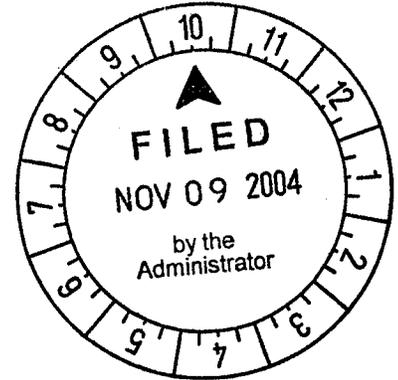


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Matthew C. McClintock,

Respondent.

ODS File No. 05-002

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

1. Pursuant to his authority under Section 1-604(B) of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Matthew C. McClintock, (Respondent), in connection with the offer and/or sale of securities in and/or from Oklahoma. As a result of the investigation, the Administrator of the Department issued the cease and desist order that accompanies this notice (Order). The activities described therein constitute violations of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and would also constitute violations of the Act.

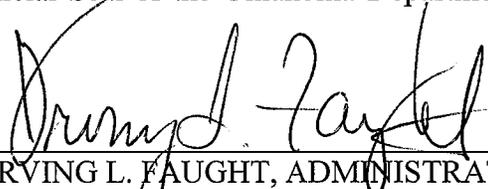
2. Pursuant to Section 1-604(B) of the Act, the Administrator hereby gives notice to Respondent of his right to request a hearing to show why the Order should not be made final.

3. The request for a hearing on the Order must be received by the Administrator within fifteen (15) days after service of this Notice. Pursuant to Section 1-604(B) of the Act, failure to request a hearing within thirty (30) days as provided for herein shall result in the issuance of a final order to cease and desist against Respondent.

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

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 9th day of November, 2004.

(SEAL)

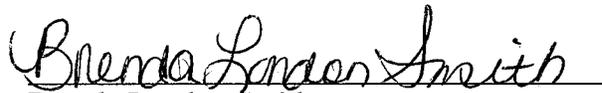


IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 9th day of November, 2004, a true and correct copy of the above and foregoing Notice of Issuance of Cease and Desist Order and Notice of Opportunity for Hearing and attached Cease and Desist Order was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Matthew C. McClintock
14200 N. May Avenue, #1321
Oklahoma City, OK 73134


Brenda London Smith
Paralegal

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



In the Matter of:

Matthew C. McClintock,

Respondent.

ODS File No. 05-002

CEASE AND DESIST ORDER

The Oklahoma Department of Securities (Department) conducted an investigation into the activities of Matthew C. McClintock (McClintock) in connection with the offer and/or sale of securities in and/or from Oklahoma. Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are presented in support of this order to cease and desist 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. 2003). The activities described herein constitute violations of the Oklahoma Securities Act (Predecessor Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), and would also constitute violations of the Act.

Findings of Fact

1. McClintock, a resident of Oklahoma, was self-employed and a self-proclaimed daytrader in securities.
2. Beginning in early 2003, McClintock received substantial sums of money from investors (the "Investors") for the purpose of effecting transactions in securities for the Investors. McClintock promised Investors he would use their funds to trade stocks on their behalf and make substantial profits. Instead, McClintock used some of the funds to actively trade securities in his own personal account held at AmeriTrade and used the remaining funds for his personal expenses. McClintock received in excess of \$96,000 from approximately three investors.
3. In or around November of 2003, a California Investor met McClintock through an Internet dating service and began a personal relationship via e-mail and telephone calls. McClintock offered to trade shares of stock to help her pay off her credit cards and create a college account for her minor child. The California Investor sent \$10,000 from her IRA account to McClintock and authorized him to make securities trades on her behalf through the AmeriTrade account.

4. McClintock held himself out to Investors as a daytrader who would trade their funds aggressively to make profits. McClintock promised the Investors they would receive payments on their initial capital, with any excess going to McClintock for taxes and commissions.

5. McClintock was not registered under the Predecessor Act to transact business as a broker-dealer or agent.

6. The interests in the investment program offered and sold by McClintock were not registered pursuant to Section 301 of the Predecessor Act and are not registered 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 1-604 of the Act provides in pertinent part:

A. If the Administrator reasonably believes 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[.]

2. Section 1-701 of the Act provides in pertinent part:

A. The predecessor act exclusively governs all actions or proceedings that are pending on the effective date of this act or may be instituted on the basis of conduct occurring before the effective date of this act, but a civil action may not be maintained to enforce liability under the predecessor act unless instituted within any period of limitation that applied when the cause of action accrued or within five (5) years after the effective date of this act, whichever is earlier.

3. Section 2 of the Predecessor 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.

* * *

(e) *"Broker-dealer"* means any person engaged in the business of effecting transactions in securities for the account of others or for his or her own account.

* * *

(v) *"Security"* means any:

* * *

(2) stock;

* * *

(11) investment contract[.]

4. Section 101 of the Predecessor 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.

5. Section 201 of the Predecessor 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.

6. Section 301 of the Predecessor 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.

Conclusions of Law

1. McClintock offered and sold unregistered securities in Oklahoma, in violation of Section 301 of the Predecessor Act.

2. McClintock transacted business in Oklahoma as a broker-dealer or an agent without being registered under the Predecessor Act, in violation of Section 201 of the Predecessor Act.

3. McClintock 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 subsection (2) of Section 101 of the Predecessor Act.

4. In connection with the offer, sale, or purchase of securities, McClintock engaged in acts, practices, or a course of business which operated as a fraud or deceit in and/or from Oklahoma, in violation of subsection (3) of Section 101 of the Predecessor Act.

5. The Administrator has the authority under Section 1-604 of the Act to order McClintock to cease and desist from engaging in violations of the Act.

6. It is in the public interest to order McClintock to cease and desist from the described violations.

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

NOW THEREFORE, it is hereby ordered that McClintock cease and desist from engaging in any act, practice, or course of business in and/or from Oklahoma constituting a violation of the Predecessor Act and the Act.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this
9th day of November, 2004.

(SEAL)



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