STATE OF NORTH CAROLINA

Department of The Secretary of State

In The Matter of:	)	
THE NORTH CAROLINA SECURITIES DIVISION,	)	
Petitioner,	)	**FINAL ORDER TO**
vs.	)	**CEASE & DESIST**
GARY P. WALKER,	)	
	)	**FILE NO. 04-030-IG**
Respondent.	)	

THIS CAUSE coming on to be heard and being heard upon the Motion for Final Order to Cease and Desist filed herein by the Petitioner, the Securities Division of the Department of the Secretary of State of North Carolina; and

IT APPEARING to the undersigned that, upon the call of this matter for hearing, that the Petitioner was represented by Allan C. J. Russ, Enforcement Attorney for the Petitioner, and that the Respondent Gary P. Walker did not appear in person or through counsel; and

BASED UPON the record in this administrative proceeding and the representations of counsel, the undersigned makes the following:

FINDINGS OF FACT

1. On the 15th day of September, 2004, the Deputy Securities Administrator entered a Temporary Order to Cease and Desist against the Respondent.

2. On the 17th day of September, 2004, Respondent was served with copies of the aforesaid Administrative Petition and Temporary Order to Cease and Desist, and a Notice of Rights and Opportunity for a Hearing.

3. The Notice of Rights and Opportunity for a Hearing served upon Respondent informed him that, upon a failure to request a hearing in writing, file a responsive pleading, or make a submission within (30) business days following service, the Petitioner would apply for a permanent and Final Order to Cease and Desist against Respondent ordering him to cease all violations of the North Carolina Securities Act.

4. The Temporary Order to Cease and Desist gave notice to Respondent that, if no request for a hearing, responsive pleading, or other submission were received by the Deputy Securities Administrator within thirty (30) business days following service of said Order, the Temporary Order to Cease and Desist would become final and remain in effect unless it were modified or vacated by the Secretary of State in her capacity as Administrator of the North Carolina Securities Act.

5. A Motion for Entry of Default against Respondent was made by the Petitioner on August 3, 2005. The Deputy Securities Administrator entered default against Respondent Gary P. Walker on August 3, 2005.

6. On August 3, 2005, counsel for the Petitioner mailed to Respondent by certified mail, return receipt requested a Notice that that Petitioner`s Motion for Final Order to Cease and Desist would be brought before the undersigned on August 19, 2005 at 10:00 A.M.; said Respondent has not appeared to contest the entry of a permanent Final Order to Cease and Desist.

BASED ON THE FOREGOING Findings of Fact, the undersigned makes the following:

CONCLUSIONS OF LAW

1. The undersigned Deputy Securities Administrator has jurisdiction over the person of the Petitioner and Respondent Gary P. Walker and over the subject matter of this administrative proceeding against Respondent.

2. Respondent Gary P. Walker is now subject to the entry of a permanent and Final Order to Cease and Desist.

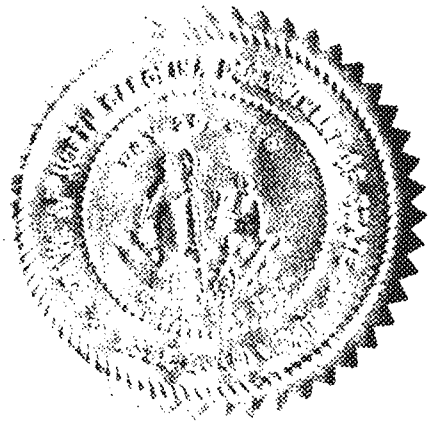
3. The entry of a permanent and Final Order to Cease and Desist against Respondent is in the public interest.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED, pursuant to the authority contained in N.C.G.S. §78A-47(b)(2) that Respondent **GARY P. WALKER** shall permanently cease and desist:

a. offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, securities in the form of contracts to purchase a sale-and-leaseback program offered by Mobile Billboards of America, Inc. 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; and

b. offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, securities, in the form of contracts to purchase Mobile Billboards of America, Inc. in the form of a sale-and-leaseback program, or any other security of any issuer, howsoever denominated, unless and until said person becomes registered as dealer or salesman of securities pursuant to the provisions of the North Carolina Securities Act.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina Department of the Secretary of State, this the 19th day of August, 2005.



ELAINE F. MARSHALL
SECRETARY OF STATE OF NORTH CAROLINA and
Securities Administrator

By:
David S. Massey
Deputy Securities Administrator