



0000016948

BEFORE THE ARIZONA CORPORATION COMMISSION

21

Arizona Corporation Commission

DOCKETED

FEB 25 2005

COMMISSIONERS

JEFF HATCH-MILLER, Chairman  
WILLIAM A. MUNDELL  
MARC SPITZER  
MIKE GLEASON  
KRISTIN K. MAYES

DOCKETED BY [Signature]

In the matter of  
**TROY S. WARREN**  
951 East Desert Inn Drive  
Chandler, AZ 85249  
Respondent.

DOCKET NO. S-03568A-05-0000

DECISION NO. 67604

**ORDER TO CEASE AND DESIST, ORDER OF RESTITUTION, ORDER FOR ADMINISTRATIVE PENALTIES AND CONSENT TO SAME  
BY: RESPONDENT TROY S. WARREN**

RESPONDENT elects to permanently waive any right to a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act") with respect to this Order To Cease And Desist, Order of Restitution, Order for Administrative Penalties and Consent to same ("Order"). RESPONDENT admits the jurisdiction of the Arizona Corporation Commission ("Commission"); admits the Findings of Fact and Conclusions of Law contained in this Order; and consents to the entry of this Order by the Commission.

I.

FINDINGS OF FACT

1. RESPONDENT Troy Spencer Warren, a divorced person, resides at 951 East Desert Inn Drive, Chandler, Arizona 85249.
2. At all relevant times, RESPONDENT was an Arizona resident.

1           3. RESPONDENT was Secretary/Director and former wife, Patricia Warren, was  
2 President/Director of HotYellow98.com Inc., an Arizona company, incorporated April 20, 1998.

3           4. RESPONDENT was President and CEO of HotYellow98.com, Inc., a Nevada  
4 Corporation, incorporated June, 1999.

5           5. RESPONDENT signed a Consent Agreement with the State of Alaska Division of  
6 Banking, Securities, and Corporations on May 31, 2000, regarding the unregistered sale of  
7 securities to four Alaskan investors offered by HotYellow98.com, Inc., the Nevada Corporation  
8 and its predecessor the Arizona Corporation.

9           6. As part of the Consent Agreement with the State of Alaska Division of Banking,  
10 Securities, and Corporations, RESPONDENT paid restitution to four Alaskan investors in the  
11 amount of \$26,000.00 and reimbursed the State for costs in the amount of \$1500.00.

12           7. RESPONDENT and Louis R. Weiss ("Weiss"), CPA, are President and Secretary,  
13 respectively, of ListWorldUSA.com Inc., a Florida Corporation incorporated February 13, 2003.

14           8. ListWorldUSA.com Inc. is the parent company of FreeFundRaisingPrograms.com Inc.,  
15 a Florida Corporation, incorporated September 04, 2003.

16           9. FreeFundRaisingPrograms.com Inc. is the parent company of the Florida companies  
17 AmericanClubPromotions.Com Inc., AmericanSchoolPromotions.Com Inc. both incorporated  
18 September 4, 2003, and AmericanChurchPromotions.Com Inc. incorporated May 5, 2003.

19           10. At all relevant times, RESPONDENT was President and Weiss was Secretary of  
20 FreeFundRaisingPrograms.com Inc., AmericanClubPromotions.Com Inc.,  
21 AmericanSchoolPromotions.Com Inc, and AmericanChurchPromotions.Com Inc.

22           11. At all relevant times, RESPONDENT and Weiss jointly were the Board of Directors of  
23 ListWorldUSA.com Inc., FreeFundRaisingPrograms.com Inc., AmericanClubPromotions.Com  
24 Inc., AmericanSchoolPromotions.Com Inc, and AmericanChurchPromotions.Com Inc.

25           12. All of the above Florida companies were administratively dissolved October 1, 2004 by  
26 the state of Florida.

1 13. On or about September 9 through October 13, 2003, RESPONDENT offered and sold  
2 in Arizona securities in the form of shares in AmericanClubPromotions.Com Inc.,  
3 AmericanSchoolPromotions.Com Inc, and AmericanChurchPromotions.Com Inc. to two Arizona  
4 investors for a total of \$20,000.

5 14. The shares offered and sold by RESPONDENT in the above companies were neither  
6 registered in Arizona nor exempted from registration.

7 15. At all relevant times, RESPONDENT was neither registered as an Arizona securities  
8 salesman or dealer nor exempted from registration in Arizona.

9 16. RESPONDENT and Weiss are President and Secretary, respectively, of INFO  
10 SOURCE ONE, INC., a Nevada corporation, incorporated December 23, 2003.

11 17. RESPONDENT has a *Judgment of Non-dischargeability of Debt* (B-94-10704-PHX  
12 RTB) recorded in Maricopa County in the sum of \$526,000.00, together with \$54,238.00 through  
13 January 12, 1995, and with interest on the principal at the rate 24% per annum from January 13,  
14 1995 until paid. To date, none of the principal has been paid.

15 **II.**

16 **CONCLUSIONS OF LAW**

17 18. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona  
18 Constitution and the Securities Act.

19 19. RESPONDENT offered or sold securities within or from Arizona, within the meaning  
20 of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

21 20. RESPONDENT violated A.R.S. § 44-1841 by offering or selling securities that were  
22 neither registered nor exempt from registration.

23 21. RESPONDENT violated A.R.S. § 44-1842 by offering or selling securities while  
24 neither registered as a dealer or salesman nor exempt from registration.

25 22. RESPONDENT'S conduct is grounds for a cease and desist order pursuant to A.R.S. §  
26 44-2032.

1 23. RESPONDENT'S conduct is grounds for an order of restitution pursuant to A.R.S. §  
2 44-2032 . .

3 24. RESPONDENT'S conduct is grounds for administrative penalties under A.R.S.  
4 § 44-2036.

5 **III.**

6 **ORDER**

7 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and  
8 RESPONDENT'S consent to the entry of this Order, attached and incorporated by reference, the  
9 Commission finds that the following relief is appropriate, in the public interest, and necessary for  
10 the protection of investors:

11 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENT, and any of  
12 RESPONDENT'S agents, employees, successors and assigns, permanently cease and desist from  
13 violating the Securities Act.

14 IT IS FURTHER ORDERED that RESPONDENT comply with the attached Consent to  
15 Entry of Order.

16 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENT shall,  
17 pay restitution to investors shown on the records of the Commission in the amount of \$20,000.00.  
18 Payment shall be made in installments as follows: \$1,000.00 on the date of this Order; \$400.00  
19 per month on or before the 1st day of each month beginning on May 1, 2005. Payment shall be  
20 made by cashier's check or money order payable to the "State of Arizona" to be placed in an  
21 interest-bearing account maintained and controlled by the Arizona Attorney General. The Arizona  
22 Attorney General shall disburse the funds on a pro rata basis to investors. Any funds that the  
23 Attorney General is unable to disburse shall revert to the state of Arizona.

24 If RESPONDENT does not comply with this order of restitution, any outstanding balance  
25 shall be in default and shall be immediately due and payable. Restitution amounts deemed in  
26 default shall accrue interest at the rate of 10% per annum until paid in full.

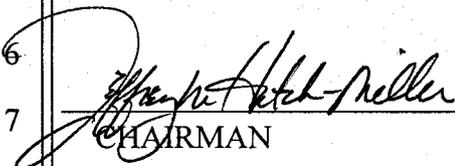
1 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that RESPONDENT shall pay  
2 an administrative penalty in the amount of \$5,000.00. Payment shall be made by cashier's checks  
3 or money orders payable to the "State of Arizona" in installments as follows: \$400.00 per month  
4 on or before the 1st day of each month beginning after restitution payments have been paid in full.  
5 The payment obligations for these administrative penalties shall be subordinate to any restitution  
6 obligations ordered herein and shall become immediately due and payable only after restitution  
7 payments have been paid in full, or if RESPONDENT has defaulted prior to fulfilling  
8 RESPONDENT'S restitution obligations. If RESPONDENT defaults prior to fulfilling  
9 RESPONDENT'S restitution obligation, any administrative penalty outstanding shall accrue  
10 interest at the rate of 10% per annum from the date of this order until paid in full. For the purposes  
11 of this Order, a bankruptcy filing by RESPONDENT shall be an act of default on  
12 RESPONDENT'S restitution obligations.

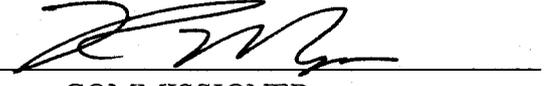
13 ...  
14 ...  
15 ...  
16 ...  
17 ...  
18 ...  
19 ...  
20 ...  
21 ...  
22 ...  
23 ...  
24 ...  
25 ...  
26 ...

1 If RESPONDENT does not comply with this order for administrative penalties, any  
2 outstanding balance may be deemed in default and shall be immediately due and payable.

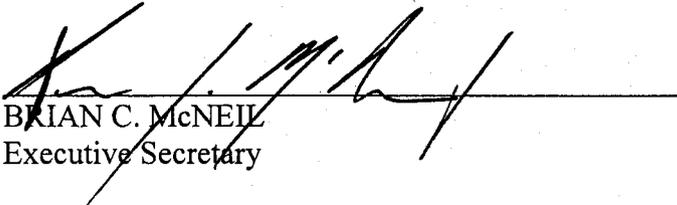
3 IT IS FURTHER ORDERED that this Order shall become effective immediately.

4 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

5  
6     
7 CHAIRMAN COMMISSIONER COMMISSIONER

8  
9  
10    
11 COMMISSIONER COMMISSIONER

12 IN WITNESS WHEREOF, I, BRIAN C. McNEIL,  
13 Executive Secretary of the Arizona Corporation  
14 Commission, have hereunto set my hand and caused the  
15 official seal of the Commission to be affixed at the  
16 Capitol, in the City of Phoenix, this 25<sup>th</sup> day of  
17 Feb., 2005.

18   
19 BRIAN C. McNEIL  
20 Executive Secretary

21 \_\_\_\_\_  
22 DISSENT

23 \_\_\_\_\_  
24 DISSENT

25 This document is available in alternative formats by contacting Linda Hogan, Executive Assistant  
26 to the Executive Secretary, voice phone number 602-542-3931, E-mail [lhogan@cc.state.az.us](mailto:lhogan@cc.state.az.us).

(egj)

**CONSENT TO ENTRY OF ORDER**

1  
2       1. RESPONDENT, an individual, admits the jurisdiction of the Commission over the  
3 subject matter of this proceeding. RESPONDENT acknowledges that he has been fully advised of  
4 his right to a hearing to present evidence and call witnesses and RESPONDENT knowingly and  
5 voluntarily waives any and all rights to a hearing before the Commission and all other rights  
6 otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona  
7 Administrative Code. RESPONDENT acknowledges that this Order to Cease and Desist, Order of  
8 Restitution, Order for Administrative Penalties and Consent to Same ("Order") constitutes a valid  
9 final order of the Commission.

10       2. RESPONDENT knowingly and voluntarily waives any right under Article 12 of the  
11 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief  
12 resulting from the entry of this Order.

13       3. RESPONDENT acknowledges and agrees that this Order is entered into freely and  
14 voluntarily and that no promise was made or coercion used to induce such entry.

15       4. RESPONDENT acknowledges that he has chosen not to be represented by counsel in  
16 this matter, he has reviewed this Order and understands all terms it contains.

17       5. RESPONDENT admits the Findings of Fact and Conclusions of Law contained in this  
18 Order.

19       6. By consenting to the entry of this Order, RESPONDENT agrees not to take any action  
20 or to make, or permit to be made, any public statement denying, directly or indirectly, any Finding  
21 of Fact or Conclusion of Law in this Order or creating the impression that this Order is without  
22 factual basis. RESPONDENT will undertake steps necessary to assure that all of his agents and  
23 employees understand and comply with this agreement.

24       7. While this Order settles this administrative matter between RESPONDENT and the  
25 Commission, RESPONDENT understands that this Order does not preclude the Commission from  
26

1 instituting other administrative proceedings based on violations that are not addressed by this  
2 Order.

3 8. RESPONDENT understands that this Order does not preclude the Commission from  
4 referring this matter to any governmental agency for administrative, civil, or criminal proceedings  
5 that may be related to the matters addressed by this Order.

6 9. RESPONDENT understands that this Order does not preclude any other agency or  
7 officer of the state of Arizona or its subdivisions from instituting administrative, civil or criminal  
8 proceedings that may be related to matters addressed by this Order.

9 10. RESPONDENT agrees that he will not apply to the state of Arizona for registration as a  
10 securities dealer or salesman or for licensure as an investment adviser or investment adviser  
11 representative at any time in the future.

12 11. RESPONDENT agrees that he will not exercise any control over any entity that offers  
13 or sells securities or provides investment advisory services, within or from Arizona.

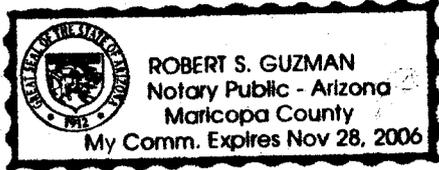
14 12. RESPONDENT agrees that until restitution and penalties are paid in full,  
15 RESPONDENT will notify the Director of the Securities Division within 30 days of any change in  
16 home address or any change in RESPONDENT'S ability to pay amounts due under this Order.

17 13. RESPONDENT understands that default shall render him liable to the Commission for  
18 its costs of collection and interest at the maximum legal rate.

19 14. RESPONDENT agrees and understands that if he fails to make any payment required in  
20 the Order, any outstanding balance shall be in default and shall be immediately due and payable  
21 without notice or demand. RESPONDENT agrees and understands that acceptance of any partial  
22 or late payment by the Commission shall not be deemed a waiver of default by the Commission.

23 15. RESPONDENT agrees that he will continue to co-operate with the Securities Division  
24 including, but not limited to, providing complete and accurate testimony at any hearing in this  
25 matter and co-operating with the state of Arizona in any related investigation or any other matters  
26 arising from the activities described in this Order.

1 16. RESPONDENT consents to the entry of this Order and agrees to be fully bound by its  
2 terms and conditions. If RESPONDENT breaches any provision of this Order, the Commission  
3 may vacate this Order and restore this case to its active docket.



*Troy Spencer Warren*  
\_\_\_\_\_  
RESPONDENT TROY SPENCER WARREN

8 SUBSCRIBED AND SWORN TO BEFORE me this 8<sup>th</sup> day of February, 2005.

*[Signature]*  
\_\_\_\_\_  
NOTARY PUBLIC

11 My Commission Expires:

11/28/06

4  
5  
6  
7  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26