

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:)	
)	
OTR MEDIA, INC.)	ADMINISTRATIVE ORDER
RICHARD PAUL UNDERWOOD)	NO. CD- 2006-0035
)	
<u>RESPONDENTS</u>)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offer and/or sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. OTR MEDIA, INC, ("OTR") is represented to be a Kentucky corporation, with a business address of 2800 Griffin Drive, Columbia, KY 42101.
2. RICHARD PAUL UNDERWOOD, ("UNDERWOOD") CRD #2459270, aka "RIC" is identified by OTR's Reg D 506 filing with United States Securities and Exchange Commission ("SEC") as the Executive Officer and Director of OTR with a business address of 2800 Griffin Drive, Columbia, KY 42101. At all times relevant to the violations set forth herein, UNDERWOOD acted as an agent of OTR in the state of Alabama.

STATEMENT OF FACTS

3. The Commission received information from an Alabama resident in April of 2006 that indicates that in August of 2003, UNDERWOOD, an agent of OTR, made a general solicitation ("cold call") to an Alabama this resident, during which the agent offered an investment in a limited offering issued by OTR.

4. A review of the files of the Registration Division of the Commission shows that OTR MEDIA filed a Reg D 506 notice filing in June of 2003, with the Commission. However, UNDERWOOD's August 2003 cold call to a Alabama resident voided the Reg D 506 exemption. At all times relevant from the cold call forward to the violations set forth herein, OTR acted as an unregistered securities dealer in the state of Alabama.

5. A review of the files of the Registration Division of the Commission was conducted and disclosed no record of registration of the shares being offer and/or sold by OTR and UNDERWOOD.

6. A review of the files of the Registration Division of the Commission was conducted and disclosed no record of registration for UNDERWOOD, as a broker/dealer in Alabama.

7. Further investigation disclosed that in July of 1998, the Department of Financial Institutions Division of Securities State of Wisconsin filed a Cease and Desist Order against UNDERWOOD while he was the Executive Vice President of ROBO ENTERPRISES, Inc. ROBO had filed a Reg D 506 filing with the SEC. Wisconsin's order states that an unregistered representative of ROBO, sold/offered units of ownership in an LLP to at least one Wisconsin resident while under the supervision of UNDERWOOD. The representative also engaged in the unregistered offer and sale of common stock to public customers.

CONCLUSIONS OF LAW

8. OTR and UNDERWOOD are not registered as securities dealers/agents in the state of Alabama. Transacting business in the state of Alabama as securities dealers/agents while not registered is a violation of Section 8-6-3(a), Code of Alabama, 1975.

9. The exemption for registration concerning Reg. D 506 (Limited Offering) is conditional to the issuer abiding by the rules against general solicitation. The general solicitation made by UNDERWOOD, an agent of OTR, is a violation of the United States Securities and Exchange Commission Regulation 230.502(c), regarding Limitation on Manner of Offering. The violation committed by UNDERWOOD voids any exemption claimed by OTR concerning the limited offering issued by the company.

10. Due to the general solicitation, the registration exception for the offer of this particular security is void; therefore, the limited offering titled OTR Media, INC., is neither registered nor exempt from registration in the state of Alabama. Section 8-6-4, code of Alabama 1975 states: "it is unlawful for any person to offer or sell any security in this state unless it is registered under this article; the security is exempt from registration under section 8-6-10; or the transaction is exempt under section 8-6-11." The securities offered and sold by the respondents were neither registered nor exempt from registration in Alabama.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purpose of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that OTR and UNDERWOOD, CEASE AND DESIST from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 18th day of August, 2006

ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
Montgomery, Alabama 36130-4700
BY:


JOSEPH P. BORG
Director

