

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



In the Matter of:

RLH Consulting Group, LLC,

Respondent.

ODS File No. 12-035

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 (2011).

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

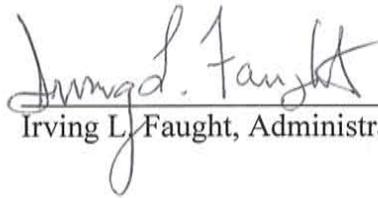
4. That a copy of the *Order and Notice*, and a copy of this *Notice of Service on the Administrator and Affidavit of Compliance*, are being sent this **29th** day of March, 2013, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondent, in 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.

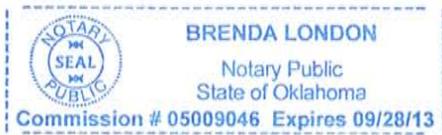
FURTHER AFFIANT SAYETH NOT.

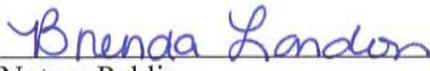
Dated this 29th day of March, 2013.

(SEAL)


Irving L. Faught, Administrator

Subscribed and sworn to before me this 29th day of March, 2013.




Notary Public

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



In the Matter of:

RLH Consulting Group, LLC,

Respondent.

ODS File No. 12-035

ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

Order to Cease and Desist

Pursuant to the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of RLH Consulting Group, LLC (RLH Consulting), in connection with the offer, sale and/or purchase of a security in and/or from Oklahoma. Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are presented in support of sanction(s) against RLH Consulting.

Findings of Fact

1. RLH Consulting was a Wyoming limited liability company with its principal place of business in Texas.
2. RLH Consulting was incorporated on September 7, 2010 and had its charter revoked on September 9, 2011.
3. Lynn Ed Hunter (Hunter), an individual, was a managing member of RLH Consulting. Hunter was not, and at all times material hereto was not, registered in any capacity under the Act.
4. Lynn Ed Hunter passed away subsequent to the time frame and transactions material hereto.

5. Beginning in April, 2011, RLH Consulting solicited an Oklahoma resident (Investor) through phone calls and a sales presentation in Oklahoma to purchase a "right to use" timeshare interest. The calls and presentation were conducted by an agent of RLH Consulting.

6. RLH Consulting issued a participation agreement relating to the "right to use" timeshare on April 4, 2011 (Timeshare Contract) to Investor to evidence the purchase of the "right to use" timeshare interest and promised that the Investors' funds were secured by real estate.

7. The Timeshare Contract presented Investor with the option to purchase an additional timeshare interest, through RLH Consulting, and in turn, have the ability to convert his current "weeks status" membership to a points membership (Points Membership).

8. The Points Membership program allows members to redeem points at any Resort Condominiums International, L.L.C. (RCI) club and exercise more flexibility in scheduling vacation time.

9. RLH Consulting represented that it had the authority to act on behalf of RCI, the managing entity of the "Points Membership" program, to complete the conversion to the Points Membership.

10. The Timeshare Contract was not registered under the Act and no filing to claim an exemption from registration was filed under the 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 1-102 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.

* * *

19. "Issuer" means a person that issues or proposes to issue a security[.]

* * *

32. "Security" means a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest or participation in a

profit-sharing agreement; collateral trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest therein or based on the value thereof; put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; or, in general, an interest or instrument commonly known as a "security," or a certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. The term:

* * *

- f. includes an investment of money or money's worth including goods furnished or services performed in the risk capital of a venture with the expectation of some benefit to the investor where the investor has no direct control over the investment or policy decision of the venture[.]

2. Section 1-301 of the Act provides in part:

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.

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 1-602 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[.]

5. 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 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.

C. If a hearing is requested or ordered pursuant to subsection B of this section, a hearing must be held pursuant to the Administrative Procedures Act. A

final order may not be issued unless the Administrator makes findings of fact and conclusions of law in a record in accordance with the Administrative Procedures Act. The final order may make final, vacate, or modify the order issued under subsection A of this section.

D. In a final order under subsection C of this section, the Administrator may impose a civil penalty up to a maximum of Five Thousand Dollars (\$5,000.00) for a single violation or up to Two Hundred Fifty Thousand Dollars (\$250,000.00) for multiple violations in a single proceeding or a series of related proceedings.

E. In a final order, the Administrator may charge the actual cost of an investigation or proceeding for a violation of this act or a rule adopted or order issued under this act.

Conclusions of Law

1. The Timeshare Contract is a security as defined by Section 1-102 of the Act.
2. RLH Consulting offered and/or sold a security in and/or from the state of Oklahoma.
3. RLH Consulting offered and/or sold an unregistered security in and/or from this state, in violation of Section 1-301 of the Act.
4. Hunter transacted business in and/or from this state as an unregistered agent of RLH Consulting.
5. RLH Consulting is the issuer of the security.
6. RLH Consulting employed an unregistered agent who transacted business in and/or from this state on behalf of RLH Consulting, in violation of Section 1-402 of the Act.
7. The Administrator has the authority to order RLH Consulting to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.
8. It is in the public interest to order RLH Consulting to cease and desist from engaging in acts, practices, or a course of business constituting a violation of the Act.

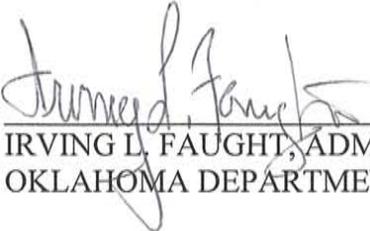
To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

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 RLH Consulting immediately cease and desist from offering and/or selling unregistered securities and/or employing an unregistered agent or agents in violation of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 29th of March, 2013.

(SEAL)



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

Notice of Opportunity for Hearing

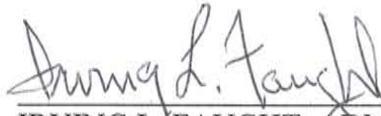
Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to RLH Consulting of the right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of the Order to Cease and Desist (Order). The request for hearing must be in writing and RLH Consulting 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 RLH Consulting, 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 RLH Consulting. 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 RLH Consulting 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 by operation of law as to RLH Consulting.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 29th day of March, 2013.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 29th day of March, 2013, 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:

RLH Consulting, LLC
1490 Qappuella Drive
Canyon Lake, TX 78133

United States Corporation Agents, Inc.
c/o RLH Consulting, LLC
1623 Central Avenue Ste. 18
Cheyenne, WY 82001



Brenda London
Paralegal

U.S. Postal Service
CERTIFIED MAIL RECEIPT
 (Domestic Mail Only; No Insurance Coverage Provided)

7000 0520 0022 7150 1529

CDNOH 12-035 PAL

Postage	\$		3-29-13	Postmark Here
Certified Fee		310		
Return Receipt Fee (Endorsement Required)		255		
Restricted Delivery Fee (Endorsement Required)		475		
Total Postage & Fees	\$	11.06		

RLH Consulting, LLC
 1490 Qappuella Drive
 Canyon Lake, TX 78133

(by mailer)

for Instructions

U.S. Postal Service
CERTIFIED MAIL RECEIPT
 (Domestic Mail Only; No Insurance Coverage Provided)

7000 0520 0022 7150 1536

CDNOH 12-035 PAL

Postage	\$		3-29-13	Postmark Here
Certified Fee		310		
Return Receipt Fee (Endorsement Required)		255		
Restricted Delivery Fee (Endorsement Required)		475		
Total Postage & Fees	\$	11.06		

United States Corporation Agents,
 Inc.
 c/o RLH Consulting, LLC
 1623 Central Avenue Ste. 18
 Cheyenne, WY 82001

(by mailer)

for Instructions

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

United States Corporation Agents,
Inc.
c/o RLH Consulting, LLC
1623 Central Avenue Ste. 18
Cheyenne, WY 82001

CDNDH 12-035 PAL

2. Article Number (Copy from service label)

700005200022 7150 1536

PS Form 3811, July 1999

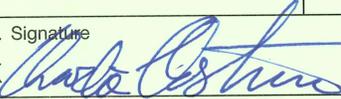
Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery

C. Signature

X



- Agent
 Addressee

D. Is delivery address different from item 1? Yes

If YES, enter delivery address below: No

3. Service Type

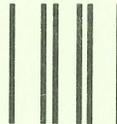
- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

Yes

102595-00-M-0952

UNITED STATES POSTAL SERVICE



First-Class Mail
Postage & Fees Paid
USPS
Permit No. G-10

• Sender: Please print your name, address, and ZIP+4 in this box •

OKLAHOMA DEPARTMENT OF SECURITIES
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102

2013 APR - 8 A 7:55

RECEIVED
OKLAHOMA DEPT.
OF SECURITIES

