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Division of Securities

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BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

In the matter of: SCOTT LAMAR RHOADS; ZACHARIA LAMAR RHOADS; and AUTO RAMA, L.L.C., Respondents.	**RESPONSE TO ORDER TO SHOW CAUSE** Docket No. DS-05-0077 Docket No. DS-05-0078 Docket No. DS-05-0079

Respondents Scott Lamar Rhoads, Zacharia Lamar Rhoads, and Auto Rama, LLC hereby submit their written response to the Order to Show Cause dated December 30, 2005.

FIRST DEFENSE

On information and belief, Respondents and each of them deny the allegations in the Order to Show Cause.

SECOND DEFENSE

A criminal case is currently pending in the Second District Court for the State of Utah captioned *State of Utah v. Scott L. Rhoads and Zacharia L. Rhoads*, Case Nos. 061902825, 061902826. The cases are being prosecuted by Neal Gunnarson, Assistant

Attorney General for the State of Utah. This case, also prosecuted by an Assistant Attorney General for the State of Utah subjects Respondents to Double Jeopardy.

THIRD DEFENSE

By requiring Respondents to file an Answer to the Order to Show Cause, the State of Utah has violated Defendants' fifth amendment right against self-incrimination. Respondents cannot be compelled to give evidence against themselves and, given the parallel criminal prosecution, by their First Defense above, do not waive the privilege and affirmatively assert the same.

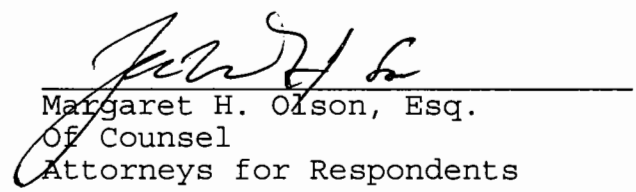
FOURTH DEFENSE

This matter should, at a minimum, be stayed pending the outcome in the criminal case in the interests of justice.

WHEREFORE, Respondents request that the Order to Show Cause be dismissed.

DATED this 13 day of November, 2006.

HOBBS & OLSON, L.C.



Margaret H. Olson, Esq.
Of Counsel
Attorneys for Respondents

CERTIFICATE OF SERVICE

I hereby certify that I caused the original of this Response to Order to Show Cause to be mailed, first class, postage prepaid, to the:

Attention: Pam Radzinski
Division of Securities
Utah State Department of Commerce
P.O. Box 146760
Salt Lake City, UT 84114-6760

and a true and correct copy of the same to be mailed to:

Jeff Buckner, Esq.
Assistant Attorney General
Utah Attorney General's Office
160 East 300 South
P.O. Box 140872
Salt Lake City, UT 84114-0872

and to:

Laurie L. Noda, Esq.
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DATED this 13 day of November, 2006.