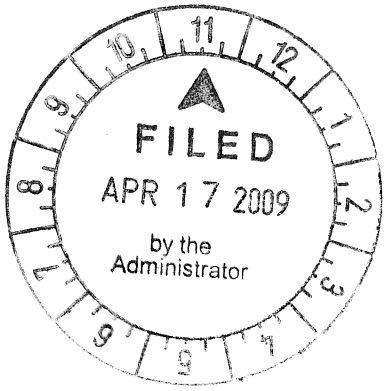
STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Freedom Auto Connection, Inc.,
Neil Wilderom, and
John Mayberry,

Respondents.

ODS File No. 08-033

FINAL ORDER TO CEASE AND DESIST

This *Final Order to Cease and Desist* is issued pursuant to Section 1-604 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2004).

On March 5, 2009, an *Order to Cease and Desist* ("Order") and *Notice of Opportunity for Hearing* ("Notice for Hearing") were issued against Freedom Auto Connection, Inc. ("FAC"), Neil Wilderom ("Wilderom"), and John Mayberry ("Mayberry") (collectively, "Respondents") by the Administrator of the Oklahoma Department of Securities ("Department"). On March 5, 2009, the Order and Notice for Hearing were mailed to the last known addresses of Respondents by certified mail, return receipt requested. The Order and Notice for Hearing were accepted by, or on behalf of, FAC, Wilderom, and Mayberry on March 9, 2009, March 6, 2009, and March 7, 2009, respectively. Counsel for the Enforcement Division of the Department also notified Wilderom, in his individual capacity and as President of FAC, of the Order and Notice for Hearing via telephone on March 16, 2009. On the same date, the Order and Notice for Hearing were faxed to Wilderom at a fax number provided by Wilderom. The fax machine indicated that the transmission was successful.

Pursuant to Section 1-604 of the Act, the Notice for Hearing specified that failure to make a written request for hearing, within thirty (30) days after service of the Order, would result in the Order becoming final as to the Respondents by operation of law. No request for hearing has been received by the Administrator.

IT IS HEREBY ORDERED that the *Order to Cease and Desist* issued against Respondents on March 5, 2009, and attached hereto as Exhibit A, is final by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 17th day of April, 2009.

(SEAL)

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

CERTIFICATE OF MAILING

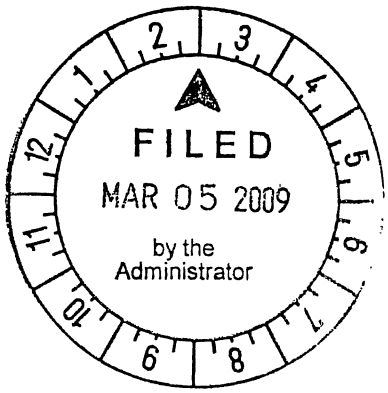
The undersigned hereby certifies that on the 17th day of April, 2009, a true and correct copy of the above and foregoing *Final Order to Cease and Desist* was mailed by certified mail, return receipt requested, with postage prepaid thereon, addressed to:

Freedom Auto Connection, Inc.
c/o Wyoming Corporate Services, Inc.
2710 Thomes Ave.
Laramie, WY 82001

Mr. Neil Wilderom
11063 S. Memorial Dr., Ste. D
Tulsa, OK 74133-7366

Mr. John Mayberry
RR 4, Box 32
Muldrow, OK 74948

Terra Shamas Bonnell



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

FILED
MAR 05 2009
by the
Administrator

In the Matter of:

Freedom Auto Connection, Inc.,
Neil Wilderom, and
John Mayberry,

Respondents. ODS File No. 08-033

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 (Supp. 2004), the Enforcement Division of the Oklahoma Department of Securities ("Department") conducted an investigation into the activities of Freedom Auto Connection, Inc. ("FAC"), Neil Wilderom ("Wilderom"), and John Mayberry ("Mayberry") (collectively, "Respondents"), in connection with the offer and sale of securities in and/or from the state of Oklahoma. Based thereon, the Administrator adopts the following Findings of Fact and Conclusions of Law for purposes of this Order.

Findings of Fact

1. FAC is a Wyoming corporation with its principal place of business in or near Tulsa, Oklahoma. FAC purports to be "a national auto-buying club providing fleet pricing through [its] dealer network." FAC has not made any exemption notice filings under the Act.

2. Wilderom, an Oklahoma resident, is the President of FAC. Wilderom has not been registered under the Act in any capacity at any time material hereto.

3. Mayberry, an Oklahoma resident, is and/or was a consultant for FAC. Mayberry has not been registered under the Act in any capacity at any time material hereto.

4. Beginning in or before October 2004, Respondents FAC and Wilderom offered and/or sold promissory notes issued by FAC ("Notes"), shares of common stock in FAC ("Stock"), and/or options to purchase Stock ("Stock Options") in and/or from Oklahoma.

5. The Notes, Stock and Stock Options are not, and have not been, registered under the Act.

6. Respondents FAC and Wilderom offered Notes, Stock and/or Stock Options in at least one news release to the general public. Statements in the news release included, but were not limited to, the following: "This private-placement offering kicks off the second phase of funding for the company's national program launch. FAC's first-year revenue from automotive sales is anticipated to exceed $50,000,000, with five-year sales projected to be over $450,000,000."

7. Respondent Wilderom sold a Note, Stock Options and/or Stock to Respondent Mayberry on behalf of Respondent FAC.

8. At Respondent Wilderom's direction, Respondent Mayberry resold 5,000 shares of his Stock to an Oklahoma resident (the "Investor") on or about April 6, 2005, for a total sum of $10,000.

9. In connection with the offer and sale of Stock to the Investor, Respondents told the Investor that the Stock had a market value of $5.00 per share; the Stock would undergo a 5:1 split in the near future; the Investor would own 25,000 shares of Stock after the split; and the Investor would receive a full refund of the purchase price of the Stock if she requested a refund within 90 days of the purchase.

10. The Stock did not have a market value of $5.00 per share, and the Stock did not undergo a 5:1 split.

11. The Investor never received a certificate or other record evidencing her ownership of Stock.

12. The Investor requested a full refund of the purchase price of the Stock within 90 days of purchase but did not receive a refund.

13. In lieu of a refund, Respondent Wilderom offered and sold the Investor a Note obligating FAC to pay the Investor the principal amount of her investment plus interest at a rate of 12% per year, from April 7, 2005, until paid in full, with quarterly payments beginning July 7, 2005 ("Investor's Note"). The Investor's Note contained a maturity date of February 7, 2006, and a conversion option giving the Investor the right to convert the Investor's Note into "equity at the rate of 'one Share' for every two dollars of loan, or a total of 5,000 shares."

14. FAC did not make the payments required by the terms of the Investor's Note.

15. In connection with the offer and/or sale of Stock to the Investor, Respondents made untrue statements of material fact including, but not limited to, the following:

a. As of about April 6, 2005, Stock has a market value of $5.00 per share;

b. Stock would undergo a 5:1 split in the near future;

c. the Investor would own 25,000 shares of Stock after the split; and

d. the Investor would receive a full refund of the purchase price of the Stock if she requested a refund within 90 days of the purchase.

16. In connection with the offer and/or sale of the Note and/or Stock to the Investor, 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 including, but not limited to, the following:

a. the Investor would not receive Stock in exchange for the money paid to purchase Stock and/or the Investor would not receive a certificate evidencing her ownership of Stock;

b. FAC would not honor its obligations under the Investor's Note;

c. the Investor's Note and Stock were not registered or exempt from registration under the Act, and the Investor's Note and Stock were not federal covered securities;

d. Wilderom was transacting business in this state as an unregistered issuer agent, in violation of the Act; and

e. FAC employed an unregistered issuer agent transacting business in this state on behalf of FAC, in violation of the Act.

17. Respondents FAC and Wilderom offered and/or sold Notes, Stock and/or Stock Options to at least two other persons in and/or from Oklahoma in addition to the Investor and Respondent Mayberry.

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:

In this act, unless the context otherwise requires:

* * *

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. The term does not include an individual excluded by rule adopted or order issued under this act;

* * *

19. "Issuer" means a person that issues or proposes to issue a security, subject to the following:

a. the issuer of a voting trust certificate, collateral trust certificate, certificate of deposit for a security, or share in an investment company without a board of directors or individuals performing similar functions is the person performing the acts and assuming the duties of depositor or manager pursuant to the trust or other agreement or instrument under which the security is issued,

b. the issuer of an equipment trust certificate or similar security serving the same purpose is the person by which the property or equipment is or will be used or to which the property or equipment is or will be leased or conditionally sold or that is otherwise contractually responsible for assuring payment of the certificate,

c. the issuer of a fractional undivided interest in an oil, gas, or other mineral lease or in payments out of production under a lease, right, or royalty is the owner of an interest in the lease or in payments out of production under a lease, right, or royalty, whether whole or fractional, that creates fractional interests for the purpose of sale;

* * *

30. "Sale" includes every contract of sale, contract to sell, or disposition of, a security or interest in a security for value, and "offer to sell" includes every attempt or offer to dispose of, or solicitation of an offer to purchase, a security or interest in a security for value. Both terms include:

a. a security given or delivered with, or as a bonus on account of, a purchase of securities or any other thing constituting part of the subject of the purchase and having been offered and sold for value,

b. a gift of assessable stock involving an offer and sale, and

c. a sale or offer of a warrant or right to purchase or subscribe to another security of the same or another issuer and a sale or offer of

a security that gives the holder a present or future right or privilege to convert the security into another security of the same or another issuer, including an offer of the other 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:

a. includes both a certificated and an uncertificated security,

b. does not include an insurance or endowment policy or annuity contract under which an insurance company promises to pay a sum of money either in a lump sum or periodically for life or other specified period,

c. does not include an interest in a contributory or noncontributory pension or welfare plan subject to the Employee Retirement Income Security Act of 1974,

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,

e. includes as an "investment contract," among other contracts, an interest in a limited partnership and a third party managed limited liability company and an investment in a viatical or life settlement or similar contract or agreement,

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, and

g. does not include an interest in an oil, gas or mineral lease as part of a transaction between parties, each of whom is engaged in the business of exploring for or producing oil and gas or other valuable minerals as an ongoing business or the execution of oil and gas leases by land, mineral and royalty owners in favor of a party or parties engaged in the business of exploring for or producing oil and gas or other valuable minerals[.]

2. Section 1-301 of this 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.

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.

B. The following individuals are exempt from the registration requirement of subsection A of this section:

1. An individual who represents a broker-dealer in effecting transactions in this state limited to those described in Section 15(h)(2) of the Securities Exchange Act of 1934 (15 U.S.C. Section 78o(h)(2));

2. An individual who represents a broker-dealer that is exempt under subsection B or D of Section 18 of this act [Section 1-401 of this title];

3. An individual who represents an issuer with respect to an offer or sale of the issuer's own securities or those of the issuer's parent or any of the issuer's subsidiaries to existing employees, partners, members or directors of the issuer or the issuer's parent or any of

the issuer's subsidiaries, and who is not compensated in connection with the individual's participation by the payment of commissions or other remuneration based, directly or indirectly, on transactions in those securities;

4. An individual who represents an issuer and who effects transactions in the issuer's securities exempted by Section 7 of this act [Section 1-202 of this title], other than paragraphs 11 and 14 of Section 7 of this act [Section 1-202 of this title];

5. An individual who represents an issuer who effects transactions solely in federal covered securities of the issuer, but an individual who effects transactions in a federal covered security under Section 18(b)(3) or 18(b)(4)(D) of the Securities Act of 1933 (15 U.S.C. Section 77r(b)(3) or 77r(b)(4)(D)) is not exempt if the individual is compensated in connection with the agent's participation by the payment of commissions or other remuneration based, directly or indirectly, on transactions in those securities;

6. An individual who represents a broker-dealer registered in this state under subsection A of Section 18 of this act [Section 1-401 of this title] or exempt under subsection B of Section 18 of this act [Section 1-401 of this title] in the offer and sale of securities for an account of a nonaffiliated federal covered investment adviser with investments under management in excess of One Hundred Million Dollars ($100,000,000.00) acting for the account of others pursuant to discretionary authority in a signed record;

7. An individual who represents an issuer in connection with the purchase of the issuer's own securities;

8. An individual who represents an issuer and who restricts participation to performing ministerial or clerical work; or

9. Any other individual exempted by rule adopted or order issued under this act.

* * *

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 1-501 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 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.

F. If a petition for judicial review of a final order is not filed in accordance with Section 47 of this act [Section 1-609 of this title], the Administrator may file a certified copy of the final order with the clerk of a court of competent jurisdiction. The order so filed has the same effect as a judgment of the court and may be recorded, enforced, or satisfied in the same manner as a judgment of the court.

G. If a person does not comply with an order under this section, the Administrator may petition a court of competent jurisdiction to enforce the order. The court may not require the Administrator to post a bond in an action or proceeding under this section. If the court finds, after service and opportunity for hearing, that the person was not in compliance with the order, the court may adjudge the person in civil contempt of the order. The court may impose a further civil penalty against the person for contempt in an amount not to exceed One Thousand Dollars ($1,000.00) for each violation and may grant any other relief the court determines is just and proper in the circumstances.

Conclusions of Law

1. The Notes, Stock and Stock Options are securities as defined by Section 1-102 of the Act.

2. The Notes, Stock and Stock Options are not and were not registered under the Act, at any time material hereto.

3. Respondents offered and/or sold unregistered securities in and/or from Oklahoma, in violation of Section 1-301 of the Act.

4. Respondent Wilderom transacted business as an unregistered issuer agent in this state, in violation of Section 1-402 of the Act.

5. FAC employed an unregistered issuer agent transacting business in this state on behalf of FAC, in violation of Section 1-402 of the Act.

6. Respondents made untrue statements of material fact in connection with the offer and/or sale of securities in and/or from Oklahoma, in violation of Section 1-501 of the Act.

7. 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 Oklahoma, in violation of Section 1-501 of the Act.

8. The Administrator has the authority to order Respondents to cease and desist from engaging in an act, practice, or course of business constituting a violation of the Act, pursuant to Section 1-604 of the Act.

9. It is in the public interest to order Respondents to cease and desist from violating 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 Respondents cease and desist violations of the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 5th day of March, 2009.

(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 Respondents of their 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 Respondents 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 Respondents, 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 Respondents. If a hearing is requested, the Administrator may modify or vacate the Order or extend it until final determination.

If Respondents do 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 Respondents by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 5th day of March, 2009.

(SEAL)

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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 5th day of March, 2009, 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, with postage prepaid thereon, addressed to:

Freedom Auto Connection, Inc.
P.O. Box 330147
10632 S. Memorial
Tulsa, OK 74133

Freedom Auto Connection, Inc.
c/o Wyoming Corporate Services, Inc.
2710 Thomes Ave.
Laramie, WY 82001

Mr. Neil Wilderom
11063 S. Memorial Dr., Ste. D
Tulsa, OK 74133-7366

Mr. Neil Wilderom
P.O. Box 330147
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Mr. John Mayberry
RR 4, Box 32
Muldrow, OK 74948

Terra Shamas Bonnell