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BEFORE THE ARIZONA CORPORATION COMMISSION

Arizona Corporation Commission

COMMISSIONERS

DOCKETED

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

JUN 16 2009

DOCKETED BY nr

In the matter of)
WOLFEPACK TRANSPORTATION, INC.)
an Arizona corporation; aka WOLFEPACK)
TRANSPORTATION, INC.)
and)
MICHAEL L. HAIRSTON, SR. and)
SHEILA HAIRSTON, husband and wife)
Respondents.)

DOCKET NO. S-20629A-08-0496

DECISION NO. 71165

ORDER TO CEASE AND DESIST, ORDER FOR RESTITUTION, ORDER FOR ADMINISTRATIVE PENALTIES AND CONSENT TO SAME BY: RESPONDENT WOLFEPACK TRANSPORTATION, INC. AND RESPONDENTS MICHAEL L. HAIRSTON, SR. and SPOUSE SHEILA HAIRSTON

Respondents WOLFEPACK TRANSPORTATION, INC., MICHAEL L. HAIRSTON, SR. ("Respondents") and SHEILA HAIRSTON elect to permanently waive any right to a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act") with respect to this Order To Cease And Desist, Order For Restitution, Order For Administrative Penalties And Consent To Same ("Order"). Respondents admit the jurisdiction of the Arizona Corporation Commission ("Commission"); neither admit nor deny the Findings of Fact and Conclusions of Law contained in this Order; and consent to the entry of this Order by the Commission.

I.

FINDINGS OF FACT

1. WOLFEPACK TRANSPORTATION, INC. ("WOLFEPACK") was, at all relevant times, an Arizona corporation. WOLFEPACK became an Arizona corporation in February of 2005 and was administratively dissolved on October 7, 2008. The sole officer and director is MICHAEL L.

1 HAIRSTON, SR. In some instances, agreements signed by MICHAEL L. HAIRSTON, SR. spelled
2 the company name as WOLFPACK TRANSPORTATION, INC.

3 2. MICHAEL L. HAIRSTON, SR. ("HAIRSTON") was, at all relevant times, a resident
4 of Scottsdale, Arizona. HAIRSTON moved to Georgia in December of 2007.

5 3. SHEILA HAIRSTON ("S. HAIRSTON") was, at all relevant times, a resident of
6 Scottsdale, Arizona and the spouse of HAIRSTON. SHEILA HAIRSTON relocated to Georgia. S.
7 HAIRSTON ("Respondent Spouse") is joined in this action under A.R.S. § 44-2031(C) solely for
8 purposes of determining the liability of the marital community.

9 4. At all times relevant, HAIRSTON was acting for his own benefit and for the benefit or
10 in furtherance of HAIRSTON's and S. HAIRSTON's marital community.

11 5. Beginning in about October of 2006, WOLFEPACK and HAIRSTON began raising
12 money, in Arizona, from Arizona investors for investments involving tractor/trailers. During 2006
13 through 2007, WOLFEPACK and HAIRSTON raised \$373,043 from six investors through the offer
14 and sale of promissory notes.

15 6. Respondents raised money from investors by representing the funds would be used
16 in HAIRSTON'S trucking business, WOLFEPACK. Some investors were told their funds would
17 purchase or lease a tractor/trailer ("Combinations") and the investors would receive a return from
18 the completed runs made by the tractor/trailer. Some investors were told their funds would be used
19 to purchase refrigerator trailers from an trust at a reduced rate and then sold for a profit.

20 7. HAIRSTON, individually and through WOLFEPACK, issued promissory notes to
21 investors promising a variety of interest rates and due dates ranging between 30 and 90 days. One
22 note promised 100 percent return in five months.

23 8. HAIRSTON, as owner of WOLFEPACK, was to locate and manage the loads for the
24 Combinations. Some of the offering documents that HAIRSTON gave to investors represented that
25 WOLFEPACK, through HAIRSTON, would be responsible for "all mechanical maintenance and
26 upkeep on the Combinations including all permits, insurances, tags, warranties and all other legal

1 responsibilities to keep the Combinations on the road." Further, the documents indicated that
2 WOLFEPACK, through HAIRSTON, were responsible for having the Combinations contracted for
3 loads to assure maximum profits.

4 9. Respondents represented that the refrigerated trailers could be purchased at a low
5 price and sold at a substantially higher price. The investors' funds would be used to purchase the
6 trailers from a trust. The investors would receive the return of their principal and a set amount of
7 profit on a specific date as set forth in the promissory note. HAIRSTON subsequently denied the
8 existence of the trust.

9 10. In at least one instance, the promissory note listed a vehicle identification number to
10 a specific truck as collateral if the loan was not repaid. The loan was not repaid and the title to the
11 truck was not transferred to the investor nor was the truck provided to the investor. No lien was
12 recorded on this vehicle.

13 11. Some promissory notes stated that the note was secured by a "Deed of Trust Deed
14 Lien in second position" on specific real property. HAIRSTON owned the property described in the
15 Deed of Trust through a quit-claim deed on the property. The promissory notes stated that the
16 property was "free from all other liens and encumbrances withstanding the underlying mortgage."
17 However, there were numerous liens and encumbrances filed on the property. None of the
18 investors' liens were recorded. HAIRSTON did not make the payments on the subject property and
19 ultimately the subject property was lost through foreclosure.

20 12. WOLFEPACK, through HAIRSTON, leased a number of tractor/trailers from
21 several different leasing agents. HAIRSTON, through the WOLFEPACK bank account, paid the
22 initial down payment and one month payment on three tractors and did not make the remaining
23 payments and the tractor/trailers were repossessed or are still missing. In another instance,
24 WOLFEPACK and HAIRSTON used a credit from a related leasing company to pay the down
25 payment and first month payments on leases for two tractors and three trailers. Then,
26 WOLFEPACK and HAIRSTON failed to make any additional payments on those leases.

1 WOLFEPACK and HAIRSTON failed to disclose to the offerees and investors that HAIRSTON
2 had already defaulted on the purchase of a tractor and that the investors' funds would be used to
3 make some of the payments to a debt collection agency.

4 13. None of the known investors have received the return of their principal or interest.

5 II.

6 CONCLUSIONS OF LAW

7 1. The Commission has jurisdiction over this matter pursuant to Article XV of the
8 Arizona Constitution and the Securities Act.

9 2. Respondents offered or sold securities within or from Arizona, within the meaning
10 of A.R.S. §§ 44-1801(15), 44-1801(21), and 44-1801(26).

11 3. Respondents violated A.R.S. § 44-1841 by offering or selling securities that were
12 neither registered nor exempt from registration.

13 4. Respondents violated A.R.S. § 44-1842 by offering or selling securities while
14 neither registered as dealers or salesmen nor exempt from registration.

15 5. Respondents violated A.R.S. § 44-1991 by (a) employing a device, scheme, or
16 artifice to defraud, (b) making untrue statements or misleading omissions of material facts, or (c)
17 engaging in transactions, practices, or courses of business that operate or would operate as a fraud
18 or deceit.

19 a. WOLFEPACK and HAIRSTON misrepresented to offerees and investors
20 that their investments would be secured by a second deed of trust on real
21 property in Scottsdale and that HAIRSTON owned the property "free from
22 all liens and encumbrances withstanding the underlying mortgage" when,
23 in fact, HAIRSTON was not making payments on the underlying mortgage
24 and there were numerous liens and encumbrances filed on the property.

25 b. WOLFEPACK and HAIRSTON misrepresented to an investor that his
26 investment would be secured by a specific vehicle as specified by the

1 vehicle identification number listed on the promissory note signed by
2 HAIRSTON. The investor's interest was not recorded on the title to the
3 specific vehicle.

4 c. WOLFEPACK and HAIRSTON failed to disclose to offerees and investors
5 that he had previously defaulted on the purchase of tractor and a debt
6 collection agency purchased the debt in December of 2006 and that they
7 would use the investors' funds to make payments to the debt collector.

8 6. Respondents' conduct is grounds for a cease and desist order pursuant to A.R.S.
9 § 44-2032.

10 7. Respondents' conduct is grounds for an order of restitution pursuant to A.R.S. § 44-
11 2032.

12 8. Respondents' conduct is grounds for administrative penalties under A.R.S. § 44-
13 2036.

14 9. Respondent HAIRSTON acted for the benefit of his marital community and,
15 pursuant to A.R.S. §§ 25-214 and 25-215, this Order of restitution and administrative penalties is a
16 debt of the community.

17 **III.**

18 **ORDER**

19 THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, Respondents' and
20 SHEILA HAIRSTON consent to the entry of this Order, attached and incorporated by reference,
21 the Commission finds that the following relief is appropriate, in the public interest, and necessary
22 for the protection of investors:

23 IT IS ORDERED, pursuant to A.R.S. § 44-2032, that Respondents, and any of
24 Respondents' agents, employees, successors and assigns, permanently cease and desist from
25 violating the Securities Act.
26

1 IT IS FURTHER ORDERED that Respondents comply with the attached Consent to Entry
2 of Order.

3 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that Respondents
4 WOLFEPACK and HAIRSTON, individually, and the marital community of Respondent
5 HAIRSTON, jointly and severally pay restitution to the Commission in the amount of \$373,043.
6 Payment shall be made in full on the date of this Order. Any amount outstanding shall accrue
7 interest at the rate of 10 percent per annum from the date of purchase until paid in full. Payment
8 shall be made to the "State of Arizona" to be placed in an interest-bearing account controlled by
9 the Commission.

10 The Commission shall disburse the funds on a pro-rata basis to investors shown on the
11 records of the Commission. Any restitution funds that the Commission cannot disburse because an
12 investor refuses to accept such payment, or any restitution funds that cannot be disbursed to an
13 investor because the investor is deceased and the Commission cannot reasonably identify and
14 locate the deceased investor's spouse or natural children surviving at the time of the distribution,
15 shall be disbursed on a pro-rata basis to the remaining investors shown on the records of the
16 Commission. Any funds that the Commission determines it is unable to or cannot feasibly
17 disburse shall be transferred to the general fund of the state of Arizona.

18 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, that Respondents
19 WOLFEPACK and HAIRSTON, individually, and the marital community of Respondent
20 HAIRSTON, jointly and severally shall pay an administrative penalty in the amount of \$75,000.
21 Payment shall be made to the "State of Arizona. Payment shall be made in full on the date of this
22 Order. The payment obligations for these administrative penalties shall be subordinate to any
23 restitution obligations ordered herein and shall become immediately due and payable only after
24 restitution payments have been paid in full or upon Respondents' default with respect to
25 Respondents' restitution obligations.

1 For purposes of this Order, a bankruptcy filing by any of the Respondents shall be an act of
2 default. If any Respondent does not comply with this Order, any outstanding balance may be
3 deemed in default and shall be immediately due and payable.

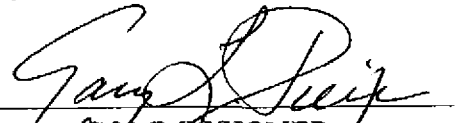
4 IT IS FURTHER ORDERED, that if any Respondent fails to comply with this order, the
5 Commission may bring further legal proceedings against that Respondent, including application to
6 the superior court for an order of contempt.

7 IT IS FURTHER ORDERED that this Order shall become effective immediately.

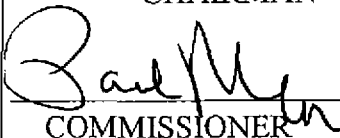
8 BY ORDER OF THE ARIZONA CORPORATION COMMISSION

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10 CHAIRMAN



COMMISSIONER

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12 COMMISSIONER

COMMISSIONER

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COMMISSIONER

14 IN WITNESS WHEREOF, I, MICHAEL P. KEARNS,
15 Interim Executive Director of the Arizona Corporation
16 Commission, have hereunto set my hand and caused the
17 official seal of the Commission to be affixed at the
18 Capitol, in the City of Phoenix, this 16th day of
June, 2009.

19 

MICHAEL P. KEARNS
INTERIM EXECUTIVE DIRECTOR

20 DISSENT

21 DISSENT

22 This document is available in alternative formats by contacting Shaylin A. Bernal, ADA
23 Coordinator, voice phone number 602-542-3931, e-mail sabernal@azcc.gov.

24 (wlc)

CONSENT TO ENTRY OF ORDER

1
2 1. Respondent WOLFEPACK, a dissolved Arizona corporation, admits the
3 jurisdiction of the Commission over the subject matter of this proceeding. Respondent
4 WOLFEPACK acknowledges that it has been fully advised of its right to a hearing to present
5 evidence and call witnesses and Respondent WOLFEPACK knowingly and voluntarily waives any
6 and all rights to a hearing before the Commission and all other rights otherwise available under
7 Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code. Respondent
8 WOLFEPACK acknowledges that this Order to Cease and Desist, Order for Restitution, Order for
9 Administrative Penalties and Consent to Same ("Order") constitutes a valid final order of the
10 Commission.

11 2. Respondent WOLFEPACK knowingly and voluntarily waives any right 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. Respondent WOLFEPACK acknowledges and agrees that this Order is entered into
15 freely and voluntarily and that no promise was made or coercion used to induce such entry.

16 4. Respondent WOLFEPACK has been represented by an attorney in this matter,
17 Respondent WOLFEPACK has reviewed this order with its attorney, E.J. Peskind, Esq., Walker &
18 Peskind, PLLC, and understands all terms it contains. Respondent WOLFEPACK acknowledges
19 that its attorney has apprised them of its rights regarding any conflicts of interest arising from dual
20 representation. Respondent WOLFEPACK acknowledges that it has given its informed consent to
21 such representation.

22 5. Respondent WOLFEPACK neither admits nor denies the Findings of Fact and
23 Conclusions of Law contained in this Order. Respondent WOLFEPACK agrees that it shall not
24 contest the validity of the Findings of Fact and Conclusions of Law contained in this Order in any
25 present or future administrative proceeding before the Commission or any other state agency
26

1 concerning the denial or issuance of any license or registration required by the state to engage in
2 the practice of any business or profession.

3 6. By consenting to the entry of this Order, Respondent WOLFEPACK agrees not to
4 take any action or to make, or permit to be made, any public statement denying, directly or
5 indirectly, any Finding of Fact or Conclusion of Law in this Order or creating the impression that
6 this Order is without factual basis. Respondent WOLFEPACK will undertake steps necessary to
7 assure that all of its agents and employees understand and comply with this agreement.

8 7. While this Order settles this administrative matter between Respondent
9 WOLFEPACK and the Commission, Respondent WOLFEPACK understands that this Order does
10 not preclude the Commission from instituting other administrative or civil proceedings based on
11 violations that are not addressed by this Order.

12 8. Respondent WOLFEPACK understands that this Order does not preclude the
13 Commission from referring this matter to any governmental agency for administrative, civil, or
14 criminal proceedings that may be related to the matters addressed by this Order.

15 9. Respondent WOLFEPACK understands that this Order does not preclude any other
16 agency or officer of the state of Arizona or its subdivisions from instituting administrative, civil, or
17 criminal proceedings that may be related to matters addressed by this Order.

18 10. Respondent WOLFEPACK agrees that it will not apply to the state of Arizona for
19 registration as a securities dealer or for licensure as an investment adviser until such time as all
20 restitution and penalties under this Order are paid in full.

21 11. Respondent WOLFEPACK agrees that it will not exercise any control over any
22 entity that offers or sells securities or provides investment advisory services within or from
23 Arizona until such time as all restitution and penalties under this Order are paid in full.

24 12. Respondent WOLFEPACK agrees that it will not sell any securities in or from
25 Arizona without being properly registered in Arizona as a dealer, or exempt from such registration;
26 it will not sell any securities in or from Arizona unless the securities are registered in Arizona or

1 exempt from registration; and it will not transact business in Arizona as an investment adviser
2 unless properly licensed in Arizona or exempt from licensure.

3 13. Respondent WOLFEPACK consents to the entry of this Order and agrees to be
4 fully bound by its terms and conditions.

5 14. Respondent WOLFEPACK acknowledges and understands that if it fails to comply
6 with the provisions of the order and this consent, the Commission may bring further legal
7 proceedings against it, including application to the superior court for an order of contempt.

8 15. Respondent WOLFEPACK understands that default shall render it liable to the
9 Commission for its costs of collection and interest at the maximum legal rate.

10 Respondent WOLFEPACK agrees and understands that if it fails to make any payment as required
11 in the Order, any outstanding balance shall be in default and shall be immediately due and payable
12 without notice or demand. Respondent WOLFEPACK agrees and understands that acceptance of
13 any partial or late payment by the Commission is not a waiver of default by Commission.

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1 16. MICHAEL L. HAIRSTON, ~~ss~~ represents that he has been authorized by
2 WOLFEPACK to enter into this Order for and on behalf of it.

3 WOLFEPACK TRANSPORTATION, INC.

4 Michael Hairston

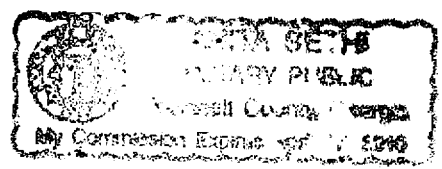
5 By MICHAEL L. HAIRSTON, ~~ss~~

6 Georgia
7 STATE OF ~~ALABAMA~~)
8 County of Cherokee) ss

9 SUBSCRIBED AND SWORN TO BEFORE me this 29th day of May, 2009.

10 Anita See
11 NOTARY PUBLIC

12 My commission expires:
13 04/17/2010



CONSENT TO ENTRY OF ORDER

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

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

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

17 4. Respondent HAIRSTON and SHEILA HAIRSTON have been represented by an
18 attorney in this matter, Respondent HAIRSTON and SHEILA HAIRSTON have reviewed this
19 order with their attorney, E.J. Peskind, Esq., Walker & Peskind, PLLC, and understand all terms it
20 contains. Respondent HAIRSTON and SHEILA HAIRSTON acknowledge that their attorney has
21 apprised them of their rights regarding any conflicts of interest arising from dual representation.
22 Respondent HAIRSTON and SHEILA HAIRSTON acknowledge that they have each given their
23 informed consent to such representation.

24 5. Respondent HAIRSTON and SHEILA HAIRSTON neither admit nor deny the
25 Findings of Fact and Conclusions of Law contained in this Order. Respondent HAIRSTON and
26 SHEILA HAIRSTON agree that they shall not contest the validity of the Findings of Fact and

1 Conclusions of Law contained in this Order in any present or future administrative proceeding
2 before the Commission or any other state agency concerning the denial or issuance of any license
3 or registration required by the state to engage in the practice of any business or profession.

4 6. By consenting to the entry of this Order, Respondent HAIRSTON and SHEILA
5 HAIRSTON agree not to take any action or to make, or permit to be made, any public statement
6 denying, directly or indirectly, any Finding of Fact or Conclusion of Law in this Order or creating
7 the impression that this Order is without factual basis. Respondent HAIRSTON and SHEILA
8 HAIRSTON will undertake steps necessary to assure that all of their agents and employees
9 understand and comply with this agreement.

10 7. While this Order settles this administrative matter between Respondent
11 HAIRSTON and SHEILA HAIRSTON and the Commission, Respondent HAIRSTON and
12 SHEILA HAIRSTON understand that this Order does not preclude the Commission from
13 instituting other administrative or civil proceedings based on violations that are not addressed by
14 this Order.

15 8. Respondent HAIRSTON and SHEILA HAIRSTON understand that this Order does
16 not preclude the Commission from referring this matter to any governmental agency for
17 administrative, civil, or criminal proceedings that may be related to the matters addressed by this
18 Order.

19 9. Respondent HAIRSTON and SHEILA HAIRSTON understand that this Order does
20 not preclude any other agency or officer of the state of Arizona or its subdivisions from instituting
21 administrative, civil, or criminal proceedings that may be related to matters addressed by this
22 Order.

23 10. Respondent HAIRSTON agrees that he will not apply to the state of Arizona for
24 registration as a securities dealer or salesman or for licensure as an investment adviser or
25 investment adviser representative until such time as all restitution and penalties under this Order
26 are paid in full.

1 11. Respondent HAIRSTON agrees that he will not exercise any control over any entity
2 that offers or sells securities or provides investment advisory services within or from Arizona until
3 such time as all restitution and penalties under this Order are paid in full.

4 12. Respondent HAIRSTON agrees that he will not sell any securities in or from
5 Arizona without being properly registered in Arizona as a dealer or salesman, or exempt from such
6 registration; he will not sell any securities in or from Arizona unless the securities are registered in
7 Arizona or exempt from registration; and he will not transact business in Arizona as an investment
8 adviser or an investment adviser representative unless properly licensed in Arizona or exempt from
9 licensure.

10 13. Respondent HAIRSTON and SHEILA HAIRSTON acknowledge that any
11 restitution or penalties imposed by this Order are obligations of the Respondent HAIRSTON as
12 well as the marital community.

13 14. Respondent HAIRSTON and SHEILA HAIRSTON consent to the entry of this
14 Order and agree to be fully bound by its terms and conditions.

15 15. Respondent HAIRSTON and SHEILA HAIRSTON acknowledge and understand
16 that if they fail to comply with the provisions of the order and this consent, the Commission may
17 bring further legal proceedings against them, including application to the superior court for an
18 order of contempt.

19 16. Respondent HAIRSTON and SHEILA HAIRSTON understand that default shall
20 render them liable to the Commission for its costs of collection and interest at the maximum legal
21 rate.

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23 ...
24 ...
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26 ...

1 17. Respondent HAIRSTON and SHEILA HAIRSTON agree and understand that if
2 they fail to make any payment as required in the Order, any outstanding balance shall be in default
3 and shall be immediately due and payable without notice or demand. Respondent HAIRSTON
4 and SHEILA HAIRSTON agree and understand that acceptance of any partial or late payment by
5 the Commission is not a waiver of default by Commission.

6 Michael L. Hairston
MICHAEL L. HAIRSTON

7 (SH) Sheila Hairston
8 SHEILA HAIRSTON

9 STATE OF Georgia
10 ~~Arizona~~)
11 County of Gwinnett) SS

Notary For Sheila Hairston
12 Tina Poirier 5/30/09
Notary Public, Gwinnett County, Georgia
My Commission Expires Oct. 20, 2009

13 SUBSCRIBED AND SWORN TO BEFORE me this 29th day of May, 2009.

14 Anita Sethi
NOTARY PUBLIC
15 Notary Signature for Michael
Hairston only

16 My commission expires:
04/17/2010

