

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 413(g) of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 21st day of February, 2003.

(SEAL)


Irving L. Haught, Administrator

Subscribed and sworn to before me this 21st day of February, 2003.

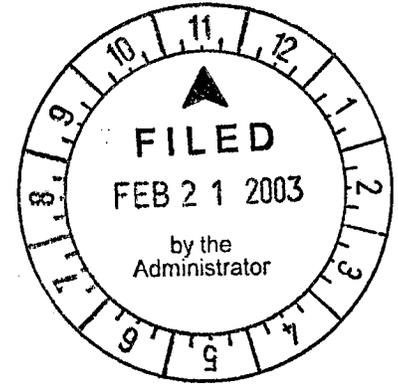
(NOTARY SEAL)


Notary Public

My Commission Expires: August 26, 2005

My Commission Number: 01013792

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



In the Matter of:

Randall Wells, Wanda Archer,
and D.T.L. COMPANIES, INC.
aka Dollar Talk Limited and aka
Dusty Trail Locators, Incorporated

Respondents.

File No. ODS 99-129

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 405 of the Oklahoma Securities Act (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2002), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Randall Wells, Wanda Archer, and D.T.L. COMPANIES, INC. aka Dollar Talk Limited and aka Dusty Trail Locators, Incorporated (DTL) (collectively, the "Respondents"), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

2. On the 20th day of February, 2003, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 406(b) of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this Notice. Pursuant to Section 406(b) of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order to cease and desist against Respondents.

5. The request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation in said request as required by 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within sixty (60) days or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Respondents not less than ten (10) days in advance thereof pursuant to 660:2-9-3(a) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 21st day of February, 2003.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 21st day of February, 2003, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

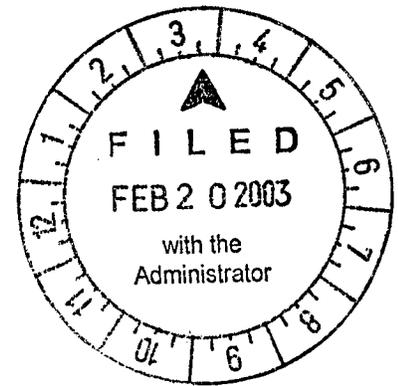
Randall Wells
1949 Thunder Ridge Court
Henderson, NV 89012

Wanda Archer
1949 Thunder Ridge Court
Henderson, NV 89012

D.T.L. Companies, Inc. *aka* Dollar Talk Limited and *aka*
Dusty Trail Locators, Inc.
c/o Randall Wells
1949 Thunder Ridge Court
Henderson, NV 89012


Brenda London Smith
Brenda London Smith
Paralegal

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



In the Matter of:

Randall Wells, Wanda Archer,
and D.T.L. COMPANIES, INC.
aka Dollar Talk Limited and aka
Dusty Trail Locators, Incorporated

Respondents.

File No. ODS 99-129

RECOMMENDATION TO ISSUE AN ORDER
TO CEASE AND DESIST

Pursuant to the Oklahoma Securities Act (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2002), an investigation was conducted into the activities of Randall Wells, Wanda Archer, and D.T.L. COMPANIES, INC. aka Dollar Talk Limited and aka Dusty Trail Locators, Incorporated (DTL) (collectively, the "Respondents"), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator (Administrator) of the Oklahoma Department of Securities (Department), or his designee, in support of the issuance of a cease and desist order.

Findings of Fact

1. At all times material hereto, Randall Wells (Wells) was President of DTL.
2. At all times material hereto, Wanda Archer (Archer) was Secretary of DTL.
3. At all times material hereto, neither Wells nor Archer were registered under the Act to transact business in the state of Oklahoma as agents of a broker-dealer or an issuer.
4. At all times material hereto, the business address of DTL was located in Oklahoma City, Oklahoma. In or around May 2002, Wells represented that DTL had outgrown its facilities located at 321 South Eagle Lane, Oklahoma City, Oklahoma, and that the new business address of DTL was Post Office Box 892015, Oklahoma City, Oklahoma.

5. At all times material hereto, DTL purported to have contracts with convenience store chains for the location of vending machines (Telephone Card Machines) that would sell and dispense long distance telephone calling cards (Telephone Calling Cards) coupled with a sweepstake offering. To enhance the sale of the Telephone Calling Cards, each Telephone Calling Card purportedly provided purchasers with the possibility of winning a sweepstake prize ranging from \$1.00 to \$100,000.00.

6. At all times material hereto, DTL was seeking investors to finance the purchase of the Telephone Card Machines and Telephone Calling Cards (Investment Opportunity). The Telephone Card Machines were to be placed and maintained by DTL in convenience stores.

7. On or about July 16, 2001, H. Chen (Chen), an individual, called the telephone number that was contained in an ad published in the *New York Times* on July 15, 2001. The ad read as follows:

LIMITED OFFER
Double your investment in 1st year
For more info call 800-895-3894

8. Archer offered Chen the Investment Opportunity. Archer told Chen that the Investment Opportunity required a minimum investment of \$10,000.

9. On or about August 9, 2001, Chen received correspondence from Wells further describing the Investment Opportunity. The following representations were made: a) DTL was offering investments totaling \$2,500,000, with a minimum investment of \$10,000; b) the Investment Opportunity would be guaranteed by contracts, exceeding \$29,000,000, held by DTL with convenience stores; c) investors would double their investment at the end of the first year and could withdraw their money at the end of the year or renew the contract on like terms for each succeeding year; and d) investors would be required to sign a contract, deliver their money, and wait to receive a return on their investment that would be paid from the profits earned by DTL from the operation of the Telephone Card Machines.

10. On or about August 28, 2001, Chen mailed two checks totaling \$28,000 to DTL for participation in the Investment Opportunity. This investment is evidenced by a contract that was signed by Wells as president of DTL (the "August 2001 Contract").

11. On or about September 28, 2001, Chen received correspondence from Wells verifying that Chen wanted to receive quarterly statements regarding his investments. The correspondence further verified that Chen wanted to reinvest his earnings each quarter.

12. On or about October 12, 2001, Chen mailed three checks totaling \$50,000 to DTL for participation in the Investment Opportunity. This investment is evidenced by a contract that was signed by Wells as president of DTL (the "October 2001 Contract").

13. On or about November 28, 2001, Chen mailed three checks totaling \$5,000 to DTL for participation in the Investment Opportunity. As evidenced by a contract that was signed by Wells as president of DTL, the total amount of this investment was \$12,000 (the "November 2001 Contract"). The investment amount represented the sum of Chen's additional \$5,000 plus Chen's reported first quarter earnings on the August 2001 Contract (\$7,000).

14. On or about February 8, 2002, Chen received correspondence from Wells indicating that Chen had a credit of \$7,000 from the August 2001 Contract and a credit of \$3,000 from the November 2001 Contract.

15. On or about February 28, 2002, Chen mailed one check in the amount of \$2,000 to DTL for participation in the Investment Opportunity. As evidenced by a contract that was signed by Wells as president of DTL, the total amount of this investment was \$12,000 (the "February 2002 Contract"). The investment amount represented the sum of Chen's additional \$2,000 plus Chen's reported quarterly earnings (\$10,000) as described in paragraph 14 above.

16. On or about April 12, 2002, Chen mailed two checks totaling \$3,500 to DTL for participation in the Investment Opportunity. As evidenced by a contract that was signed by Wells as president of DTL, the total amount of this investment was \$16,000 (the "April 2002 Contract"). The investment amount represented the sum of Chen's additional \$3,500 plus Chen's reported quarterly earnings on the October 2001 Contract (\$12,500).

17. On or about May 24, 2002, Chen received correspondence from Archer indicating that Chen had additional earnings of \$7,000 from the August 2001 Contract, earnings of \$3,000 from the November 2001 Contract and earnings of \$3,000 from the February 2002 Contract.

18. On or about May 28, 2002, Chen mailed a check in the amount of \$3,000 to DTL for participation in the Investment Opportunity. As evidenced by a contract that was signed by Wells as president of DTL, the total amount of this investment was \$16,000 (the "May 2002 Contract"). The investment amount represented the sum of Chen's additional \$3,000 plus Chen's reported quarterly earnings (\$13,000) as described in paragraph 17 above.

19. On or about July 1, 2002, Chen received correspondence from Archer indicating that Chen had additional earnings of \$12,500 from the October 2001 Contract and earnings of \$4,000 from the April 2002 Contract.

20. On or about July 12, 2002, Chen mailed a check in the amount of \$3,500 to DTL for participation in the Investment Opportunity. As evidenced by a contract that was signed by Wells as president of DTL, the total amount of this investment was \$20,000. This investment amount represented the sum of Chen's additional \$3,500 plus Chen's reported quarterly earnings (\$16,500) as described in paragraph 19 above.

21. On or about August 12, 2002, Chen received correspondence from Wells indicating that Chen had additional earnings of \$7,000 from the August 2001 Contract, additional earnings of \$3,000 from the November 2001 Contract, additional earnings of \$3,000 from the February 2002 Contract and earnings of \$4,000 from the May 2002 Contract.

22. On or about August 21, 2002, Chen mailed personal checks totaling \$3,000 to DTL for participation in the Investment Opportunity. As evidenced by a contract that was signed by Wells as president of DTL, the total amount of this investment was \$20,000. This investment amount represented the sum of Chen's additional \$3,000 plus Chen's reported quarterly earnings (\$17,000) as described in paragraph 21 above.

23. Chen invested a total of \$98,000 in the Investment Opportunities.

24. On or about July 29, 2002, Chen telephonically contacted Archer to request his funds from the August 2001 and October 2001 Contracts be withdrawn upon maturity.

25. Between July 29, 2002, and October 15, 2002, Chen repeatedly requested the withdrawal of his investments and the profit thereon.

26. To date, Respondents have failed to return any of Chen's investments.

27. The telephone numbers previously provided by Respondents to Chen have been disconnected.

28. On or about December 1, 2001, A. Soohoo (Soohoo), an individual, called the telephone number that was contained in an ad published in the *New York Times, Sunday Edition*.

29. Soohoo spoke with Archer who advised Soohoo that she would mail him additional literature regarding the Investment Opportunity with DTL.

30. On or about December 10, 2001, Soohoo received correspondence from Wells regarding the Investment Opportunity. The opportunity offered to Soohoo was the same as the opportunity offered to Chen (as described in paragraph 9 above) including, but not limited to, the guarantee that the investment would double at the end of one year and that the funds could be withdrawn at the end of the contract or renewed under the same terms. Wells included a contract for Soohoo to execute if he wanted to make an investment.

31. On or about December 13, 2001, Soohoo mailed a check in the amount of \$10,000 to DTL for participation in the Investment Opportunity. This investment is evidenced by a contract signed by Wells as president of DTL.

32. In or about November 2002, Soohoo attempted to contact Wells and Archer regarding the maturity of the Investment Opportunity. Soohoo has been unable to communicate with Respondents, as the telephone numbers previously provided by Respondents to Soohoo have been disconnected.

33. To date, Respondents have failed to return Soohoo's investment.

34. The majority of the funds sent by investors to Respondents was used to pay the personal expenses of Respondents and other individuals.

35. The Investment Opportunities were not registered pursuant to Section 301 of the Act and no claim of an exemption from the registration provisions of the Act was filed with the Administrator pursuant to Section 401 of the Act.

36. The promotional literature used by Respondents in connection with the offer and sale of the Investment Opportunities was not filed with the Department prior to use in accordance with Section 402 of the Act.

37. Respondents, directly and indirectly, made untrue statements of material fact in connection with the offer and sale of the Investment Opportunities including, but not limited to, the following:

- a. that investors would double their investment in one year;
- b. that investors could withdraw their funds at the end of the first year;
- c. that investors would receive quarterly earnings; and
- d. that investor funds would be used to finance the purchase of Telephone Card Machines and Telephone Cards.

38. Respondents omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, in connection with the offer and sale of the Investment Opportunities including, but not limited to, the following:

- a. that the Investment Opportunities are securities;
- b. that the Investment Opportunities were not registered as securities under the Act or exempt from registration; and
- c. that the funds received by investors would be used to pay personal expenses of Wells, Archer and others.

39. Based upon the foregoing willful 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 2 of the Act provides in part:

(d) "Agent" means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases or sales of securities.

A partner, officer, member or director of a broker-dealer or issuer, or a person occupying a similar status or performing similar functions, is an agent only if the person otherwise comes within this definition.

* * *

(v) "Security" means any:

* * *

(11) investment contract[.]

2. Section 101 of the Act provides:

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

* * *

- (2) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading,
- (3) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

3. Section 201 of the Act provides in pertinent part:

(a)(1) It is unlawful for any person to transact business in this state as a broker-dealer or agent unless the person is so registered under this act or unless the person is exempt from registration as provided in paragraph (2) or (3) of this subsection.

* * *

(b) It is unlawful for any broker-dealer or issuer to employ an agent unless the agent is registered or is exempt from registration.

4. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in this state unless: (1) it is registered under this act or the security or transaction is exempted under Section 401 of this title; or (2) it is a federal covered security.

5. Section 402(a) of the Act provides in pertinent part:

It is unlawful to distribute to investors or prospective investors, including customers or prospective customers of an investment adviser, or otherwise use any prospectus, pamphlet, circular, form letter, advertisement, or other sales literature in any manner in connection with the offer or sale of any security, except a federal covered security, unless:

- (1) it has been filed with the Department of Securities; and
- (2) the Department has responded indicating that the Administrator has no objection to its distribution or use.

6. Section 406 of the Act provides in pertinent part:

(a) If the Administrator reasonably believes, whether or not based upon an investigation conducted under Section 405 of this title, that a person has violated the Oklahoma Securities Act, except under the provisions of Section 202.1 or 305.2 of this title, or a rule or order of the Administrator under the Oklahoma Securities Act or has engaged in dishonest or unethical practices in the securities business, the Administrator, in addition

to any specific power granted by any other section of the Oklahoma Securities Act, may impose one or more of the following sanctions:

- (1) issue an order against the person to cease and desist from engaging in such violation or dishonest or unethical practices or doing any act in furtherance thereof[.]

Conclusions of Law

1. The Investment Opportunity is a security as defined in Section 2 of the Act.
2. Respondents offered and sold unregistered securities in the state of Oklahoma, in violation of Section 301 of the Act.
3. Respondents transacted business in the state of Oklahoma as agents without being registered under the Act, in violation of Section 201 of the Act.
4. Respondent DTL employed agents in the state of Oklahoma who were not registered under the Act, in violation of Section 201 of the Act.
5. Respondents made untrue statements of material fact and omitted to state material facts in connection with the offer and/or sale of securities in the state of Oklahoma, in violation of Section 101(2) of the Act.
6. Respondents engaged in an act, practice or course of business that operated as a fraud or deceit in connection with the offer and/or sale of securities in the state of Oklahoma, in violation of Section 101(3) of the Act.
7. Respondents used sales literature in connection with the offer and sale of securities in the state of Oklahoma without filing such sales literature with the Department and without receiving an indication from the Administrator that he had no objection to its distribution or use, in violation of Section 402 of the Act.
8. The Administrator has the authority under Section 406 of the Act to order Respondents to cease and desist from engaging in violations of the Act.
9. It is in the public interest to order Respondents to cease and desist from engaging in 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.

WHEREFORE, it is recommended that the Administrator order Respondents to cease and desist from engaging in violations of the Act or doing any act in furtherance thereof.

Dated this 20th day of February, 2003.

Respectfully Submitted,

A handwritten signature in cursive script, reading "Rebecca Cryer", is written over a horizontal line.

Rebecca Cryer
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700