

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

IN THE MATTER OF: BIKINI VENDING, INC., )  
A/K/A 360 WIRELESS, INC., )  
NETWORK SERVICES DEPOT, INC., )  
THEIR OFFICERS, DIRECTORS, )  
EMPLOYEES, AFFILIATES, SUCCESSORS, ) File No. 0400211  
AGENTS AND ASSIGNS, )  
CHARLES V. CASTRO, )  
EDWARD BEVILACQUA, )  
AND JAMES MURDOCK )

CONSENT ORDER

TO THE RESPONDENTS: Charles V. Castro  
Network Services Depot, Inc.  
C/O Jeffrey S. Benice  
Attorney at Law  
650 Town Center Drive  
Suite 1300  
Costa Mesa, California 92626

Network Services Depot, Inc.  
C/O Marc C. Forsythe  
Goe and Forsythe  
660 Newport Center Drive  
Suite 320  
Newport Beach, California 92660

WHEREAS, Respondents Network Services Depot, Inc., and Charles V. Castro (the "Respondents") on November 10, 2005, executed a certain Stipulation To Enter Consent Order (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, the Respondents have admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and the Respondents have consented to the entry of this Consent Order of Prohibition.

WHEREAS, the Secretary of State, by and through his designated representative, the Securities Director, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceeding.

Consent Order

-2-

WHEREAS, the Respondents have acknowledged, while neither admitting or denying the truth thereof, that the allegations contained in paragraph seven (7) of the Stipulation shall be adopted as the Secretary of State's Findings of Fact as follows:

1. That Respondent, Network Services Depot, Inc., (hereinafter "Network Services"), is a purported business entity, with a last known address of 3000 East Birch Street, Suite 105, Brea, California 92821;
2. That Respondent, Bikini Vending Inc., a/k/a 360 Wireless (hereinafter, "Bikini Vending"), is a purported business entity, with a last known address of 1370 West San Marcos Blvd., San Marcos, California 92069;
3. That at all times relevant, the Respondent, Charles V. Castro was the President of Network Services;
4. That on or about February 10, 2003, Respondents Network Services, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Charles V. Castro, offered and sold to HR, an Illinois Resident, 18 internet kiosks for an investment of \$99,000 at \$5,500 per kiosk; in return for said investment, Respondent Network Services transferred its rights, title and interests regarding said internet kiosks to HR as well as provided locations for said kiosks, Bikini Vending provided management and service of said kiosks, and HR would receive a monthly deposit in his bank account representing the income/commission derived from the aforesaid 18 kiosks he had purchased;
5. That at the time of the purchase, HR was 87 years old and had neither any prior experience managing internet kiosks nor knowledge of any possible locations for said kiosks;
6. That at the time of the purchase, HR held residence in Illinois;
7. That all of the aforesaid 18 locations provided by Network Services were located in California;
8. That Bikini Vending was the only choice provided to HR by Respondents Network Services, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns,

Consent Order

- 3 -

including Charles V. Castro, to manage and service said kiosks;

9. That each of the above referenced kiosk agreements is an investment contract and therefore a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
10. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act 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;
11. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;
12. 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 or application required to be filed under the provision of the Act;
13. That at all times relevant hereto, Respondents Network Services, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Charles V. Castro, 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;
14. 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;
15. That Section 11.E.(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is engaging or has engaged in the business of selling or offering for sale securities as a dealer or salesperson without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit the person from offering or selling any securities in this State;

Consent Order

-4-

16. 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, as well as the costs of investigation and reasonable expenses;
17. That by virtue of the foregoing, the Respondents Network Services, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Charles V. Castro, are subject to a fine of up to \$ 10,000.00 per violation, costs of investigation, reasonable expenses, an order of censure, and an order which permanently prohibits the Respondents from offering or selling securities in the State of Illinois.

WHEREAS, the Respondents Network Services Depot, Inc. and Charles V. Castro have acknowledged that the allegations contained in paragraph eight (8) of the Stipulation shall be adopted as the Secretary of State's Conclusions of Law as follows:

1. That by virtue of the foregoing, Respondents Network Services, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Charles V. Castro has violated Sections 12.A and Section 12.D of the Act;
2. That by virtue of the foregoing, Respondents Network Services, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Charles V. Castro, are subject to an order which permanently prohibits Respondents from offering or selling securities in the State of Illinois.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. The foresaid allegations contained in the Stipulation shall be and are hereby adopted as the Secretary of State's Findings of Fact and Conclusions of Law;
2. The Network Services, its Officers, Directors, Employees, Agents, Affiliates, Successors and Assigns, including Charles V. Castro, shall be permanently prohibited from offering and selling securities in the State of Illinois;

Consent Order

-5-

ENTERED: This 14<sup>th</sup> day of November, 2005.



JESSE WHITE  
Secretary of State  
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12(D) of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.

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