STATE OF NORTH CAROLINA

Department of The Secretary of State

THE NORTH CAROLINA SECURITIES DIVISION, Petitioner, vs. **JAMES MATTHEW BONDURANT,** **STEPHEN KEITH GILLEY,** **TIMOTHY LEE BRADSHAW,** Individually and in his capacity as President of Alternative Financial Concepts, LLC, and **ALTERNATIVE FINANCIAL CONCEPTS, LLC,** Respondents.	**FINAL ORDER** **TO** **CEASE AND DESIST** **FILE NO. 03-017-IG**

WHEREAS, Mobile Billboards of America, Inc. (herein, "MBA") is a Delaware corporation that maintained offices at 8535 Tanglewood Square, #105, Chagrin Falls, Ohio, 44023 and/or at 11520 St. Charles Rock Road, Suite 212, Bridgeton, MO, 63044; and

WHEREAS, Respondent James Matthew Bondurant (herein, "Bondurant") resides at 1742 South Scales Street, Reidsville, North Carolina, 27320; and

WHEREAS, Respondent Stephen Keith Gilley (herein, "Gilley") resides at 2089 Grooms Road, Reidsville, North Carolina, 27320 and maintains a mailing address of Rt. 5 Box 464A, Reidsville, North Carolina, 27320; and

WHEREAS, Respondent Timothy Lee Bradshaw (herein, "Bradshaw") resides at 2125 McKelvey Drive, Greensboro, North Carolina, 27406; and

WHEREAS, Respondent Alternative Financial Concepts, LLC (herein, "AFC") is a North Carolina limited liability company that maintains or maintained offices at 301 North Elm Street, Suite 308, Greensboro, NC 27401; and

WHEREAS, the Secretary of State of the State of North Carolina (the "Secretary of State"), as Administrator of the North Carolina Securities Act (North Carolina General Statutes, Chapter 78A), the Securities Division of the Department of the Secretary of State (the "Securities Division"), and counsel for the Respondents have negotiated this Final Order to Cease and Desist; and

WHEREAS, the Respondents elect to permanently waive any right to judicial review or a hearing and appeal under Chapter 78A (the North Carolina Securities Act) or Chapter 150B of the North Carolina General Statutes (the Administrative Procedure Act) with respect to this Final Order to Cease and Desist;

NOW, THEREFORE, the Securities Administrator, acting through her duly appointed Deputy Securities Administrator, pursuant to and under all authority granted by the North Carolina Securities Act, and with the consent of the Respondents, does hereby issue this Final Order to Cease and Desist in settlement of the above-captioned matter.

I. JURISDICTION AND CONSENT

Respondents admit the jurisdiction of the Securities Division, neither admit nor deny the Findings of Fact and Conclusions of Law contained in this Final Order to Cease and Desist, and agree to the issuance of this Final Order to Cease and Desist by the Deputy Securities Administrator.

II. FINDINGS OF FACT

1. Mobile Billboards of America, Inc. is a Delaware corporation that maintains offices at 8535 Tanglewood Square, #105, Chagrin Falls, Ohio, 44023 and/or at 11520 St. Charles Rock Road, Suite 212, Bridgeton, MO, 63044.

2. Respondent Bondurant resides at 1742 South Scales Street, Reidsville, North Carolina, 27320 and is an agent of MBA.

3. Respondent Gilley resides at 2089 Grooms Road, Reidsville, North Carolina, 27320. Respondent Gilley also maintains a mailing address of Rt. 5 Box 464A, Reidsville, North Carolina, 27320 and is an agent of MBA.

4. Respondent Bradshaw resides at 2125 McKelvey Drive, Greensboro, North Carolina, 27406. Respondent Bradshaw is President of Respondent AFC and maintains offices at 301 N. Elm Street, Ste. 308, Greensboro, North Carolina, 27401. Bradshaw is an agent of MBA.

5. Respondent AFC is a North Carolina limited liability company that maintains offices at 301 North Elm Street, Suite 308, Greensboro, NC 27401. AFC is an agent of MBA.

6. On June 5, 2003, at a seminar in Reidsville, North Carolina, Respondents Bondurant and Gilley offered an "investment opportunity" in the form of a sale-and-leaseback program to

members of the public of North Carolina whereby investors could allegedly earn a fixed 13.49% rate of return by purchasing equipment from MBA and simultaneously leasing the purchased equipment to management/lease companies related to MBA .

7. Commencing in 2002 and continuing into 2003, Respondents Bradshaw and AFC, through the use of the Internet (at www.mytom.tv and www.afcinvest.com) and acting on behalf of MBA, offered and sold to members of the public in North Carolina "Asset (Capital) Appreciation Programs offering a secure 13.49% return, backed by and *[sic]* Independent Trust."

8. The offer and sale of the sale-and-leaseback program to persons in North Carolina under the circumstances described in Paragraphs 6 & 7, above, constitutes the "offer" of and "sale" of a "security" as those terms are defined in N.C.G.S. §§78A-2(8) and 78A-2(11) respectively.

9. The securities offered and sold by the Respondents to persons in North Carolina were not registered with the Securities Division of the Department of the Secretary of State under the provisions of the Securities Act prior to or at the time of being offered or sold to persons in North Carolina and were not exempt from registration nor covered under federal law, in violation of N.C.G.S. §78A-24.

10. By offering and selling the securities described in Paragraphs 6 and 7 above to the public in North Carolina, each Respondent was transacting business and acting as a "dealer" or "salesman" within the meaning of N.C.G.S. §§78A-2(2) and 78A-2(9).

11. At all times complained of herein, the Respondents did not register as dealers or salesmen of securities with the Securities Division of the Department of the Secretary of State under the provisions of the North Carolina Securities Act, as required by N.C.G.S. §78A-36(a).

12. On April 20, 2001, MBA filed documents with the Department of the Secretary of State pursuant to N.C.G.S. §66, Article 19, the North Carolina Business Opportunity Sales Act. Thereafter, on June 25, 2001, November 19, 2001; January 2, 2002; July 2, 2002; July 22, 2002;

and July 16, 2003; MBA continued to file documents with the Department of the Secretary of State pursuant to N.C.G.S. §66, Article 19, the North Carolina Business Opportunity Act.

13. In connection with the offer and sale of the aforesaid security to persons in North Carolina, the Respondents omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading in that the Respondents omitted to state to offerees that:

a) the security being offered was not registered pursuant to the provisions of the North Carolina Securities Act; and

b) Respondents were not registered as dealers or salesmen of securities pursuant to the provisions of the North Carolina Securities Act.

14. On April 2, 2004, the Secretary of State issued a temporary order to cease and desist against the Respondents, ordering the Respondents to cease and desist from violating the provisions of the North Carolina Securities Act in connection with selling or making offers to sell securities, buying or soliciting offers to buy securities, and transacting business as a dealer or salesman.

15. It is in the public interest of the citizens of North Carolina that Respondents be permanently prohibited from violating the provisions of the North Carolina Securities Act in connection with selling or making offers to sell securities, buying or soliciting offers to buy securities, and transacting business as a dealer or salesman.

III. CONCLUSIONS OF LAW

1. The Secretary of State has statutory authority pursuant to N.C.G.S. §78A-47(b)(2) to enter and issue a permanent and Final Order to Cease and Desist against the Respondents.

2. There is reasonable cause to believe the Respondents have engaged in violations of the North Carolina Securities Act, specifically N.C.G.S. §§78A-8, 78A-24 and 78A-36.

3. There is reasonable cause to believe the Respondents will continue to commit acts and omissions in violation of the North Carolina Securities Act.

4. It is necessary and appropriate for the protection and preservation of the public interest or for the protection of investors that the Respondents be permanently ordered to cease and desist from making offers and sales of securities in violation of the North Carolina Securities Act and, in connection with such solicitations, omitting to state material facts necessary to make other statements made, in light of the circumstances under which they were made, not misleading.

NOW, THEREFORE, IT IS ORDERED, pursuant to the authority contained in N.C.G.S. §78A-47(b)(2), that Respondents, **JAMES MATTHEW BONDURANT, STEPHEN KEITH GILLEY, TIMOTHY LEE BRADSHAW**, Individually and in his capacity as President of Alternative Financial Concepts, LLC, and **ALTERNATIVE FINANCIAL CONCEPTS, LLC**, shall permanently cease and desist:

a. offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, the securities of Mobile Billboards of America, Inc. in the form of a "sale-and-leaseback program" and any security of any issuer, howsoever denominated, unless and until such securities have been registered pursuant to the provisions of the North Carolina Securities Act;

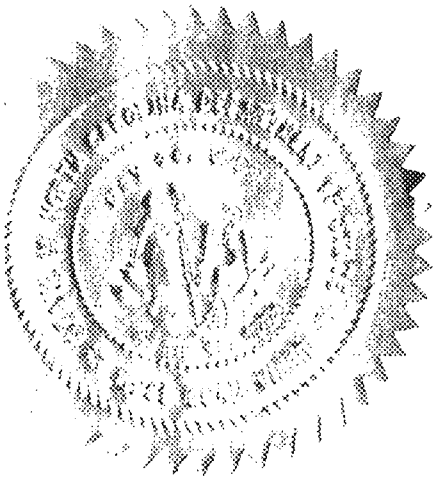
b. offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, the securities of Mobile Billboards of America, Inc. in the form of a "sale-and-leaseback program" and any security of any issuer, howsoever denominated, unless and

until said persons become registered as dealers or salesmen pursuant to the provisions of the North Carolina Securities Act;

c. in connection with the offer, sale or purchase of any security, omitting to state material facts necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina Department of the Secretary of State, this the 16th day of September 2005.

Time of entry: 2:21 P.M.



ELAINE F. MARSHALL
SECRETARY OF STATE OF NORTH CAROLINA and
SECURITIES ADMINISTRATOR, by

DAVID S. MASSEY
DEPUTY SECURITIES ADMINISTRATOR