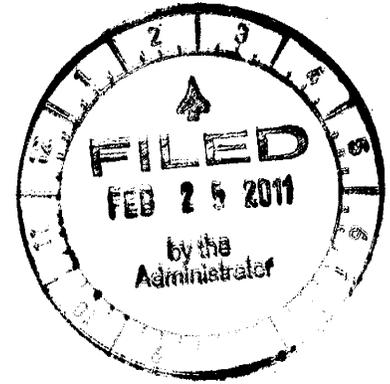


STATE OF OKLAHOMA  
DEPARTMENT OF SECURITIES  
FIRST NATIONAL CENTER, SUITE 860  
120 NORTH ROBINSON  
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Melvin Anthony McGhee, individually and doing business as  
Premier Tickets,

Respondent.

ODS File No. 09-101

**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 the attached copy of the *Order to Cease and Desist and Notice of Opportunity for Hearing* (“*Order and Notice*”) 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. 2009).

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

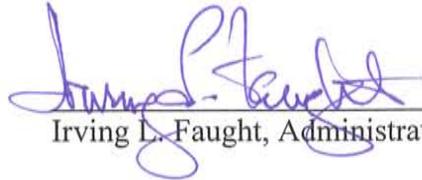
4. That a copy of the *Order and Notice*, and a copy of this *Notice of Service on the Administrator and Affidavit of Compliance*, are being sent this 25th day of February, 2011, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondent, in 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.

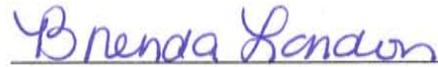
Dated this 25th day of February, 2011.

(SEAL)

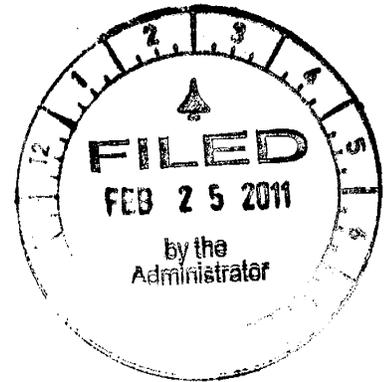
  
Irving L. Faught, Administrator

Subscribed and sworn to before me this 25th day of February, 2011.



  
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:

Melvin Anthony McGhee, individually and doing business as  
Premier Tickets,

Respondent.

ODS File No. 09-101

**ORDER TO CEASE AND DESIST**  
**AND**  
**NOTICE OF OPPORTUNITY FOR HEARING**

**Order to Cease and Desist**

Pursuant to Section 1-602 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2009), an investigation was conducted by the Enforcement Division of the Oklahoma Department of Securities (Department) into the activities of Melvin Anthony McGhee, individually and doing business as Premier Tickets, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

**Findings of Fact**

1. At all times material hereto, Melvin Anthony McGhee (McGhee), an individual, was a resident of the state of Oklahoma. McGhee is not, and has never been, registered in any capacity under the Act.
2. McGhee offered and/or sold an investment interest (Interest) to at least one Oklahoma investor (Investor) on behalf of Premier Tickets (Premier), an unincorporated entity. In approximately January of 2008, McGhee contacted the Investor to offer the Interest.
3. McGhee represented that an investment with Premier would allow concerts to come to the Oklahoma City area and that the Investor would receive a percentage of ticket sales as a return on his investment.
4. During January and February of 2008, the Investor invested Forty Thousand Dollars (\$40,000) in cash with McGhee and Premier.

5. McGhee has failed to communicate or otherwise respond to the Investor since February 2008.

6. Since February 2008, no concerts have been brought to Oklahoma City by McGhee and/or Premier.

7. The Investor has not received any return on his investment.

8. The Interest offered and sold by McGhee in the state of Oklahoma was not registered pursuant to Section 1-301 of the Act. In addition, there has not been a filing made with the Administrator to claim an exemption from registration.

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:

32. "Security" means a note...evidence of indebtedness...[or] investment contract[.] The term:

\* \* \*

d. includes as an "investment contract" an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor and a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with those of either the person offering the investment, a third party, or other investors[.]

2. 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 the act.

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.

4. 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.

5. Section 1-604 of the Act provides in 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 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[.]

\* \* \*

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. The Interest is a security as defined by Section 1-102 of the Act.
2. McGhee offered and sold an unregistered security in the state of Oklahoma, in violation of Section 1-301 of the Act.
3. McGhee transacted business as an agent in this state without the benefit of registration under the Act, in violation of Section 1-402 of the Act.
4. McGhee made untrue statements of material fact in connection with the offer and/or sale of securities, in violation of Section 1-501 of the Act.
5. The Administrator has the authority to order McGhee to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Act.
6. It is in the public interest to order McGhee to cease and desist from violating the Act and to impose a civil penalty.

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

**Order**

Based on Section 1-604 of the Act and the Findings of Fact, Authorities, and Conclusions of Law set forth above, IT IS HEREBY ORDERED that Melvin Anthony McGhee 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 to include, offering and selling unregistered securities, transacting business as an agent without benefit of registration, and/or making untrue statements of material fact in connection with the offer and/or sale of securities.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 25th of February, 2011.

(SEAL)

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

### Notice of Opportunity for Hearing

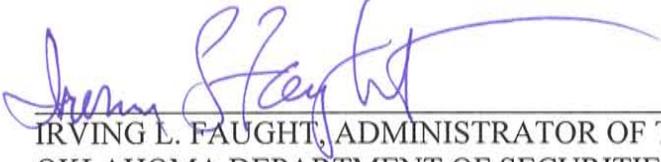
Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondent of the right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of the Order to Cease and Desist (Order). The request for hearing must be in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

Within fifteen (15) days after receipt of a request for hearing from Respondent, 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 Respondent. If a hearing is requested, the Administrator, after notice of and opportunity for hearing, may modify or vacate the Order or extend it until final determination.

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

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 25th day of February, 2011.

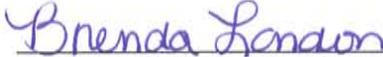
(SEAL)

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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 25th day of February, 2011, 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:

Melvin Anthony McGhee  
312 W. Glenhaven Drive  
Midwest City, OK 73110

  
\_\_\_\_\_  
Brenda London, Paralegal