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BEFORE THE ARIZONA CORPORATION COMMISSION

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ARIZONA CORPORATION COMMISSION
SECRET CONTROL

COMMISSIONERS

- KRISTIN K. MAYES - Chairman
- GARY PIERCE
- PAUL NEWMAN
- SANDRA D. KENNEDY
- BOB STUMP

IN THE MATTER OF:

DOCKET NO. S-20720A-10-0001

- BARRON WILSON THOMAS, a single man;
- BARRON THOMAS SCOTTSDALE, L.L.C., an Arizona limited liability company;
- BARRON THOMAS SCOTTSDALE, L.L.C., a Delaware limited liability company;
- BARRON THOMAS AVIATION, INC., a Delaware corporation;
- BARRON THOMAS AVIATION HOLDINGS, INC., a Delaware corporation;
- BARRON THOMAS SOUTHWEST, INC., a Delaware corporation,

Arizona Corporation Commission
DOCKETED

FEB 18 2010



RESPONDENTS.

SECOND PROCEDURAL ORDER

BY THE COMMISSION:

On January 5, 2010, the Securities Division ("Division") of the Arizona Corporation Commission ("Commission") filed a Notice of Opportunity for Hearing ("Notice") against Barron Wilson Thomas, Barron Thomas Scottsdale, L.L.C., an Arizona limited liability company ("BTSAZ"), Barron Thomas Scottsdale, L.L.C., a Delaware limited liability company ("BTSD"); Barron Thomas Aviation, Inc., a Delaware corporation ("BTA, Inc."), Barron Thomas Aviation Holdings, Inc., a Delaware corporation ("BTAH"), Barron Thomas Southwest, Inc., a Delaware corporation ("BTS") (collectively "Respondents"), in which the Division alleged multiple violations of the Arizona Securities Act ("Act") in connection with the offer and sale of securities in the form of investment contracts and notes.

The Respondents were duly served with copies of the Notice.

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1 On January 15, 2010, a request for hearing was filed by Respondents.

2 On January 20, 2010, by Procedural Order, a pre-hearing conference was scheduled on
3 February 18, 2010.

4 On February 18, 2010, the parties appeared through counsel at the pre-hearing conference.
5 The parties are engaged in discussions in an attempt to resolve the issues raised by the Notice.
6 Subsequently, Counsel for the parties agreed that another pre-hearing conference should be scheduled
7 in approximately 60 days.

8 Accordingly, a pre-hearing conference should be scheduled.

9 IT IS THEREFORE ORDERED that a **pre-hearing conference** shall be held on **April 29,**
10 **2010, at 9:30 a.m.,** at the Commission's offices, 1200 West Washington Street, Room 100, Phoenix,
11 Arizona.

12 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized
13 Communications) applies to this proceeding as the matter is now set for public hearing.

14 IT IS FURTHER ORDERED that withdrawal or representation must be made in compliance
15 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
16 Rules of the Arizona Supreme Court). Representation before the Commission includes appearances
17 at all hearings and procedural conferences, as well as all Open Meetings for which the matter is
18 scheduled for discussion, unless counsel has previously been granted permission to withdraw by the
19 Administrative Law Judge or the Commission.

20 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules
21 of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*
22 *hac vice*.

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1 IT IS FURTHER ORDERED that the Presiding Officer may rescind, alter, amend, or waive
2 any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

3 DATED this 18th day of February, 2010.

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6 
7 MARC E. STERN
8 ADMINISTRATIVE LAW JUDGE

9 Copies of the foregoing mailed/delivered
10 this 18th day of February, 2010 to:

11 Brian J. Schulman
12 GREENBERG TRAURIG, LLP
13 2375 East Camelback Road, Suite 700
14 Phoenix, AZ 85016
15 Attorneys for Respondents

16 Matt Neubert, Director
17 Securities Division
18 ARIZONA CORPORATION COMMISSION
19 1300 West Washington Street
20 Phoenix, AZ 85007

21 ARIZONA REPORTING SERVICE, INC.
22 2200 North Central Avenue, Suite 502
23 Phoenix, AZ 85004

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