATE OF MAILING

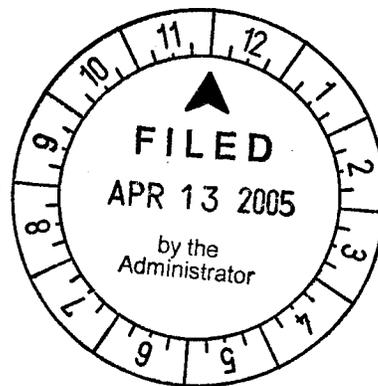
The undersigned hereby certifies that on the 13th day of April, 2005, a true and correct copy of the above and foregoing Notice of Entry of Cease and Desist Order and Notice of Opportunity for Hearing and attached Cease and Desist Order was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

Quadra Pay Land, LLC
c/o Adams & Ewing, LLC, Registered Agent
3225 McLeod Drive, Suite 100
Las Vegas, NV 89121



Brenda London
Paralegal

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



In the Matter of:

Quadra Pay Land, LLC,

Respondent.

ODS File No. 05-084

CEASE AND DESIST ORDER

The Enforcement Division (Division) of the Oklahoma Department of Securities (Department) conducted an investigation into the on-going activities of Quadra Pay Land, LLC, in connection with the offer of securities in and/or from Oklahoma. The Division submitted a Recommendation to Enter Cease and Desist Order (Recommendation) to the Administrator of the Department (Administrator), or his designee, pursuant to Section 1-604 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003). The Administrator hereby adopts the Findings of Fact, Authorities, and Conclusions of Law set forth in the Recommendation as follows:

Findings of Fact

1. Quadra Pay Land, LLC ("Respondent") is a Nevada limited liability company that filed for organization under Nevada law on February 16, 2005.
2. Beginning in or about March, 2005, and continuing to the present, Respondent offered to the public (Investors) in and/or from Oklahoma, unit option certificates (Option Certificates), for a purported undivided interest in real estate, specifically one square foot of land. The particular real estate subject to the Option Certificates is not described.
3. Investors are solicited to pay Six Hundred Dollars (\$600.00) for the on-line purchase of the Option Certificates and are promised a return of Two Thousand Four Hundred Dollars (\$2,400.00) at maturity, which Respondent represents can occur in days or even hours. Investors enter the program at Stage 1, and move upward through Stages 2, 3, and 4 as additional Option Certificates are sold. Investors do not participate in the management or operation of the program. Investors are told they will receive their quadruple return of \$2,400.00 from what Respondents describe as a repurchase of their Option Certificates when the Investors reach Stage 4.

4. The Option Certificates offered and sold by Respondent are not registered under the Act.

5. The Option Certificates offered by Respondent are not qualified for an exemption from registration pursuant to Section 1-201 or 1-202 of the Act.

6. Respondent employed unregistered agents to offer and sell securities in Oklahoma.

7. In connection with the offer of Option Certificates, Respondent provided sales and/or advertising literature to Investors in and/or from Oklahoma.

8. The sales and/or advertising literature used by Respondent in connection with the offer and sale of Option Certificates was not filed with the Department and cleared by the Administrator for distribution or use.

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 1-604 of the Act provides in pertinent part:

A. If the Administrator reasonably believes 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 this 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[.]

2. Section 1-102 of the Act provides in 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.

* * *

32. "Security" means ... (an) investment contract[.]

3. 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.

4. Section 1-402(D) of the Act provides:

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.

5. Section 1-504(A) of the Act provides:

Except as otherwise provided in subsection B of this section, it is unlawful for a person to distribute a prospectus, pamphlet, circular, form letter, advertisement, sales literature, or other advertising communication relating to a security or investment advice, addressed or intended for distribution to prospective investors, including clients or prospective clients of a person registered or required to be registered as an investment adviser under this act, unless the sales and advertising literature is first filed with the Department with the fee specified in Section 50 of this act [Section 1-612 of this title] and the Department has responded indicating that the Administrator has no objection to its distribution or use.

Conclusions of Law

1. The Option Certificates are securities as defined by the Act.
2. Respondent offered unregistered securities in and/or from Oklahoma, in violation of Section 1-301 of the Act.
3. Respondent employed or associated with unregistered agents to offer and/or sell securities on its behalf in and/or from Oklahoma, in violation of Section 1-402(D) of the Act.
4. Respondent provided sales and/or advertising literature to Investors in and/or from Oklahoma that was not filed with the Department and cleared by the Administrator for distribution or use, in violation of Section 1-504(A) of the Act.

5. The Administrator has the authority under Section 1-604 of the Act to order Respondent to cease and desist from engaging in any act, practice, or course of business constituting a violation 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.

NOW THEREFORE, it is hereby ordered that Respondent immediately cease and desist from engaging in any act, practice, or course of business constituting a violation of the Act or a rule adopted or order issued under the Act.

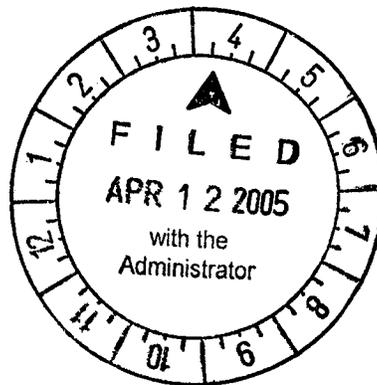
Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 13th day of April, 2005.

(SEAL)



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

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



In the Matter of:

Quadra Pay Land, LLC,

Respondent.

ODS File No. 05-084

RECOMMENDATION TO ENTER CEASE AND DESIST ORDER

The Enforcement Division of the Oklahoma Department of Securities (Department) conducted an investigation into the on-going activities of Quadra Pay Land, LLC, in connection with the offer of securities in and/or from 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 entry of an order to cease and desist pursuant to Section 1-604 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

Findings of Fact

1. Quadra Pay Land, LLC ("Respondent") is a Nevada limited liability company that filed for organization under Nevada law on February 16, 2005.
2. Beginning in or about March, 2005, and continuing to the present, Respondent offered to the public (Investors) in and/or from Oklahoma, unit option certificates (Option Certificates), for a purported undivided interest in real estate, specifically one square foot of land. The particular real estate subject to the Option Certificates is not described.
3. Investors are solicited to pay Six Hundred Dollars (\$600.00) for the on-line purchase of the Option Certificates and are promised a return of Two Thousand Four Hundred Dollars (\$2,400.00) at maturity, which Respondent represents can occur in days or even hours. Investors enter the program at Stage 1, and move upward through Stages 2, 3, and 4 as additional Option Certificates are sold. Investors do not participate in the management or operation of the program. Investors are told they will receive their quadruple return of \$2,400.00 from what Respondents describe as a repurchase of their Option Certificates when the Investors reach Stage 4.
4. The Option Certificates offered and sold by Respondent are not registered under the Act.

5. The Option Certificates offered by Respondent are not qualified for an exemption from registration pursuant to Section 1-201 or 1-202 of the Act.

6. Respondent employed unregistered agents to offer and sell securities in Oklahoma.

7. In connection with the offer of Option Certificates, Respondent provided sales and/or advertising literature to Investors in and/or from Oklahoma.

8. The sales and/or advertising literature used by Respondent in connection with the offer and sale of Option Certificates was not filed with the Department and cleared by the Administrator for distribution or use.

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 1-604 of the Act provides in pertinent part:

A. If the Administrator reasonably believes 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 this 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[.]

2. Section 1-102 of the Act provides in 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.

* * *

32. "Security" means ... (an) investment contract[.]

3. 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.
4. Section 1-402(D) of the Act provides:

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.

5. Section 1-504(A) of the Act provides:

Except as otherwise provided in subsection B of this section, it is unlawful for a person to distribute a prospectus, pamphlet, circular, form letter, advertisement, sales literature, or other advertising communication relating to a security or investment advice, addressed or intended for distribution to prospective investors, including clients or prospective clients of a person registered or required to be registered as an investment adviser under this act, unless the sales and advertising literature is first filed with the Department with the fee specified in Section 50 of this act [Section 1-612 of this title] and the Department has responded indicating that the Administrator has no objection to its distribution or use.

Conclusions of Law

1. The Option Certificates are securities as defined by the Act.
2. Respondent offered unregistered securities in and/or from Oklahoma, in violation of Section 1-301 of the Act.
3. Respondent employed or associated with unregistered agents to offer and/or sell securities on its behalf in and/or from Oklahoma, in violation of Section 1-402(D) of the Act.
4. Respondent provided sales and/or advertising literature to Investors in and/or from Oklahoma that was not filed with the Department and cleared by the Administrator for distribution or use, in violation of Section 1-504(A) of the Act.

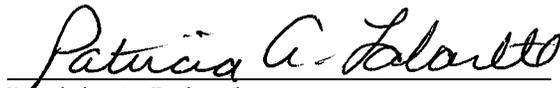
5. The Administrator has the authority under Section 1-604 of the Act to order Respondent to cease and desist from engaging in any act, practice, or course of business constituting a violation of the Act.

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

WHEREFORE, it is recommended that the Administrator order Respondent to cease and desist from engaging in any act, practice, or course of business constituting a violation of the Act or a rule adopted or order issued under the Act.

Dated this 12th day of April, 2005.

Respectfully submitted,



Patricia A. Labarthe
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700