

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

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IN THE MATTER OF: MOBILE BILLBOARDS OF AMERICA )  
AND NATIONAL PAYPHONE )  
CORPORATION, THEIR OFFICERS, ) File No. 0400716  
DIRECTORS, EMPLOYEES, AGENTS, )  
AFFILIATES, SUCCESSORS )  
AND ASSIGNS )

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NOTICE OF HEARING

TO THE RESPONDENT: Mobile Billboards of America  
National Payphone Corporation  
C/O J. David Dantzler, Jr.  
Attorney for the Receiver of the Respondents  
Troutman Sanders LLP  
Bank of America Plaza  
Suite 5200  
600 Peachtree Street, NE  
Atlanta, GA 30308-2216

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953, [815 ILCS 5/1 et seq.] (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 300 W. Jefferson St., Suite 300A, Springfield, Illinois 62702, on the 21st day of December, 2005 at the hour of 10:00 a.m., or as soon thereafter as counsel may be heard, before Jon K. Ellis, or such other duly designated Hearing Officer of the Secretary of State. A copy of the Rules under the Act pertaining to contested cases is attached to this Notice.

Said hearing will be held to determine whether an Order of Prohibition should be entered against Mobile Billboards of America and National Payphone Corporation, their officers, directors, employees, agents, affiliates, successors and assigns (the "Respondent") in the State of Illinois and granting such other relief as may be authorized under the Act including but not limited to imposition of a monetary fine in the maximum amount pursuant to Section 11 of the Act, payable within ten (10) days of the entry of the Order.

Notice of Hearing

-2-

The grounds for such proposed action are as follows:

1. That the Respondent, National Payphone Corporation, is a purported corporation, which maintained a last known business address of 15 Hultenius Street, Plainville, CT 06062.
2. That Respondent, Mobile Billboards of America is the successor in interest of National Payphone Corporation and currently is in receivership.
3. That during the years 2001 through 2004, the Respondent, National Payphone Corporation, by and through its officers, directors, employees, agents, affiliates, successors and assigns, sold, to at least one Illinois resident, payphone equipment and leasing arrangements which promised payments of \$83.70 per month for each pay phone leasing arrangement.
4. That the above-referenced payphone leasing arrangements are securities as that term is defined pursuant to Section 2.1 of the Illinois Securities Law [815 ILCS 5/1 et seq.] (the "Act").
5. That Section 5 of the Act provides, inter alia, that all securities except those set forth under Section 2a, or those exempt under Section 3, or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois.
6. That at all times relevant hereto, the payphone leasing arrangements issued by National Payphone Corporation to Illinois residents were not registered with the Secretary of State pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
7. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to

Notice of Hearing

-3-

offer or sell any securities except in accordance with the provisions of the Act.

8. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document required to be filed under any provision of the Act.
9. That at all times relevant hereto, the Respondents, Mobile Billboards of America and National Payphone Corporation, by and through their officers, directors, employees, agents, affiliates, successors and assigns, failed to file an application for registration of the above referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois.
10. That by virtue of the foregoing, the Respondents, Mobile Billboards of America and National Payphone Corporation, by and through their officers, directors, employees, agents, affiliates, successors and assigns, have violated Sections 12.A and 12.D of the Act.
11. That Section 11.E(2) of the Act provides, inter alia, that if the Secretary of State shall find that any person has violated subsection D of Section 12 of the Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State.
12. That Section 11.E(4) of the Act provides, inter alia, that if the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation or order not to exceed \$10,000.00 for each violation of the Act.
13. That by virtue of the foregoing, the Respondents, Mobile Billboards of America and National Payphone Corporation, are subject to a fine of up to \$ 10,000.00 per violation and an order which permanently prohibits the Respondent from offering or selling securities in the State of Illinois.

Notice of Hearing

-4-

You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 Ill. Adm. Code 130) (the "Rules"), to file an answer to the allegations outlined above or a Special Appearance pursuant to Section 130.1107 of the Rules, or other responsive pleading within thirty days of the receipt of this notice. Your failure to do so within the prescribed time shall be deemed an admission of the allegations contained in the Notice of Hearing and waives your right to a hearing.

Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witnesses and otherwise participate. A failure to so appear shall constitute default.

A copy of the Rules, promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department, is included with this Notice.

Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondents.

Dated this 20<sup>th</sup> day of October, 2005.

Jesse White ~~JA~~

Jesse White  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:  
David Finnigan  
Illinois Securities Department  
300 W. Jefferson St. Suite 300a  
Springfield, Illinois 62702  
Telephone: (217) 785-4947

Hearing Officer:  
Jon K. Ellis  
1035 S. 2<sup>nd</sup> St.  
Springfield, Illinois 62704  
217-528-6835  
Fax 217-528-6837