

WILLIAM A. MUNDELL
CHAIRMAN

JIM IRVIN
COMMISSIONER

MARC SPITZER
COMMISSIONER

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MARK SENDROW
DIRECTOR

2001 OCT 24

ARIZONA CORPORATION COMMISSION

SECURITIES DIVISION
1300 West Washington, Third Floor
Phoenix, AZ 85007-2996
TELEPHONE: (602) 542-4242
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OPEN MEETING ITEM
MEMORANDUM

AZ CORP COMMISSION
DOCUMENT CONTROL

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

Arizona Corporation Commission
DOCKETED

FROM: Mark Sendrow *MS*
Director of Securities

OCT 24 2001

DATE: October 23, 2001

DOCKETED BY *mac*

RE: Hyland A. Stokes and Estate Planning Protection, Inc., Docket No. S-03444A-01-0000 (Hotel Connect LLC's #100-1100, et al.)

CC: Brian C. McNeil, Executive Secretary

Attached is a proposed Order to Cease and Desist, Order of Restitution, Order for Administrative Penalties and Consent to Same (Order), fully executed by Hyland A. Stokes individually and as President of Estate Planning Protection, Inc. (Respondents), finding violations of the Securities Act of Arizona, including the sale of unregistered securities, sale of securities by unregistered dealers or salesmen, and misrepresentations and omissions in the sale of securities.

On July 18, 2001, the Division filed a Notice against Respondents and others, alleging that Respondents were involved from around October 1998 through June 2000, in the offer and sale of investment contracts, i.e., securities, within and from Arizona. The investment contracts were membership interests in limited liability companies and "business opportunities" involving the sale of equipment together with services agreements.

In the proposed Order, Respondents have consented to restitution totaling \$1,584,500, plus interest from the date of the investments, and administrative penalties in the amount of \$25,000. Respondents have agreed that they will not offer or sell, directly or indirectly, securities or provide investment advisory services, within or from Arizona, and that they will not apply for registration as a securities salesman or dealer, or licensure as an investment adviser or investment adviser representative in Arizona until restitution is paid in full.

MS: ptj
W/ attachments
Originator: Pamela T. Johnson

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

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1 **BEFORE THE ARIZONA CORPORATION COMMISSION**

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

5 In the matter of:

6 HOTEL CONNECT LLC's #100-1100
7 3649 West Beechwood Suite 103
8 Fresno, CA 93711

9 MARK ALAN MELKOWSKI, SR.
2173 East La Vieve Lane
10 Tempe, AZ 85254

11 EAGLE COMMUNICATIONS, INC.
4430 N. Civic Center Plaza #204
12 Scottsdale, AZ 85251

13 RONALD LEE GOBLE, individually and dba
SOUTHWEST TRUST & FINANCIAL
14 6243 East Gelding Drive
Scottsdale, AZ 85254

15 GARY LYLE CHRISTIAN, individually and dba
CORNERSTONE SENIOR PLANNING
16 7015 West Firebird Drive
17 Glendale, AZ 85308

18 HYLAND A. STOKES, individually and dba
ESTATE PLANNING PROTECTION
19 5570 East Via Montoya Drive
Phoenix, AZ 85054

20 ROGER LANCETTE, individually and dba
NATIONAL ESTATE SERVICE AND
21 PLANNING and SENIOR ADVISORY
SERVICES
22 6857 East Montreal Place
23 Scottsdale, Arizona 85254

24 WALLACE BUTTERWORTH, individually and
dba SENIOR ADVISORY SERVICES
25 1411 East Orangewood Avenue #239
Phoenix, AZ 85020
26 CRD #728693

Respondents.

) Docket No. S-03444A-01-0000

) **ORDER TO CEASE AND DESIST,
ORDER OF RESTITUTION, ORDER
FOR ADMINISTRATIVE PENALTIES
AND CONSENT TO SAME**

) **RE: HYLAND A. STOKES and ESTATE
PLANNING PROTECTION, INC.**

) **DECISION NO. _____**

1 Respondents Hyland A. Stokes (“Stokes”) and Estate Planning Protection, Inc.
2 (“RESPONDENTS”) elect to permanently waive any right to a hearing and appeal under Articles
3 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* (“Securities Act”) with respect
4 to this Order To Cease And Desist, Order of Restitution, and Order for Administrative Penalties
5 (“Order”). The aforesaid RESPONDENTS admit the jurisdiction of the Arizona Corporation
6 Commission (“Commission”); admit only for purposes of this proceeding and any other
7 administrative proceedings before the Commission or any other agency of the state of Arizona, the
8 Findings of Fact and Conclusions of Law contained in this Order; and consent to the entry of this
9 Order by the Commission.

10 I.

11 FINDINGS OF FACT

12 1. Stokes, whose last known address is 5570 East Via Montoya Drive, Phoenix, Arizona
13 85054, and Estate Planning Protection, Inc., whose last known address is 11811 N. Tatum Blvd., Ste
14 3031, Phoenix, Arizona 85028, were never registered with the Commission as securities salesmen or
15 dealers. Stokes is, and was at all times pertinent hereto, licensed by the Arizona Department of
16 Insurance as an insurance salesman.

17 A. Sales and Marketing Network for “Alternative” Investments.

18 2. In or around October 1998, Respondent Mark Alan Melkowski (“Melkowski”)
19 recruited several licensed insurance salesmen including the RESPONDENTS to contract as sales
20 agents for Hotel Connect #100-2000 LLC (“Hotel Connect”) and World Cash Providers, LLC
21 (“World Cash”) to sell “alternative” investments to their clients. Melkowski acted as a managing
22 sales agent for Hotel Connect and World Cash, assisting these companies by providing the sales
23 agents with necessary investor paperwork, training the salesmen, processing investor documents, and
24 paying commissions based upon the amount of money invested through their sales and marketing
25 efforts. RESPONDENTS received commissions up to 20% of the funds they raised from investors
26 from the sale of these “alternative” investments.

1 3. Hotel Connect and World Cash provided joint sales conferences and training sessions
2 for agents on how to sell the LLC membership interests and the World Cash business opportunities
3 programs.

4 4. In late 1998 or early 1999, top sales producers, including RESPONDENTS, were
5 rewarded for high volume sales with a “getaway” trip and seminar held in New Orleans. Several
6 training sessions and seminars were held in Fresno, California through late 1999.

7 5. On February 8, 2000, the California Department of Corporations (“DOC”) found
8 that the CTM business opportunities were securities sold in violation of California law, and
9 ordered World Cash and some of its principals, managers and marketers to stop selling these
10 business opportunities in California.

11 6. In or around February 2000, after the California DOC ordered World Cash to desist
12 and refrain from further sales of business opportunities in California, RESPONDENTS stopped
13 selling Hotel Connect and World Cash products.

14 7. In or around March 2000, RESPONDENTS attended a sales seminar held in Las
15 Vegas, Nevada, to promote the sale of Mobile Cash Systems, LLC (“Mobile Cash”) business
16 opportunities, a new program marketed by the same principals who offered the Hotel Connect and
17 the World Cash products.

18 8. RESPONDENTS solicited some of their investors through cold-calls and at
19 seminars advertised to the general public, followed by visits to the investors’ homes.

20 **B. Description of the Hotel Connect Offerings.**

21 9. From in or around October 1998 until February 2000, RESPONDENTS offered and
22 sold within and from Arizona membership interests in Hotel Connect #100-1100 LLCs to
23 approximately 24 investors, who invested approximately \$1,120,000. Investors were told that their
24 funds would be used to operate a hotel long distance and operator service for the purpose of
25 generating a profit for investors.

26

1 10. The minimum investment for one membership interest in Hotel Connect was \$10,000,
2 for a projected annualized average 17.6% return for the first five years. Investors were told by
3 salesmen and in sales brochures that the investment provided the investor "high returns with minimal
4 risk, good collateralization, and liquidity in case of emergency throughout his or her ownership," and
5 that they could expect annual yields on their investments of 14% during year one, and up to 20%
6 annual yields during year five.

7 11. While Hotel Connect's subscription documents provide specifically that the
8 investments "will be sold only to accredited investors," in fact the investments were in many cases
9 sold to investors who did not meet the definition of an accredited investor as that term is defined
10 under federal law and adopted under the Securities Act.

11 12. RESPONDENTS did not fully disclose the risks of the investments in Hotel
12 Connect.

13 13. Investors in Hotel Connect interests have not received their first annual return, as
14 promised.

15 **C. Description of the "Business Opportunities" Offerings.**

16 14. RESPONDENTS also offered and sold investments called "business opportunities,"
17 consisting of the sale of equipment together with service agreements. Investors were to receive
18 monthly payments resulting from a share of the profits generated from the operation of their
19 equipment. Investors exercised no managerial or entrepreneurial duties in connection with this
20 investment, and never even saw the equipment. The profits of the investors were dependent upon the
21 services provided by the service companies.

22 15. From around January 1999 through January 2000, RESPONDENTS sold World Cash
23 Providers, LLC cash ticket machines ("CTMs"), with services provided by World Cash Providers,
24 Inc., based in Fresno, California, to 6 investors, who invested approximately \$164,500. Some of the
25 principals of these issuers, collectively referred to hereafter as "World Cash," were also involved in
26 the management and marketing of the Hotel Connect membership interests.

1 16. From around January 2000 through June 2000, RESPONDENTS offered and sold
2 Mobile Cash business opportunities investments--substantially similar to the CTM business
3 opportunities, to 5 investors, who invested approximately \$300,000. These sales involved wireless
4 terminal machines ("WTMs") together with service agreements. The WTMs were handheld wireless
5 cash ticket machines. Mobile Cash was based in Las Vegas, Nevada. The services were to be
6 provided by two companies based in Mesa, Arizona, World Wireless Systems, Inc. ("Wireless") and
7 World Electronic Payment Solutions ("WEPS"). Principals of Mobile Cash, Wireless and/or WEPS
8 also managed or marketed World Cash business opportunities and Hotel Connect membership
9 interests.

10 17. Investors in the World Cash CTM business opportunities stopped getting their
11 monthly "revenue" payments in or before June 2000.

12 18. Investors in the Mobile Cash WTM business opportunities received monthly
13 "revenue" payments, as promised, approximately 90 days after their investments, beginning in
14 April 2000, even though not a single WTM machine was placed in operation. Around March
15 2001, the "revenue" payments to investors stopped.

16 19. In connection with the offer or sale of securities within or from Arizona,
17 RESPONDENTS directly or indirectly made untrue statements of material fact or omitted to state
18 material facts which were necessary in order to make the statements made not misleading in light of
19 the circumstances under which they were made. RESPONDENTS' conduct relating to the offer and
20 sale of these securities includes, but is not limited to, the following:

21 a) Misrepresenting the safety of these investments and failing to disclose specific
22 risks.

23 b) Failing to disclose material financial or background information about the
24 issuers or their principals.

25 c) Failing to disclose to Hotel Connect investors that there would be inter-
26 company transfers of funds between Hotel Connect and World Cash or other companies.

1 d) Misrepresenting to CTM investors that their equipment would be delivered
2 within 30 or 60 days of their completed contract. In fact, some investors never had
3 equipment placed in service for them.

4 e) Failing to disclose that many of the CTMs that were purchased were never
5 delivered or placed in service.

6 f) Misrepresenting that CTM investors were to receive monthly distributions from the
7 revenue generated from the operation of their CTMs. In fact, monthly distributions were paid
8 to many investors for CTMs that were never placed in service for them.

9 g) Misrepresenting that WTM investors were to receive monthly distributions from
10 the revenue generated from the operation of their WTMs. In fact, from April through January
11 2000, Wireless distributed monthly payments to investors although no equipment was placed
12 in service for any investors.

13 h) Failing to disclose to WTM investors that no WTMs had been placed in service.

14 i) Failing to disclose that Wireless and WEPS, the service and processing companies
15 that were supposed to manage the WTMs to generate revenue for the distributions to
16 investors, had not even begun service operations.

17 j) Failing to disclose background information regarding the principals of the limited
18 liability interests and the business opportunities, including but not limited to the following:

19 (1) That on February 8, 2000, the California DOC issued orders finding that the
20 business opportunities or investment contracts involving CTMs were
21 securities and ordering World Cash, its presidents, and two Directors of
22 WEPS, Paul Michael ("Mike") Goodman and John P. Steele, to desist and
23 refrain from the unlawful sale of these securities in California.

24 (2) That on February 10, 2000, the California DOC filed a lawsuit in
25 Sacramento County Superior Court against several entities and individuals
26 including three directors of WEPS, Claude D. Smith, Billy Ray Smith and

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Brian T. Griggs, alleging the illegal and fraudulent offer and sale of an estimated \$20 million of securities in the form of short-term promissory notes to hundreds of investors, many of them elderly. The funds were alleged to be used for investments in commercial automated teller machines, cash ticket machines, and discount telephone service systems in economy motel rooms.

II.

CONCLUSIONS OF LAW

1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona Constitution and the Securities Act.
2. RESPONDENTS offered or sold securities within or from Arizona, within the meaning of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).
3. RESPONDENTS violated A.R.S. § 44-1841 by offering or selling securities that were neither registered nor exempt from registration.
4. RESPONDENTS violated A.R.S. § 44-1842 by offering or selling securities while neither registered as dealers or salesmen nor exempt from registration.
5. RESPONDENTS violated A.R.S. § 44-1991(A)(2) by offering or selling securities within or from Arizona by making untrue statements or misleading omissions of material facts.
6. RESPONDENTS' conduct is grounds for a cease and desist order pursuant to A.R.S. § 44-2032.
7. RESPONDENTS' conduct is grounds for an order of restitution pursuant to A.R.S. § 44-2032.
8. RESPONDENTS' conduct is grounds for administrative penalties under A.R.S. § 44-2036.

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III.
ORDER

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3 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and
4 RESPONDENTS' consent to the entry of this Order, the Commission finds that the following relief
5 is appropriate, in the public interest, and necessary for the protection of investors:

6 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENTS, their agents,
7 employees, successors and assigns, permanently cease and desist from violating the Securities Act.

8 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENTS shall,
9 jointly and severally with Hotel Connect, pay restitution to Hotel Connect investors shown on the
10 records of the Commission, pursuant to A.A.C. Rule R14-4-308, in the amount of \$1,120,000, plus
11 interest at the rate of 10% per annum from the date of each investment, until paid in full. If
12 additional Hotel Connect investors are later discovered, RESPONDENTS shall pay claims of those
13 investors under the terms of this Order. Payment shall be made by cashier's check or money order
14 payable to the "State of Arizona" to be placed in an interest-bearing account maintained and
15 controlled by the Arizona Attorney General. The Arizona Attorney General shall disburse the
16 funds on a pro rata basis to investors. Any funds that the Attorney General is unable to disburse
17 shall revert to the state of Arizona.

18 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENTS shall,
19 jointly and severally with other Respondents who are subject to Decision No. 63680 of the
20 Commission, pay restitution to CTM investors shown on the records of the Commission, pursuant
21 to A.A.C. Rule R14-4-308, in the amount of \$164,500, plus interest at the rate of 10% per annum
22 from the date of each investment until paid in full. If additional CTM investors are later
23 discovered, RESPONDENTS shall pay claims of those investors under the terms of this Order.
24 Payment shall be made by cashier's check or money order payable to the "State of Arizona" to be
25 placed in an interest-bearing account maintained and controlled by the Arizona Attorney General.

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1 The Arizona Attorney General shall disburse the funds on a pro rata basis to investors. Any funds
2 that the Attorney General is unable to disburse shall revert to the state of Arizona.

3 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that RESPONDENTS shall,
4 jointly and severally with other Respondents who are subject to Decision No. 63680 of the
5 Commission, pay restitution to WTM investors shown on the records of the Commission, pursuant
6 to A.A.C. Rule R14-4-308, in the amount of \$300,000, plus interest at the rate of 10% per annum
7 from the date of each investment, until paid in full. If additional WTM investors are later
8 discovered, RESPONDENTS shall pay claims of those investors under the terms of this Order.
9 Payment shall be made by cashier's check or money order payable to the "State of Arizona" to be
10 placed in an interest-bearing account maintained and controlled by the Arizona Attorney General.

11 The Arizona Attorney General shall disburse the funds on a pro rata basis to investors. Any funds
12 that the Attorney General is unable to disburse shall revert to the state of Arizona.

13 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that RESPONDENTS, jointly
14 and severally, shall pay administrative penalties in the amount of \$25,000. Payment shall be made

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1 in full by cashier's check or money order on the date of this Order, payable to the "State of
2 Arizona." Any amount outstanding shall accrue interest at the rate of 10% per annum from the date
3 of this Order until paid in full.

4 IT IS FURTHER ORDERED that this Order shall become effective immediately. All
5 restitution and penalties payments are due upon entry of this Order.

6 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 Capitol,
15 in the City of Phoenix, this _____ day of
16 _____, 2001.

17 _____
BRIAN C. McNEIL
Executive Secretary

18 DISSENT

19 This document is available in alternative formats by contacting Shelly M. Hood, ADA Coordinator,
20 voice phone number 602-542-3931, E-mail shood@cc.state.az.us.

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CONSENT TO ENTRY OF ORDER

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2 1. RESPONDENTS HYLAND A. STOKES and ESTATE PLANNING
3 PROTECTION INC. ("RESPONDENTS") admit the jurisdiction of the Commission over the
4 subject matter of this proceeding. RESPONDENTS acknowledge that they have been fully advised
5 of their rights to a hearing to present evidence and call witnesses and RESPONDENTS knowingly
6 and voluntarily waive any and all rights to a hearing before the Commission and all other rights
7 otherwise available under Article 11 of the Securities Act and Title 14 of the Arizona
8 Administrative Code. RESPONDENTS acknowledge that this Order To Cease And Desist, Order
9 for Restitution, Order for Administrative Penalties and Consent to Same ("Order") constitutes a
10 valid final order of the Commission.

11 2. RESPONDENTS knowingly and voluntarily waive any right they may have under
12 Article 12 of the Securities Act to judicial review by any court by way of suit, appeal, or
13 extraordinary relief resulting from the entry of this Order.

14 3. RESPONDENTS acknowledge and agree that this Order is entered into freely and
15 voluntarily and that no promise was made or coercion used to induce such entry.

16 4. RESPONDENTS acknowledge that they have been represented by counsel in this
17 matter, they have reviewed this Order and understand all terms it contains.

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

21 6. By consenting to the entry of this Order, RESPONDENTS agrees not to take any
22 action or to make, or permit to be made, any public statement denying, directly or indirectly, any
23 Finding of Fact or Conclusion of Law in this Order or creating the impression that this Order is
24 without factual basis. RESPONDENTS will undertake steps necessary to assure that all of their
25 agents and employees understand and comply with this agreement. Nothing in this provision affects
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1 RESPONDENTS' testimonial obligations or right to take legal positions in litigation in which an
2 administrative agency of the state of Arizona is not a party.

3 7. While this Order settles this administrative matter between RESPONDENTS and the
4 Commission, RESPONDENTS understand that this Order does not preclude the Commission from
5 instituting other administrative proceedings based on violations that are not addressed by this Order.

6 8. RESPONDENTS understand that this Order does not preclude the Commission from
7 referring this matter to any governmental agency for administrative, civil, or criminal proceedings
8 that may be related to the matters addressed by this Order.

9 9. RESPONDENTS understand that this Order does not preclude any other agency or
10 officer of the state of Arizona or its subdivisions from instituting administrative, civil or criminal
11 proceedings that may be related to matters addressed by this Order.

12 10. RESPONDENTS agree that they will not apply to the state of Arizona for
13 registration as a securities dealer or salesman or for licensure as an investment adviser or
14 investment adviser representative for a period of one year and until all restitution is paid pursuant to
15 this Order.

16 11. RESPONDENTS agree that they will not offer or sell, directly or indirectly,
17 securities, unless and until registered as a securities dealer or salesman pursuant to the Securities Act
18 of Arizona, A.R.S. § 44-1801, et seq., and they will not provide investment advisory services as
19 defined in A.R.S. § 44-3101(5) and (6), within or from Arizona, unless and until licensed as an
20 investment adviser or investment adviser representative pursuant to the Arizona Investment
21 Management Act, A.R.S. § 44-3101 et seq.

22 12. RESPONDENTS agree that they will not exercise managerial authority or ownership
23 of greater than ten percent (10%) of the outstanding equity interest of any company or entity engaged
24 in the business of offering or selling, directly or indirectly, securities, or providing investment
25 advisory services as defined in A.R.S. § 44-3101(5) and (6), within or from Arizona, for a period of
26 one year and until all restitution is paid pursuant to this Order.

Docket No. S-03444A-01-0000

1 13. This agreement and Order shall be binding upon RESPONDENTS' agents,
2 employees, assigns, and representatives acting under the authority of or at the direction of
3 RESPONDENTS.

4 14. RESPONDENTS agree that until restitution and penalties are paid in full,
5 RESPONDENTS will notify the Director of the Securities Division within 30 days of any change in
6 home address or any change in RESPONDENTS' ability to pay amounts due under this Order.

7 15. RESPONDENTS understand that default shall render them liable to the Commission
8 for its costs of collection and interest at the maximum legal rate.

9 16. RESPONDENTS agree that they will continue to cooperate with the Securities
10 Division including, but not limited to, providing complete and accurate testimony at any hearing in
11 this matter and cooperating with the state of Arizona in any related investigation or any other
12 matters arising from the activities described in this Order.

13 17. RESPONDENTS consent to the entry of this Order and agree to be fully bound by
14 its terms and conditions. If RESPONDENTS breach any provision of this Order, the Commission
15 may vacate this Order and restore this case to its active docket.

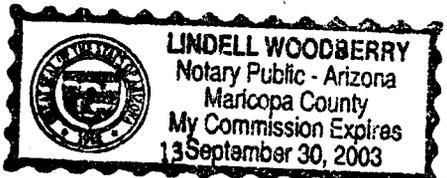
16 18. HYLAND A. STOKES represents that he is President of ESTATE PLANNING
17 PROTECTION, INC. and has been authorized by ESTATE PLANNING PROTECTION, INC. to
18 enter into this Order for and on behalf of it.

Hyland A. Stokes
HYLAND A. STOKES

21 SUBSCRIBED AND SWORN TO BEFORE me this 16 day of OCTOBER, 2001.

Lindell Woodberry
NOTARY PUBLIC

23 My Commission Expires:
24 Sept 30 2003



25 Division No. _____

Docket No. S-03444A-01-0000

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ESTATE PLANNING PROTECTION, INC.

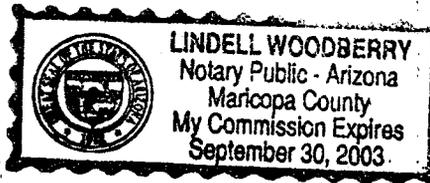
Hyland A. Stoices
By: Hyland A. Stoices, President

SUBSCRIBED AND SWORN TO BEFORE me this 16 day of OCTOBER, 2001.

Lindell Woodberry
NOTARY PUBLIC

My Commission Expires:

Sept 30, 2003



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Decision No. _____