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BEFORE THE ARIZONA CORPORATION COMMISSION

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JEFF HATCH-MILLER, Chairman  
WILLIAM A. MUNDELL  
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KRISTIN K. MAYES  
BARRY WONG

In the matter of:

EDWARD A. PURVIS and MAUREEN H. PURVIS, husband and wife  
1231 W. Shannon  
Chandler, Arizona 85224

GREGG L. WOLFE and ALLISON A. WOLFE, husband and wife  
2092 W. Dublin Lane  
Chandler, Arizona 85224

JAMES W. KEATON, Jr. and JENNIFER KEATON, husband and wife  
11398 E. Whitehorn Drive, Apt. D  
Scottsdale, Arizona 85255

ACI HOLDINGS, INC., a Nevada corporation  
17650 N. 25th Avenue  
Phoenix, Arizona 85023

Respondents.

Docket No. S-20482A-06-0631

**RESPONDENTS EDWARD A. AND MAUREEN H. PURVIS' ANSWER RE: PROPOSED ORDER TO CEASE AND DESIST, ORDER FOR RESTITUTION, FOR ADMINISTRATIVE PENALTIES AND FOR OTHER AFFIRMATIVE ACTION**

Arizona Corporation Commission  
**DOCKETED**

NOV -3 2006

DOCKETED BY NR

Respondents Edward A. Purvis and Maureen Purvis ("Respondents"), through their undersigned counsel, respond as follows to the Proposed Order to Cease and Desist, Order for Restitution, For Administrative Penalties, and For Other Affirmative Action (the "Complaint"):

1. Respondents are without sufficient knowledge or information to admit or deny the allegations in Paragraph 1 of the Complaint, and therefore deny the same.
2. Respondents admit the allegations in Paragraph 2 of the Complaint.

1           3.     Responding to Paragraph 3 of the Complaint, Respondents admit only that  
2     Maureen H. Purvis is the spouse of Edward A. Purvis. Respondents are without sufficient  
3     knowledge or information to respond to remainder of the allegations in Paragraph 3, and  
4     therefore deny the same.

5           4.     Respondents deny the allegations in Paragraph 4 of the Complaint.

6           5.     Respondents admit the allegations in Paragraph 5 of the Complaint.

7           6.     Responding to Paragraph 6 of the Complaint, Respondents admit only that  
8     Allison A. Wolfe is the spouse of Gregg L. Wolfe. Respondents are without sufficient  
9     knowledge or information to respond to remainder of the allegations in Paragraph 6, and  
10    therefore deny the same.

11          7.     Respondents are without sufficient knowledge or information to respond to  
12    the allegations in Paragraphs 7 through 10 of the Complaint, and therefore deny the same.

13          8.     Respondents deny the allegations in the first sentence of Paragraph 11 of the  
14    Complaint. Respondents are without sufficient knowledge or information to respond to  
15    remainder of the allegations in Paragraph 11, and therefore deny the same.

16          9.     Respondents are without sufficient knowledge or information to respond to  
17    the allegations in Paragraph 12 of the Complaint, and therefore deny the same.

18          10.    Respondents are without sufficient knowledge or information to respond to  
19    the allegations in Paragraph 13 of the Complaint, and therefore deny the same.

20          11.    Responding to the allegations in Paragraph 14 of the Complaint,  
21    Respondents admit only that Mr. Purvis was called a director of ACI Holdings at certain  
22    times. Respondents are without sufficient knowledge or information to respond to the  
23    remaining allegations in Paragraph 14, and therefore deny the same.

24          12.    Respondents are without sufficient knowledge or information to respond to  
25    the allegations in Paragraph 15 of the Complaint, and therefore deny the same.

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1           3.     Respondents did not sell or transfer securities.

2           4.     The alleged securities at issue in the Complaint are exempt from registration  
3 requirements.

4           5.     Respondents did not act with the requisite scienter required under the  
5 alleged statutes.

6           6.     The alleged investors and the ACC have waived and are estopped from  
7 asserting claims.

8           7.     Respondents assert the defenses of accord and satisfaction, lack of subject  
9 matter jurisdiction, payment, release, statute of frauds and limitations, and all other  
10 affirmative defenses set forth in Ariz. R. Civ. P. 8.

11          8.     The Complaint is both vague and non-specific. Further, no discovery has  
12 been taken in this matter. For that reason, Respondents expressly reserve the right to  
13 amend this Answer and assert additional and further affirmative defenses as they become  
14 known.

15               RESPECTFULLY SUBMITTED this 3rd day of November, 2006.

16                               QUARLES & BRADY STREICH LANG LLP  
17                               Renaissance One, Two North Central Avenue  
18                               Phoenix, AZ 85004-2391

19                               By           A. Maston O'Neal            
20                               John Maston O'Neal  
21                               Zachary Cain

21                               Attorneys for Respondents  
22                               Edward A. Purvis and Maureen H. Purvis

22     **ORIGINAL and 13 COPIES** filed by  
23     hand-delivery this 3rd day of November, 2006  
24     with:

24     Docket Control  
25     Arizona Corporation Commission  
26     1200 West Washington  
      Phoenix, AZ 85007

1 **COPY** of the foregoing mailed  
2 this 3rd day of November, 2006 to:

3 Rachel M. Strachan  
4 Securities Division  
5 1300 West Washington St., 3rd Floor  
6 Phoenix, Arizona 85007

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16   
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