

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
204 NORTH ROBINSON, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

ThinAir Wireless, Inc., and
Howard "Trip" Wakefield,

Respondents.

ODS File No. 15-017

FINAL ORDER TO CEASE AND DESIST

The Administrator of the Oklahoma Department of Securities ("Department") issues this Final Order to Cease and Desist against ThinAir Wireless, Inc. ("ThinAir") and Howard "Trip" Wakefield ("Wakefield") (collectively, the "Respondents") pursuant to Section 1-604 of the Oklahoma Uniform Securities Act of 2004 ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (2011).

On March 4, 2016, and pursuant to Section 1-604 of the Act, the Administrator of the Department ("Administrator") issued the attached Order to Cease and Desist ("C&D") that is incorporated herein by reference.

On March 4, 2016, the Administrator, in order to notify Respondents of their obligation to file an answer and their right to request a hearing to show why a final order based on the C&D should not be issued: filed a Notice of Opportunity for Hearing ("Notice") pursuant to Section 1-604 of the Act; filed a Notice of Service on the Administrator and Affidavit of Compliance ("Affidavit") pursuant to Section 1-611 of the Act; and sent the C&D, Notice and Affidavit (collectively, the "Filings") by certified mail, return receipt requested, delivery restricted, to Respondents at their last known addresses.

On March 10, 2016, an authorized agent of Respondents signed the certified mailing return receipts for the Filings.

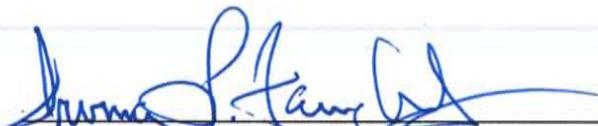
The deadline for Respondents to file an answer to the C&D and to request a hearing to show why a final order based on the C&D should not be issued has passed. Respondents have not filed an answer to the C&D or requested a hearing.

ORDER

IT IS HEREBY ORDERED that, pursuant to Section 1-604 of the Act, the Order to Cease and Desist issued on March 4, 2016, is final by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities
this 4th day of ~~March~~
~~April~~, 2016.

(SEAL)



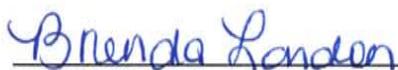
IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 4th day of ~~March~~
~~April~~, 2016, a true
and correct copy of the above and foregoing Final Order to Cease and Desist was
mailed by certified mail, return receipt requested, delivery restricted, with postage
prepaid thereon, addressed to:

ThinAir Wireless, Inc.
11111 Katy Freeway Ste. 910
Houston, TX 77079

Howard Wakefield
ThinAir Wireless, Inc.
11111 Katy Freeway Ste. 910
Houston, TX 77079



Brenda London, Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
204 NORTH ROBINSON, SUITE 400
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

ThinAir Wireless, Inc., and
Howard "Trip" Wakefield,

Respondents.

ODS File No. 15-017

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 (2013), the Oklahoma Department of Securities ("Department") conducted an investigation into the activities of ThinAir Wireless, Inc. ("ThinAir") and Howard "Trip" Wakefield ("Wakefield") (collectively, the "Respondents") in connection with the offer and/or sale of securities in the state of Oklahoma.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are adopted in support of this Order against Respondents.

Findings of Fact

1. At all times relevant hereto, ThinAir was a Delaware corporation with its principal place of business in Houston, Texas.
2. At all times material hereto, Wakefield, an individual and the director and chief executive officer of ThinAir, was a resident of Texas. Wakefield is not, and has never been, registered in any capacity under the Act.
3. In May 2012, an Oklahoma investor ("Investor") received an email from Respondents offering ownership in ThinAir. Respondents explained the company wanted to raise One Million Dollars and investors providing the first \$250,000 would receive three shares of stock per dollar, investors providing the second \$250,000 would receive two shares per dollar, and investors providing the final \$500,000 would receive one share per dollar. Further, Respondents told Investor that only \$100,000 of the first

\$250,000 remained to be raised and that a group of foreign investors were interested in providing that \$100,000.

4. Respondents later emailed Investor that he would be getting "ownership in a company that is literally going VERTICAL." Respondents explained a convertible promissory note would allow Investor to "lock in the '3 for 1' stock deal" and allow him time to decide whether to convert his interest into shares or maintain his debt obligation that Respondents would "pay off ASAP."

5. On June 1, 2012, Investor wired \$20,000 to Respondents and signed a convertible promissory note (Note) wherein Respondents offered to pay the principal of \$20,000 plus interest at 18% per annum by September 28, 2012. By the terms of the Note, Investor had a 120-day option to convert the principal amount, plus accrued interest, into shares of ThinAir stock at a rate of \$1.00 per share, each of which would be matched with two additional shares contributed by ThinAir's largest shareholders including Wakefield. Investor did not exercise his option.

6. On May 30, 2014, ThinAir filed for bankruptcy under Chapter 11. According to bankruptcy filings, Investor has a claim against ThinAir in the amount of his promissory note plus interest in the amount of \$27,824.29.

7. To date, Respondents have not returned any principal, or paid any interest, to Investor.

8. The Note and shares of ThinAir stock were 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; 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.

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.

* * *

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:

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.

Conclusions of Law

1. The stock of ThinAir is a security as defined by Section 1-102 of the Act.
2. The Note is a security as defined by Section 1-102(32) of the Act.
3. Respondents offered and sold an unregistered security in the state of Oklahoma, in violation of Section 1-301 of the Act.
4. Wakefield 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.
5. ThinAir is associated with an unregistered agent who transacted business in this state on its behalf, 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 violation of Section 1-501 of the Act.
7. The Administrator has the authority to order Respondents to cease and desist from engaging in the acts, practices, or course of business constituting violations of the Act or to take other action necessary or appropriate to comply with the Act.
8. It is in the public interest to order Respondents to cease and desist from violating the Act.

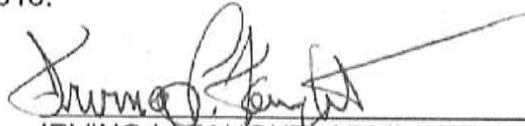
To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

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 (1) that Respondents cease and desist offering and selling unregistered securities and making untrue statements of material fact in connection with the offer and/or sale of securities; (2) that Wakefield cease and desist transacting business in this state as an unregistered agent; and (3) that ThinAir cease and desist associating with unregistered agents who transact business in this state on its behalf.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities
this 4th of March, 2016.

(SEAL)



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

NOTICE OF OPPORTUNITY FOR HEARING

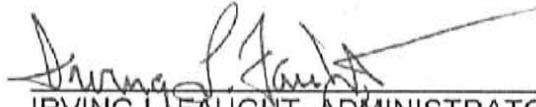
Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of the Order to Cease and Desist (Order). The request for hearing must be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

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 4th day of March, 2016.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 4th day of March, 2016, 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:

ThinAir Wireless, Inc.
11111 Katy Freeway Ste. 910
Houston, TX 77079

Howard Wakefield
ThinAir Wireless, Inc.
11111 Katy Freeway Ste. 910
Houston, TX 77079

Brenda Gordon

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

7000 0520 0022 7151 0705

CD Notice 15-017 Amc

Postage	\$	
Certified Fee		345
Return Receipt Fee (Endorsement Required)		280
Restricted Delivery Fee (Endorsement Required)		515
Total Postage & Fees	\$	

3/4/16

Postmark
Here

ThinAir Wireless, Inc.
 11111 Katy Freeway, Ste 910
 Houston, TX 77079

by mailer)

for instructions

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

7000 0520 0022 7151 0611

CD Notice 15-017 Amc

Postage	\$	
Certified Fee		345
Return Receipt Fee (Endorsement Required)		280
Restricted Delivery Fee (Endorsement Required)		515
Total Postage & Fees	\$	

3/4/16

Postmark
Here

Howard Wakefield
 ThinAir Wireless, Inc.
 11111 Katy Freeway Ste 910
 Houston, TX 77079

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:

RESTRICTED DELIVERY

Howard Wakefield
ThinAir Wireless, Inc.
11111 Katy Freeway Ste 910
Houston, TX 77079

CD Notice 15-017 Amc

2. Article Number (Copy from service label)

7000 0520 0022 7151 0811

PS Form 3811, July 1999

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

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

Steven

3/10/16

C. Signature

- 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

7015 0640 0004 8676 7551

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

OFFICIAL USE

Certified Mail Fee	\$	3.45
Extra Services & Fees (check box, add fee as appropriate)		
<input type="checkbox"/> Return Receipt (hardcopy)	\$	2.80
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	5.15
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$	0.70
		12.10

4/4/16

Postmark
Here

ThinAir Wireless, Inc.
11111 Katy Freeway Ste. 910
Houston, TX 77079

for Instructions

7015 0640 0004 8676 7568

U.S. Postal Service™
CERTIFIED MAIL® RECEIPT
Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

OFFICIAL USE

Certified Mail Fee	\$	3.45
Extra Services & Fees (check box, add fee as appropriate)		
<input type="checkbox"/> Return Receipt (hardcopy)	\$	2.80
<input type="checkbox"/> Return Receipt (electronic)	\$	
<input type="checkbox"/> Certified Mail Restricted Delivery	\$	5.15
<input type="checkbox"/> Adult Signature Required	\$	
<input type="checkbox"/> Adult Signature Restricted Delivery	\$	
Postage	\$	0.70
		12.10

4/4/16

Postmark
Here

Howard Wakefield
ThinAir Wireless, Inc.
11111 Katy Freeway Ste. 910
Houston, TX 77079

for Instructions