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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

- MIKE GLEASON, Chairman
- WILLIAM A. MUNDELL
- JEFF HATCH-MILLER
- KRISTIN K. MAYES
- GARY PIERCE

2007 JUL 19 A 8:54  
 AZ CORP COMMISSION  
 DOCKET CONTROL

IN THE MATTER OF:

DOCKET NO. S-20484A-06-0669

AGRA-TECHNOLOGIES, INC. (a/k/a ATI),  
 a Nevada corporation,  
 5800 North Dodge Avenue, Bldg. A  
 Flagstaff, Arizona 86004-2963;

WILLIAM JAY PIERSON (a/k/a BILL PIERSON)  
 and SANDRA LEE PIERSON (a/k/a SANDY  
 PIERSON), husband and wife,  
 6710 Lynx Lane  
 Flagstaff, Arizona 86004-1404;

RICHARD ALLEN CAMPBELL (a/k/a DICK  
 CAMPBELL), and SONDR A JANE CAMPBELL,  
 husband and wife,  
 8686 West Morten Avenue  
 Glendale, Arizona 85305-3940;

WILLIAM H BAKER, JR. (a/k/a BILL BAKER),  
 and PATRICIA M. BAKER, husband and wife,  
 3027 N. Alta Vista  
 Flagstaff, Arizona 86004;

JERRY J. HODGES,  
 and JANE DOE HODGES,  
 husband and wife,  
 1858 Gunlock Court  
 Saint George, Utah 84790-6705;

LAWRENCE KEVIN PAILLE (a/k/a LARRY  
 PAILLE), and JANE DOE PAILLE,  
 husband and wife,  
 220 Pinon Woods Drive  
 Sedona, Arizona 86351-6902

Respondents.

Arizona Corporation Commission  
**DOCKETED**  
 JUL 19 2007  
 DOCKETED BY

SIXTH  
PROCEDURAL ORDER

BY THE COMMISSION:

On October 18, 2006, the Securities Division ("Division") of the Arizona Corporation  
 Commission ("Commission") filed a Temporary Order to Cease and Desist ("T.O.") and Notice of

1 Opportunity of Hearing (“Notice”) against Agra-Technologies, Inc. (“ATI”), William Jay and Sandra  
2 Lee Pierson, husband and wife, Richard Allen and Sondra Jane Campbell, husband and wife, William  
3 H. and Patricia M. Baker, husband and wife, Jerry J. and Jane Doe Hodges, husband and wife, and  
4 Lawrence K. and Jan Doe Paille, husband and wife, (collectively “Respondents”), in which the  
5 Division alleged multiple violations of the Arizona Securities Act (“Act”) in connection with the  
6 offer and sale of stock and investment contracts.

7 Respondents were duly served with copies of the Notice.

8 On November 3, 2006, AGI, William Jay and Sandra Lee Pierson and William H. and Patricia  
9 M. Baker filed a request for a hearing.

10 On November 8, 2006, Jerry J. and Jane Doe Hodges and Lawrence K. and Jane Doe Paille  
11 filed a request for a hearing.

12 On November 20, 2006, by Procedural Order, a pre-hearing conference was scheduled for  
13 December 20, 2006.

14 On November 27, 2006, Richard A. and Sondra J. Campbell filed a request for hearing.

15 On December 20, 2006, the Division and Respondents appeared with counsel. The parties  
16 discussed a possible resolution of the issues and certain concerns with respect to discovery. The  
17 parties agreed to another pre-hearing conference being scheduled in late January. By Procedural  
18 Order, another pre-hearing conference was scheduled for January 29, 1007.

19 On January 24, 2007, the AIT, Pierson and Baker Respondents filed a Motion to Set  
20 Evidentiary Hearing.

21 On January 25, 2007, the Division filed what was captioned, “Securities Division’s Motion  
22 For Ruling on Allegedly Inadvertently Produced Privileged Documents by Respondents ATI, Baker  
23 and Pierson” which their counsel earlier had argued were privileged.

24 On January 29, 2007, the Division and Respondents appeared through counsel. The parties  
25 were continuing to resolve certain issues in the proceeding to reach a possible settlement. However,  
26 the Division’s counsel indicated that, if a hearing is required, it may require approximately two weeks  
27 of hearing time and more time needed for discovery. The pre-hearing conference was recessed  
28 pending ruling on motions which had been filed or were to be filed by the Division and the ATI,

1 Pierson and Baker Respondents.

2 On February 6, 2007, the Division filed its response to the ATI, Pierson and Baker  
3 Respondents' Motion to Set Evidentiary Hearing citing numerous cases and discussing the  
4 application of A.A.C. R14-4-307.

5 On February 20, 2007, the ATI, Pierson and Baker Respondents filed their response to the  
6 Division's Motion filed on January 25, 2007, and also filed a reply to the Division's response to the  
7 ATI, Pierson and Baker Motion to set a hearing.

8 On March 7, 2007, the Division filed its reply to the ATI, Pierson and Baker response. The  
9 Division also cited numerous cases in support of its arguments with respect to the documents  
10 discussed in its January 25, 2007 Motion.

11 On April 3, 2007, by Procedural Order, the Division's Motion filed on January 25, 2007, was  
12 granted and the Motion of ATI, the Baker and Pierson Respondents denied. Further, a status  
13 conference was scheduled on May 17, 2007.

14 On May 17, 2007, the Division and Respondents appeared through counsel at the status  
15 conference where their respective positions were discussed and they further agreed that a hearing  
16 should be scheduled to commence on October 15, 2007.

17 On May 23, 2007, by Procedural Order, a hearing was scheduled to commence on October 15,  
18 2007, and copies of Witness Lists and Exhibits were ordered to be exchanged.

19 On June 12, 2007, the Division filed what was captioned the First Amended T.O. and Notice.

20 On July 2 and July 12, 2007, the ATI, Pierson and Baker Respondents filed a request for  
21 hearing and Answer, respectively, to the First Amended T.O. and Notice. There have been no filings  
22 by the remaining Respondents.

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1 Under the circumstances, a hearing has previously been scheduled and the proceeding will go  
2 forward on October 15, 2007 as ordered in the Procedural Order of the Commission on May 23,  
3 2007.

4 Dated this 19<sup>th</sup> day of July, 2007.



MARC E. STERN  
ADMINISTRATIVE LAW JUDGE

8  
9 Copies of the foregoing mailed/delivered  
this 19<sup>th</sup> day of July, 2007.

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26 By:   
27 Debra Broyles  
28 Secretary to Marc E. Stern