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BEFORE THE ARIZONA CORPORATION COMMISSION

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WILLIAM A. MUNDELL
CHAIRMAN
JIM IRVIN
COMMISSIONER
MARC SPITZER
COMMISSIONER

2001 AUG 20 P 1:15
AZ CORP COMMISSION
DOCUMENT CONTROL

IN THE MATTER OF:

DOCKET NO. S-03455A-01-0000

AEROMAX, INC.
9520 East Lorna Lane
Prescott Valley, Arizona 86314
Foreign Address:
1704 Westland Road
Cheyenne, Wyoming 82001

AEROMAG CORPORATION
9520 East Lorna Lane
Prescott Valley, Arizona 86314

LEXINGTON BARTLETT
7500 East Cocopah Drive
Prescott Valley, Arizona 86314

DAVID L. SPEARS
9560 East Whipsaw Lane
Prescott Valley, Arizona 86314,

Respondents.

Arizona Corporation Commission

DOCKETED

AUG 20 2001

DOCKETED BY	<i>me</i>
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THIRD PROCEDURAL ORDER

BY THE COMMISSION:

On June 20, 2001, the Securities Division ("Division") of the Arizona Corporation Commission ("Commission") filed a Notice of Opportunity for Hearing Regarding the Temporary Order to Cease and Desist and Notice of Opportunity for Hearing ("Notice") against Aeromax, Inc.; Aeromag Corporation; Lexington Bartlett; and David L. Spears (collectively the "Respondents") in which the Division alleged that Respondents have engaged in acts, practices, and transactions that constitute violations of the Arizona Securities Act ("Act").

The Respondents were all duly served with copies of the Notice.

On July 10, 2001, Respondents, through their attorney, filed a request for a hearing.

On July 16, 2001, the Commission issued a procedural order that set this matter for a pre-hearing conference on July 26, 2001.

On July 23, 2001, the Commission received a motion to continue the hearing scheduled for

1 July 26, 2001 from the Respondents. The reason for the continuance is that Mr. McKee, who is an
2 attorney for the Respondents, will be out of state on July 26, 2001. Respondents have agreed to
3 waive their rights to have a hearing within 5 to 15 days of their request for a hearing pursuant to
4 Commission Rule 14-4-307(D). The Commission contacted the Division and the Division indicated
5 it did not object to a short continuance.

6 On July 25, 2001, the Commission issued a procedural order that set this matter for a pre-
7 hearing conference on August 9, 2001.

8 On August 9, 2001, the pre-hearing was held as scheduled. Respondents were represented by
9 counsel. The Division also appeared with counsel. Following discussions between the parties, it was
10 agreed that a hearing should be scheduled for November 26, 2001. In the interim, the parties agreed
11 to attempt to resolve the issues raised by the Notice.

12 Accordingly, a hearing should be scheduled to address the issues raised in Notice.

13 IT IS THEREFORE ORDERED that the hearing on the above-captioned matter shall be held
14 on November 26, 2001, at 10:00 a.m., at the Commission's offices, 1200 West Washington Street,
15 Phoenix, Arizona.

16 IT IS FURTHER ORDERED that the parties shall exchange witness lists and exhibits not
17 later than 10 days before the hearing and provide a copy of same to the presiding Administrative Law
18 Judge, unless otherwise ordered by the Administrative Law Judge.

19 IT IS FURTHER ORDERED that Respondents shall comply with the Temporary Cease and
20 Desist Order until the issuance of a Decision by the Commission in this matter.

21 DATED this 20th day of August, 2001.

22
23
24
25  (for)
26 PHILIP J. DION III
ADMINISTRATIVE LAW JUDGE

27
28

1 Copies of the foregoing mailed/delivered
this 20th day of August, 2001 to:

2
3 Jeffrey A. McKee
4 DAVIS McKEE & FORSHEY, P.C.
5 5333 North Seventh Street
6 Suite A-201
7 Phoenix, Arizona 85014
8 Attorney for Respondent

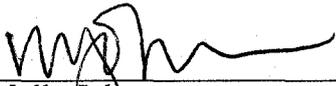
9
10 Carl Ranno
11 2816 East Windrose Drive
12 Phoenix, Arizona 85032
13 Attorney for Respondent

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15 Moira McCarthy
16 Assistant Attorney General
17 ARIZONA ATTORNEY GENERAL'S OFFICE
18 1275 West Washington Street
19 Phoenix, Arizona 85007

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21 W. Mark Sendrow, Director
22 Securities Division
23 ARIZONA CORPORATION COMMISSION
24 1300 West Washington Street
25 Phoenix, Arizona 85007

26
27 ARIZONA REPORTING SERVICE, INC.
28 2627 N. Third Street, Suite Three
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By:


Molly Johnson
Secretary to Philip J. Dion III