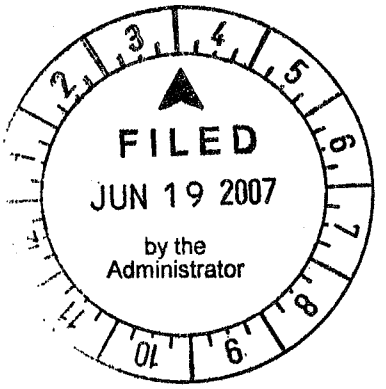
STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
THE FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Motor Millions, LLC, Dean Graziosi,
Robin Trainor, Blake Wright, and
John Phelps,

Respondents. ODS File No. 07-063

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 a copy of the Notice of Opportunity for Hearing (Notice) with Enforcement Division Recommendation (Recommendation) attached was delivered to Affiant in the office of the Administrator of the Department pursuant to Section 818 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001).

3. That this Affidavit of Compliance shall serve as notice to Motor Millions, LLC, Dean Graziosi, Robin Trainor, Blake Wright, and John Phelps that the Administrator of the Department has received service of process on their behalf, pursuant to Section 818 of the Act.

4. That a copy of the Notice, with the Recommendation attached, and a copy of this Notice of Service on the Administrator of the Department and Affidavit of Compliance are being sent this 19th day of June, 2007, by certified mail, return receipt requested, delivery restricted to addressees, to the last known addresses of Respondents, in compliance with Section 818 of the Act.

5. That this Affidavit is declared filed of record as of the date set forth below in compliance with Section 818 of the Act.

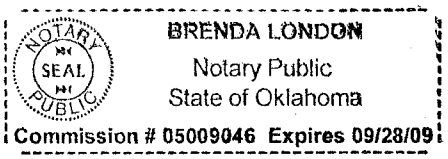
FURTHER AFFIANT SAYETH NOT.

Dated this 19th day of June, 2007.

(SEAL)

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

Subscribed and sworn to before me this 19th day of June, 2007.



Notary Public

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DEPARTMENT OF SECURITIES
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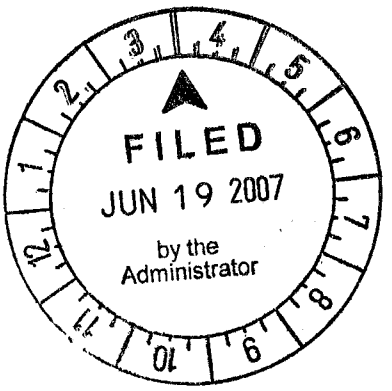

In the Matter of:

Motor Millions, LLC, Dean Graziosi,
Robin Trainor, Blake Wright, and
John Phelps,

Respondents.

ODS File No. 07-063

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to Section 813 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), the Oklahoma Department of Securities (Department) conducted an investigation into the activities of Motor Millions, LLC (Motor Millions), Dean Graziosi (Graziosi), Robin Trainor (Trainor), Blake Wright (Wright), and John Phelps (Phelps) (collectively, the "Respondents"), in connection with the offer and/or sale of business opportunities in and/or from the state of Oklahoma.

2. On the 18th day of June, 2007, the attached Enforcement Division Recommendation (Recommendation) was filed with the Administrator of the Oklahoma Department of Securities (Administrator).

3. Pursuant to Section 814.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 814.B of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order against Motor Millions, Graziosi, Trainor, Wright, and Phelps to cease and desist from the offer and sale of business opportunities in violation of Sections 806, 808 and 819 of the Act.

5. The request for hearing shall be in writing and Respondents shall specifically admit or deny each allegation made in the Recommendation 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 19th day of June, 2007.

(SEAL)

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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 19th day of June, 2007, 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:

Motor Millions, LLC
405 W. University Dr., #105
Tempe, AZ 85281-5587

Dean Graziosi
405 W. University Dr., #105
Tempe, AZ 85281-5587

Robin Trainor
405 W. University Dr., #105
Tempe, AZ 85281-5587

Blake Wright
405 W. University Dr., #105
Tempe, AZ 85281-5587

John Phelps
405 W. University Dr., #105
Tempe, AZ 85281-5587

Brenda London
Brenda London
Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
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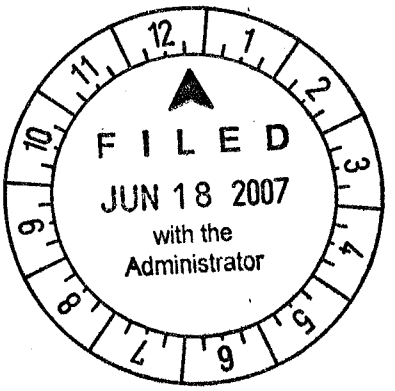


In the Matter of:

Motor Millions, LLC, Dean Graziosi,
Robin Trainor, Blake Wright, and
John Phelps,

Respondents.

ODS File No. 07-063

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), an investigation was conducted into the activities of Motor Millions, LLC (Motor Millions), Dean Graziosi (Graziosi), Robin Trainor (Trainor), Blake Wright (Wright), and John Phelps (Phelps) (collectively, the "Respondents"), in connection with the offer and/or sale of a business opportunity 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 of the Oklahoma Department of Securities (Administrator) in support of the issuance of an order to cease and desist against Respondents.

Findings of Fact

1. Motor Millions is a limited liability company formed in the state of Arizona on June 22, 2001. At all times relevant hereto, Motion Millions was located at 405 West University Drive, #105, Tempe, Arizona.

2. Graziosi was the founder of Motor Millions. At all times relevant hereto, Graziosi was the spokesperson and a principal of Motor Millions.

3. At all times relevant hereto, Trainor, Wright and Phelps were sales agents for Motor Millions.

4. In or around February 2004, C. Foley (Foley), an Oklahoma resident, saw a television infomercial in which Graziosi touted the benefits of purchasing a program (the "Car Program") that would teach people techniques to operate a business buying and selling cars. The Car Program consisted of an audio tape and written literature.

Graziosi represented that by using the techniques discussed in the Car Program, people would generate "a great deal of money." The cost of the Car Program was $193.79.

5. On or about February 27, 2004, C. Foley (Foley) telephoned Motor Millions at the number provided on the infomercial to inquire about the Car Program. Foley purchased the Car Program using a credit card. Motor Millions guaranteed purchasers that "[i]f for any reason you are not satisfied with your purcahse [sic] of the Motor Millions Kit you have thirty days from the date you received it to return it for a full refund, less shipping and handling."

6. On or about March 2, 2004, Foley received a telephone call from Wright who offered her an additional program (the "Network Program") offered by Motor Millions. The Network Program, at a cost of $2,950, was represented as providing purchasers with a website from which cars could be bought and sold. Purchasers were guaranteed a minimum of three thousand (3,000) visitors to their website each year and three percent (3%) of the selling price of each vehicle via the website.

7. On or about March 2, 2004, Foley purchased the Network Program and charged the cost of $2,950 to her credit card.

8. On or about March 8, 2004, Foley was contacted by Trainor who offered Foley a third program (the "VIP Program") that, working in conjunction with the Network Program, would add a radio and television link to enhance her marketing efforts in buying and selling cars. On March 8, 2004, Foley purchased the VIP Program using her credit card to pay the purchase price of $3,490.

9. On or about March 25, 2004, Phelps called Foley and offered her a fourth program (the "Masters Program") that consisted of twelve training sessions on how to conduct the car buying and selling business for the price of $3,495. Further, Motor Millions represented that "technical support would be available every step of the way."

10. On March 25, 2004, Foley purchased the Masters Program and paid the purchase price of $3,495 by credit card.

11. The following language was contained on the invoices sent to Foley for the Network, VIP and Masters Programs:

> Risk Free 1 year Guarantee
> If you list just 1 different car each month that's reasonably priced* and you haven't made ALL OF YOUR MONEY BACK** for your set-up fee for the website campaign we will refund you the difference.

*As determined by NADA's guide, **Simply call our office (800) 489-7300 30 days after the 11[sic] month and client relations can help you.

12. Foley paid a total of $10,128.79 to Motor Millions to provide her with services and products to establish a business buying and selling cars.

13. Foley received approximately twenty (20) visitors to her website. In or around April 2004, Foley contacted Jay Nettles (Nettles), the sales manager of Motor Millions, and requested that her money be refunded since she was not getting the number of visitors to her website that she had been guaranteed.

14. Nettles agreed to give Foley a partial refund. He also told Foley that he would waive the requirement that she list at least one car a month to receive a full refund but advised Foley that she would have to wait until the eleventh (11th) month to obtain the remainder of the refund. In or around May 2004, Foley received a partial refund in the amount of $2,950.

15. On or about September 14, 2004, Foley agreed to accept payment of the balance of her refund, in the amount of $6,440, in equal installments of $1,000 over five (5) months and a final payment of $1,440 prior to March 15, 2005.

16. Between September 14, 2005, and July 25, 2006, Foley received additional refunds totaling $2,600. Despite her repeated demands, Foley has not received the remainder of her refund from Motor Millions.

17. The Motor Million programs are not registered under the Act.

18. A written disclosure document was not delivered to Foley as required by Section 808 of the Act.

19. Respondents omitted to disclose the following fact in connection with the offer and sale of the programs: that the programs were not registered under the Act and were not exempt from registration under the Act.

20. Respondents made untrue statements of material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading:

a. that Foley would receive a refund of the monies she paid to Motor Millions;

b. that by using the techniques set forth in the Car Program, purchasers would generate "a great deal of money," when in fact there is no evidence to substantiate this claim; and

c. that Foley would receive a minimum of three thousand (3,000) visitors to her website each year when in fact there is no evidence to substantiate this claim.

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 802 of the Act provides in pertinent part:

* * *

3.a. *"Business opportunity"* means a contract or agreement, between a seller and purchaser, express or implied, orally or in writing, wherein it is agreed that the seller or a person recommended by the seller shall provide to the purchaser any products, equipment, supplies or services enabling the purchaser to start a business and the seller represents directly or indirectly, orally or in writing, that:

* * *

(1) The seller or a person recommended by the seller will provide or assist the purchaser in finding locations for the use or operation of vending machines, racks, display cases or other similar devices, on premises neither owned nor leased by the purchaser or seller;

* * *

(5) The seller will refund all or part of the price paid to the seller, or repurchase any of the products, equipment or supplies provided by the seller or a person recommended by the seller, if the purchaser is dissatisfied with the business; or

(6) The seller will provide a marketing plan.

6. *"Marketing plan"* means advice or training, provided to the purchaser by the seller or a person recommended by the seller, pertaining to the sale of any products, equipment, supplies or services and the advice or training includes, but is not limited to, preparing or providing:

* * *

b. Training regarding the promotion, operation or management of the business opportunity; or

c. Operational, managerial, technical or financial guidelines or assistance.

7. *"Offer"* or *"offer to sell"* includes every attempt to dispose of a business opportunity for value or solicitation of an offer to purchase a business opportunity.

* * *

11. *"Sale"* or *"sell"* includes every contract or agreement of sale, contract to sell, and disposition of a business opportunity or interest in a business opportunity for value.

2. Section 806 of the Act provides:

It is unlawful for any person to offer or sell any business opportunity, as defined in Section 802 of this title, in this state unless the business opportunity is registered under the provisions of the Oklahoma Business Opportunity Sales Act or is exempt under Section 803 of this title.

3. Section 808 of the Act provides in pertinent part:

A. It shall be unlawful for any person to offer or sell any business opportunity required to be registered pursuant to the Oklahoma Business Opportunity Sales Act unless a written disclosure document as filed pursuant to Section 807 of this title is delivered to each purchaser at least ten (10) business days prior to the execution by a purchaser of any contract or agreement imposing a binding legal obligation on the purchaser or the payment by a purchaser of any consideration in connection with the offer or sale of the business opportunity.

4. Section 814 of the Act provides in pertinent part:

A. Whenever it appears to the Administrator that any person has engaged in or is about to engage in any act or practice constituting a violation of any provision of the Oklahoma Business Opportunity Sales Act or any rule or order

hereunder, the Administrator may:

1. Issue an order directing each person to cease and desist from continuing the act or practice and/or issue an order imposing a civil penalty up to a maximum of Five Thousand Dollars ($5,000.00) for a single violation or transaction or of Fifty Thousand Dollars ($50,000.00) for multiple violations or transactions in a single proceeding or a series of related proceedings[.]

5. Section 818 of the Act provides in pertinent part:

A. The provisions of the Oklahoma Business Opportunity Sales Act concerning sales and offers to sell apply to persons who sell or offer to sell when:

1. An offer to sell is made in this state;

2. An offer to purchase is made and accepted in this state; or

3. The purchaser is domiciled in this state and the business opportunity is or will be operated in this state.

* * *

C. For the purpose of this section, an offer to sell is accepted in this state when acceptance:

1. Is communicated to the offeror in this state; and

2. Has not previously been communicated to the offeror, orally or in writing, outside this state; and acceptance is communicated to the offeror in this state, whether or not either party is then present in this state when the offeree directs it to the offeror in this state reasonably believing the offeror to be in this state and it is received at the place to which it is directed or at any post office in this state in the case of a mailed acceptance.

6. Section 819 of the Act provides:

It is unlawful for any person, in connection with the offer or sale of any business opportunity in this state, 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; or

3. To engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person.

Conclusions of Law

1. The programs offered and sold by Respondents are a business opportunity.

2. Respondents offered and sold a business opportunity in and/or from the state of Oklahoma.

3. The offer and sale of the business opportunity by Respondents in and/or from this state without registration of the business opportunity under the Act is a violation of Section 806 of the Act.

4. The offer and sale of the business opportunity by Respondents in and/or from this state without providing the required disclosure document is a violation of Section 808 of the Act.

5. Respondents made an untrue statement of material fact and omitted to state material facts in connection with the offer and sale of a business opportunity in and/or from this state in violation of Section 819 of the Act.

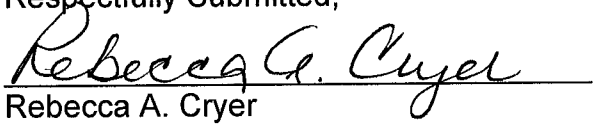
6. Respondents engaged in acts and practices that operated as a fraud or deceit in connection with the offer and sale of a business opportunity in and/or from this state in violation of Section 819 of the Act.

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 issue an order against Respondents to cease and desist the offer and sale of business opportunities in and/or from this state in violation of Sections 806, 808 and 819 of the Act.

Dated this 18th day of June, 2007.

Respectfully Submitted,



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