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BEFORE THE ARIZONA CORPORATION COMMISSION

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WILLIAM A. MUNDELL  
CHAIRMAN  
JIM IRVIN  
COMMISSIONER  
MARC SPITZER  
COMMISSIONER

2001 NOV 28 A 8:08

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

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AMENDED  
FOURTH 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.

2 On July 25, 2001, the Commission granted the continuance and issued a Procedural Order that  
3 reset the pre-hearing conference for August 9, 2001.

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

8 On August 20, 2001, the Commission issued a Procedural Order that set this matter for a  
9 hearing on November 26, 2001.

10 On November 20, 2001, the Division filed a Motion to Continue this matter. In the Motion,  
11 the Division indicates that it has entered into a proposed Consent Order with all of the Respondents  
12 and that those proposed Consent Orders are currently set to be heard by the Commission at the  
13 December 2001 Open Meeting. Respondents do not object to the continuance.

14 The Commission finds that a continuance is in the interests of justice; that it is not intended to  
15 delay the proceedings; that all parties have agreed to the continuance; and that all applicable time  
16 limits are waived in this matter. Accordingly, the hearing should be rescheduled.

17 IT IS THEREFORE ORDERED that the hearing on the above-captioned matter set for  
18 November 26, 2001 shall be vacated and the hearing is continued until February 12, 2002, at 10:00  
19 a.m., at the Commission's offices, 1200 West Washington Street, Phoenix, Arizona.

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

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

3 DATED this 28 day of November, 2001.

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7 PHILIP J. DION III  
8 ADMINISTRATIVE LAW JUDGE

9 Copies of the foregoing mailed/delivered  
10 this 28 day of November, 2001 to:

11 Jeffrey A. McKee  
12 DAVIS McKEE & FORSHEY, P.C.  
13 5333 North Seventh Street  
14 Suite A-201  
15 Phoenix, Arizona 85014  
16 Attorney for Respondent

17 Carl Ranno  
18 2816 East Windrose Drive  
19 Phoenix, Arizona 85032  
20 Attorney for Respondent

21 Moira McCarthy  
22 Assistant Attorney General  
23 ARIZONA ATTORNEY GENERAL'S OFFICE  
24 1275 West Washington Street  
25 Phoenix, Arizona 85007

26 W. Mark Sendrow, Director  
27 Securities Division  
28 ARIZONA CORPORATION COMMISSION  
1300 West Washington Street  
Phoenix, Arizona 85007

ARIZONA REPORTING SERVICE, INC.  
2627 N. Third Street, Suite Three  
Phoenix, Arizona 85004-1104

By:

  
Molly Johnson  
Secretary to Philip J. Dion III