

WILLIAM A. MUNDELL
CHAIRMAN

JIM IRVIN
COMMISSIONER

MARC SPITZER
COMMISSIONER



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DIRECTOR

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SECURITIES DIVISION
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ARIZONA CORPORATION COMMISSION

AZ CORP COMMISSION
DOCUMENT CONTROL

OPEN MEETING ITEM
MEMORANDUM

9/26/02

Arizona Corporation Commission

DOCKETED

SEP 12 2002

TO: Chairman William A. Mundell
Commissioner Jim Irvin
Commissioner Marc Spitzer

FROM: Mark Sendrow *MS*
Director of Securities

DOCKETED BY *CAK*

DATE: September 11, 2002

RE: Matter of David Carroll Loach, *et al.*, S-03476A-02-0000
Proposed Consent Order re David Carroll Loach

CC: Brian C. McNeil, Executive Secretary

Accompanying this memorandum is a proposed Order to Cease and Desist, Order of Revocation, Order for Administrative Penalty, and Consent to Same by: David Carroll Loach ("Consent Order").

Mr. Loach was an Arizona-registered securities salesman, associated with American Express Financial Advisors, Inc. ("Amex"), from May, 1986, until August 21, 2001. Amex and Mr. Loach terminated their association after he telephoned an Amex executive and disclosed that he had been selling away from the dealer.

The securities in question were common shares of Ecodom Corporation ("Ecodom"), an Arizona corporation located in northeast Phoenix. Between August 2, 1999, and July 17, 2001, Mr. Loach sold the stock to approximately 15 Arizona investors, who invested a total of approximately \$850,000. Ecodom paid Mr. Loach commissions in the total amount of \$6,000 for the sales.

The Securities Division found no evidence suggesting that Mr. Loach made misleading statements to the investors, or that Mr. Loach sold the stock to investors for whom the investment was not suitable. The investors have not made any complaints concerning Mr. Loach or the issuer.

The proposed Consent Order directs Mr. Loach to cease and desist permanently from violating the Arizona Securities Act. In addition, the proposed Consent Order imposes an administrative penalty of \$7,500, and revokes Mr. Loach's securities salesman registration in

1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007 / 400 WEST CONGRESS STREET, TUCSON, ARIZONA 85701

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Arizona. Mr. Loach agrees not to apply for a new registration, or for licensure as an investment adviser or investment adviser representative, until at least five years after the effective date of the Consent Order.

The Securities Division believes that the proposed Consent Order would protect the interests of investors and serve the best interests of the people of Arizona. The Division requests that the Commission approve the proposed Consent Order.

Originator: Amy Leeson

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1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

2
3 WILLIAM A. MUNDELL
Chairman
4 JIM IRVIN
Commissioner
5 MARC SPITZER
Commissioner

6 In the matter of :

7 **DAVID CARROLL LOACH**
2237 E. Virginia Avenue
8 Phoenix, Arizona 85006
(CRD #1251138)

9 **GARY MILBURN LAHA**
4311 W. Sweetwater Road
10 Glendale, Arizona 85304
11 (CRD #2210875)

12 Respondents.

)
) DOCKET NO. S-03476A-02-0000

)
) DECISION NO. _____

)
) **ORDER TO CEASE AND DESIST,**
) **ORDER OF REVOCATION,**
) **ORDER FOR ADMINISTRATIVE**
) **PENALTY, AND CONSENT TO SAME**
) **BY: DAVID CARROLL LOACH**

13
14 Respondent David Carroll Loach ("LOACH") elects to waive permanently any right to a
15 hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et*
16 *seq.* ("Securities Act"), with respect to this Order To Cease And Desist, Order of Revocation,
17 Order for Administrative Penalty, and Consent to Same ("Order"). LOACH admits the jurisdiction
18 of the Arizona Corporation Commission ("Commission"); admits, only for purposes of this
19 proceeding and any other administrative proceeding before the Commission or any other agency of
20 the state of Arizona, the Findings of Fact and Conclusions of Law contained in this Order; and
21 consents to the entry of this Order by the Commission.

22 **I.**

23 **FINDINGS OF FACT**

24 1. LOACH became a registered securities salesman in Arizona in May 1986. He was
25 associated with American Express Financial Advisors, Inc. ("Amex") for about 15 years, until
26

1 August 21, 2001. Since that date, LOACH has not been registered in association with a dealer. His
2 last known address is 2237 E. Virginia Avenue, Phoenix, Arizona 85006.

3 2. Ecodom Corporation ("Ecodom") is an Arizona corporation, formed on October 17,
4 1996. At that time, the corporation's name was Airzone International Corporation. It changed its
5 name to Ecodom Corporation on April 1, 1999. Ecodom was then a promotional stage corporation,
6 engaged in the business of marketing patented vehicle emission suppression devices. Ecodom's
7 filings with the Corporations Division of the Commission are current. Ecodom now maintains its
8 offices at 5151 North 16th Street, Phoenix, Arizona 85016.

9 3. In or about late 1998 or early 1999, respondent LOACH agreed to assist Ecodom in
10 raising capital, to be used by Ecodom to expand its marketing efforts, and otherwise to finance the
11 company's operations.

12 4. Between August 2, 1999, and July 17, 2001, LOACH offered for sale and sold to
13 approximately 15 Arizona residents, shares of common stock issued by Ecodom, raising
14 approximately \$850,000.

15 5. The Ecodom shares constitute securities. Further, such securities were offered for
16 sale and sold by LOACH within or from Arizona.

17 6. In connection with the sales described above, Ecodom had agreed to pay LOACH
18 cash commissions in the amount of ten percent (10%) of the dollar amount of securities sold by him.
19 Ecodom had further agreed to issue shares of common stock to LOACH as additional compensation
20 for his sales, the number of shares to be based upon a formula applied to the number of shares that
21 LOACH sold to investors. However, LOACH did not receive compensation in the expected
22 amounts.

23 7. In total, Ecodom paid LOACH \$6,000.00 as commissions. LOACH immediately
24 loaned \$6,000.00 to the company. No other cash commissions were paid to LOACH, and no
25 common stock was issued to LOACH, on account of his selling activity for Ecodom. The \$6,000.00
26 loan has not been repaid by Ecodom.

1 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that LOACH shall pay an
2 administrative penalty in the amount of \$7,500.00. Payment shall be made in full on the date of
3 this Order, in the form of a certified check payable to the "State of Arizona."

4 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-1962, that LOACH's securities
5 salesman registration is revoked.

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

7 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

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10 CHAIRMAN

COMMISSIONER

COMMISSIONER

11 IN WITNESS WHEREOF, I, BRIAN C. McNEIL,
12 Executive Secretary of the Arizona Corporation
13 Commission, have hereunto set my hand and caused the
14 official seal of the Commission to be affixed at the
15 Capitol, in the City of Phoenix, this _____ day of
16 _____, 2002.

17 _____
18 BRIAN C. McNEIL
19 Executive Secretary

20 _____
21 DISSENT

22 This document is available in alternative formats by contacting Shelly M. Hood, Executive
23 Assistant to the Executive Secretary, voice phone number 602-542-3931, E-mail
24 shood@cc.state.az.us.

25
26 AJL

CONSENT TO ENTRY OF ORDER

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

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

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

15 4. LOACH acknowledges that he has been represented by counsel in this matter, he has
16 reviewed this Order with his attorney, and LOACH understands all terms the Order contains.

17 5. LOACH admits, only for purposes of this proceeding and any other administrative
18 proceeding before the Commission or any other agency of the state of Arizona, the Findings of
19 Fact and Conclusions of Law contained in this Order.

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

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

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

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

6 9. LOACH understands that this Order does not preclude any other agency or officer of
7 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. LOACH 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, for a period of not less than five years from the effective date of this Order.

12 11. LOACH agrees that he will not exercise any control over any entity that offers or sells
13 securities or provides investment advisory services, within or from Arizona, unless and until he
14 becomes registered as a securities salesman or dealer, or licensed as an investment adviser or
15 investment adviser representative.

16 12. LOACH preserves his right to invoke the privilege against self-incrimination, and
17 otherwise preserves his rights under the Fifth Amendment to the United States Constitution. Apart
18 from the reservation just specified, LOACH agrees that he will cooperate with the Securities
19 Division including, but not limited to, providing complete and accurate testimony at any hearing in
20 this matter and cooperating with the state of Arizona in any related investigation or any other
21 matters arising from the activities described in this Order.

22 13. LOACH agrees that he will not make demand upon Ecodom, or any successor entity,
23 or upon Zeev Tchetchik, for issuance of any securities to LOACH as compensation for his selling
24 activity described above in this Order, and LOACH agrees that he will not accept or receive title to
25 any securities that may be tendered to him as compensation for such selling activity. However,
26 nothing in this Order is intended to abrogate or impair in any manner, LOACH's claim that he

1 owns, and has the right to receive a certificate evidencing ownership of, 8,333 common shares of
2 Ecodom, which he purchased by delivering funds to Ecodom in the amount of \$25,000 cash, prior
3 to August, 2001.

4 14. LOACH agrees that he will not make demand upon Ecodom, or any successor entity,
5 or upon Zeev Tchetchik, for payment of any money to LOACH as compensation for his selling
6 activity described above in this Order, or as repayment of any "loan" which LOACH made to
7 Ecodom in the form of refraining from demanding payment of commissions, and LOACH agrees
8 that he will not accept or receive money that may be tendered to him as compensation for such
9 selling activity. However, nothing in this Order is intended to abrogate or inpair in any manner,
10 LOACH's claim that he is entitled to be repaid monies that he loaned to Ecodom or to Zeev
11 Tchetchik in the form of cash.

12 15. LOACH consents to the entry of this Order and agrees to be bound fully by its terms
13 and conditions. If LOACH breaches any provision of this Order, the Commission may vacate this
14 Order and restore this case to its active docket.

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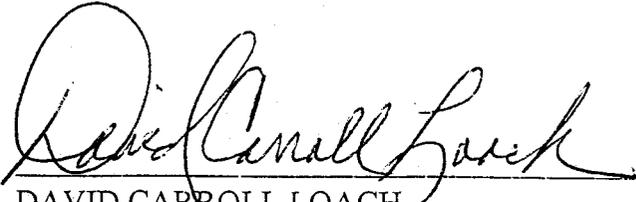
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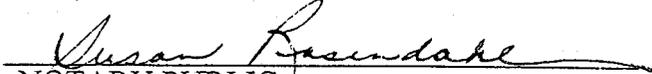
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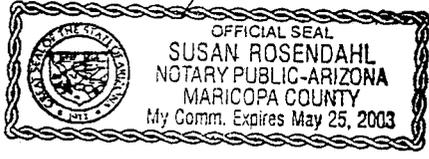
1 16. No admission in this Order, including the Consent, shall be deemed an admission
2 unless the Commission accepts and enters this Order, because said admissions are negotiated items
3 which LOACH shall accept as findings of fact only in the event the Commission accepts the Order
4 in full.

5 
6 DAVID CARROLL LOACH
7

8 SUBSCRIBED AND SWORN TO BEFORE me this 10th day of September, 2002.

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10 
11 NOTARY PUBLIC

11 My Commission Expires:



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