

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



In the Matter of:

Isaac Holdings LLC, Kenneth R. Benbow,
Lather P. Thompson, and Frank Patterson Jr.,

Respondents.

ODS File No. 04-019

ORDER TO CEASE AND DESIST

On February 19, 2004, a recommendation to issue an order to cease and desist (Recommendation) against Isaac Holdings LLC (Isaac Holdings), Kenneth R. Benbow (Benbow), and Lather P. Thompson (Thompson) was filed with the Administrator (Administrator) of the Oklahoma Department of Securities (Department). The issuance of such order is authorized by subsection (a) of Section 406 of the Oklahoma Securities Act (Act), Okla. Stat. Ann. tit. 71, §§ 1-413, 501, 701-703 (West 2004).

On February 25, 2004, the Administrator of the Department issued a Notice of Opportunity for Hearing with the Recommendation attached (Notice). Pursuant to subsection (h) of Section 413 of the Act, the Notice was served on the Administrator of the Department on February 25, 2004, and mailed to the last known addresses of Isaac Holdings, Benbow, and Thompson, by certified mail, return receipt requested, and delivery restricted. On March 5, 2004, the Notice mailed to Benbow at 4701 Charles Place, Plano, Texas 75093-7456 was returned marked "Returned To Sender, No Such Address." On March 8, 2004, the Notices mailed to Isaac Holdings, Benbow, and Thompson at 4774 Timberglen, #3118, Dallas, Texas 75287 were returned marked "Returned To Sender, Not Deliverable As Addressed."

The Notice specified that failure to request a hearing within fifteen (15) days of service of the Notice will result in the issuance of an order to cease and desist. No request for hearing or any other response has been received by the Administrator within the time limit specified in the Notice.

The Administrator, being fully advised in the premises, hereby finds that this action is necessary and appropriate in the public interest and sets forth the following Findings of Fact and Conclusions of Law in support thereof.

Findings of Fact

1. At all times relevant hereto, Isaac Holdings was a limited liability corporation formed under the laws of the state of Texas.

2. At all times relevant hereto, Benbow and Thompson were Member/Managers of Isaac Holdings.

3. During April of 2000, Benbow met with various Oklahoma residents (Investors). Benbow told Investors that Isaac Holdings held the exclusive right to purchase shares of Media Fusion Inc. (Media Fusion) stock prior to Media Fusion going public in the summer of 2000. Investors were offered units of Isaac Holdings (Units) and were told that each Unit would entitle them to receive a share of stock in Media Fusion once the company went public.

4. Benbow told Investors that Media Fusion owned a patent for a system that could send high speed internet service over electrical power transmission lines. The technology could load voice, email, and high-definition video onto power lines and route the data to every home on the power grid. Consumers could then connect computers into any power outlet in their homes to extract the data. The set-up cost to consumers would be less than \$60.

5. Investors were also told that Media Fusion had scheduled demonstrations, to be held in the spring and summer of 2000, to show the public that the technology worked. Investors were encouraged to invest as much as they could as "the company was projected to be worth billions of dollars." Investors were told that the investment involved "no risk" and that they would become "millionaires" within a few years.

6. Investors were promised monthly statements and newsletters to keep them informed about the status of their investments and events leading up to the public offering of Media Fusion.

7. Investors were offered Units for Twenty-Five Dollars (\$25) per Unit with a required minimum purchase of forty (40) Units. Payment for the Units was required to be made by cashier's check or wire transfer to an Isaac Holding's bank account at Compass Bank in Dallas, Texas.

8. During April of 2000, eight (8) Investors purchased one thousand six hundred six (1,606) Units for a total cost of Forty Thousand One Hundred Fifty Dollars (\$40,150).

9. The Units were not registered under 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.

10. At all times relevant hereto, Benbow was not registered under the Act to transact business in this state as an agent.

11. To date, Investors have not received confirmation of the interests they acquired in Isaac Holdings. Respondents have failed to provide monthly statements or newsletters to Investors. No technology demonstrations for the public have been held and Media Fusion has not made a public offering. Further, Respondents have failed to provide information to Investors about how their investment funds have been used.

12. Isaac Holdings, Benbow, and Thompson, directly and indirectly, offered and sold Units through the use of promotional literature and oral and written communications that contained untrue statements of material facts including, but not limited to, the following:

- a. that Media Fusion would be "going public" during the summer of 2000;
- b. that an investment in Isaac Holdings would be a "no risk investment" and that investors would become "millionaires" within a few years;
- c. that Investors would receive monthly statements and newsletters to keep them informed about their investments; and
- d. that public demonstrations of the Media Fusion technology would be held in the spring and summer of 2000.

13. Benbow and Thompson, directly and indirectly, offered and sold units issued by Isaac Holdings through the use of promotional literature and oral and written communications that omitted to state material facts necessary 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 risk that Media Fusion would not go public;
- b. the use of Investor funds;
- c. the risk that Investors could lose all of their invested funds; and
- d. that Benbow was not registered as an agent under the Act.

14. It is in the public interest to issue an order against Respondents to cease and desist from engaging in violations of the Act or doing any act in furtherance thereof.

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

Conclusions of Law

1. The Units are securities as defined in Section 2 of the Act.
2. Respondents Isaac Holdings, Benbow, and Thompson offered and sold unregistered securities in the state of Oklahoma, in violation of Section 301 of the Act.
3. Respondent Benbow transacted business in the state of Oklahoma as an agent without registration under the Act, in violation of Section 201 of the Act.
4. Respondent Isaac Holdings employed an agent in the state of Oklahoma who was not registered under the Act, in violation of Section 201 of the Act.
5. In connection with the offer and/or sale of securities in the state of Oklahoma, Respondents Isaac Holdings, Benbow, and Thompson, directly or indirectly, made untrue statements of material facts and omitted to state material facts necessary to make the statements made, in light of the circumstances under which they were made, not misleading, in violation of Section 101(2) of the Act.
6. Respondents Isaac Holdings, Benbow, and Thompson, directly or indirectly, 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. 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 or doing any act in furtherance thereof.
8. It is in the public interest to order Respondents Isaac Holdings, Benbow, and Thompson to cease and desist from engaging in violations of the Act or doing any act in furtherance thereof.

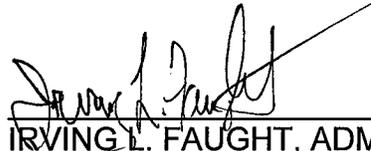
To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

ORDER

IT IS HEREBY ORDERED that Isaac Holdings, Benbow, and Thompson cease and desist from engaging in violations of Sections 101, 201 and 301 of the Act and from doing any act in furtherance thereof.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 29th day of March, 2004.

(SEAL)



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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 30th day of March, 2004, a true and correct copy of the above and foregoing Order to Cease and Desist was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Isaac Holdings LLC
4774 Timberglen, # 3118
Dallas, TX 75287

Kenneth R. Benbow
4774 Timberglen, # 3118
Dallas, TX 75287

and

Kenneth R. Benbow
4701 Charles Place
Plano, TX 75093-7456

Lather P. Thompson
4774 Timberglen, # 3118
Dallas, TX 75287



Brenda London Smith
Paralegal