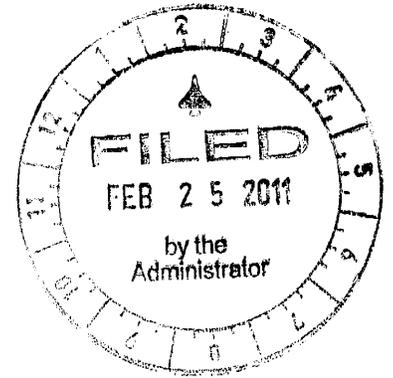


STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OK 73102



In the Matter of:

United Business Concepts of America and
Peter DePalma,

Respondents.

File No. ODS 09-072

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 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 that the Administrator has received service of process on behalf of Respondents, pursuant to Section 818 of the Act.

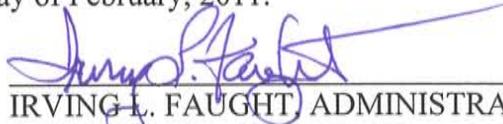
4. That a copy of the Notice, with the Recommendation attached, and a copy of this Affidavit are being sent this 25th day of February, 2011, by certified mail, return receipt requested, delivery restricted to addressee, to the last known address of Respondent, in compliance with Section 818 of the Act.

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.

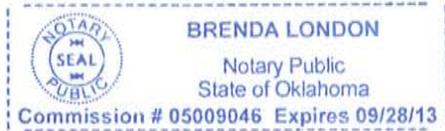
Dated this 25th day of February, 2011.

(SEAL)



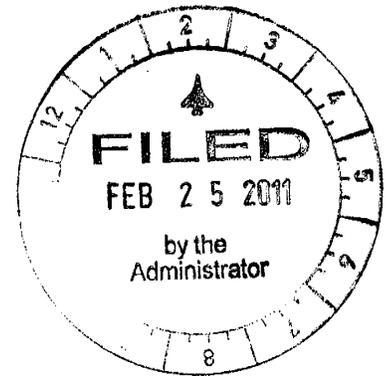
IRVING L. FAUGHT ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

Subscribed and sworn to before me this 25th day of February, 2011.



Brenda London
Notary Public

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



In the Matter of:

United Business Concepts of America and
Peter DePalma,

Respondents.

File No. ODS 09-072

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 813 of the Oklahoma Business Opportunity Sales Act (Act), Okla. Stat. tit. 71, §§ 801-829 (2001), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of United Business Concepts of America (UBCOA) and Peter DePalma (DePalma) (collectively, "Respondents"), in connection with the offer, sale, and/or purchase of a business opportunity in and/or from Oklahoma.

2. On the 25th day of February, 2011, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 814.B of the Act, the Administrator hereby gives notice to Respondents of the 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 Respondents to cease and desist the offer and sale of business opportunities in violation of Sections 806 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 660:2-9-2 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Notice of the date, time, and location of the hearing shall be given to Respondents not less than forty-five (45) days in advance thereof. 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 25th day of February, 2011.

(SEAL)



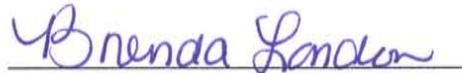
IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 25th day of February, 2011, 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:

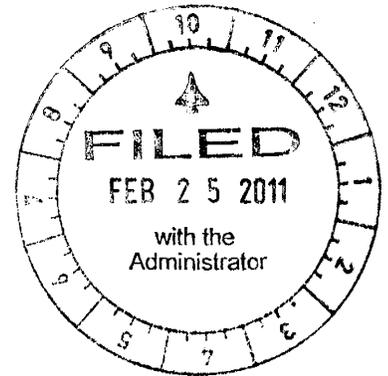
United Business Concepts of America
4100 SE Adams Road, Suite C101
Bartlesville, OK 74003

Peter DePalma
4100 SE Adams Road, Suite C101
Bartlesville, OK 74003



Brenda London
Paralegal

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



In the Matter of:

United Business Concepts of America and
Peter DePalma,

Respondents.

File No. ODS 09-072

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 United Business Concepts of America (UBCOA) and Peter DePalma (DePalma) (collectively, "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. UBCOA purports to be an incorporated entity located in Bartlesville, Oklahoma.
2. DePalma is the owner of UBCOA.
3. Respondents offer to provide assistance and training to help individuals maximize their success in owning and operating their own business.
4. Respondents entered into an "eBC Candidate Agreement" with at least one purchaser (EBC Agreement). The purchaser was required to pay \$750 in connection with the EBC Agreement.
5. The EBC Agreement outlined that UBCOA would provide member support, license cost reimbursement, access to a member website, access to website building, eCommerce hosting, an online shopping cart, payment processing, video tutorials, product sourcing, online marketing instruction, eCommerce training, advertising credits, free business cards, domain registration and business consulting.
6. The purchaser was promised a directory listing legitimate wholesale and drop shippers as part of her EBC Agreement.

7. Respondents failed to provide the promised services including a list of wholesalers to the purchaser.

8. The EBC Agreement offered and sold by Respondents was not registered under the Act.

9. Respondents omitted to state material facts in connection with the offer, sale, and purchase of the EBC Agreement including, but not limited to, the following:

- a. that the EBC Agreement is a business opportunity; and
- b. that the EBC Agreement is not registered under the Act nor is it exempt from registration.

10. Respondents did not file consents to service of process with the Administrator.

11. It is in the public interest to issue an order to cease and desist against Respondents.

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:

* * *

(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[.]

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, 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 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[.]

4. 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. The offer to sell is made in this state.

* * *

F. When any person, including any nonresident of this state, engages in conduct prohibited or made actionable by the Oklahoma Business Opportunity Sales Act or any rule or order hereunder, and the person has not filed a consent to service of process under subsection E of this section, that conduct shall be considered equivalent to the person's appointment of the Administrator or the Administrator's successor in office to be the person's agent to receive service of any lawful process in any noncriminal suit, action or proceeding against the person or the person's successor, executor or administrator which grows out of that conduct and that is brought pursuant to the Oklahoma Business Opportunity Sales Act or any rule or order hereunder with the same force and validity as if served on the person personally. Service on the Administrator may be made by leaving a copy of the process in the office of the Administrator, and it is not effective unless:

1. The plaintiff, who may be the Administrator in a suit, action or proceeding instituted by the Administrator, promptly sends notice of the service and a copy of the process by certified mail, return receipt requested and delivery restricted to the addressee, to the defendant or respondent at the defendant's or respondent's last-known address or takes other steps that are reasonably calculated to give actual notice; and

2. The plaintiff's affidavit of compliance with this subsection is filed in the suit, action, or proceeding on or before the return day of the process, if any, or within such further time as the

court, or the Administrator in a proceeding before the Administrator, allows.

5. 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.

6. Section 823 of the Act provides in part:

A. Any person who willfully violates Section [806], subsection A of Section [808], subsection A of Section [809], Sections [811], [819], [821] or [822] of the Oklahoma Business Opportunity Sales Act or who willfully violates any rule under the act or who willfully violates any order of which the person has notice, or who violates Section [820] of the Oklahoma Business Opportunity Sales Act knowing that the statement made was false or misleading in any material respect, shall be guilty of a felony and may upon conviction be fined not more than Ten Thousand Dollars (\$10,000.00) or imprisoned not more than ten (10) years or both for each offense. Each of the acts specified shall constitute a separate offense and a prosecution or conviction for any one of such offenses shall not bar prosecution or conviction for any other offense.

Conclusions of Law

1. The EBC Agreement offered and sold by Respondents is 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 EBC Agreement by Respondents in and/or from this state without registration under the Act is a violation of Section 806 of the Act.

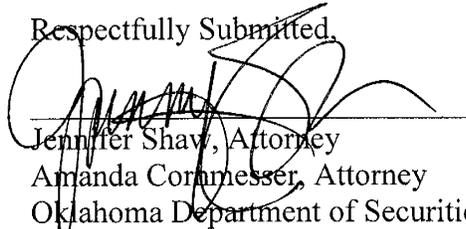
4. Respondents made untrue statements of material fact and omitted to state material facts in connection with the offer and sale of a business opportunity in this state in violation of Section 819 of the Act.

5. 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 this state in violation of Section 819 of the Act.

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 and 819 of the Act.

Dated this 25th day of February, 2011.

Respectfully Submitted,



Jennifer Shaw, Attorney
Amanda Comness, Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700