

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
BUSINESS REGULATION AND ENFORCEMENT DIVISION**

IN THE MATTER OF:)
)
CLIFFORD HANCOCK) ADMINISTRATIVE
) PROCEEDING
Post Office Box 7056) NUMBER: <u>S-03-0041</u>
Tupelo, Mississippi 38802)
)
<i>Respondent</i>)

CONSENT ORDER

This Consent Order is entered into by the State of Mississippi, Office of the Secretary of State, Business Regulation and Enforcement Division ("Division") and Clifford Hancock ("Hancock").

Preliminary Statement

1. On July 22, 2004, the Division issued a Summary Cease and Desist Order and Notice of Intent to Impose Administrative Penalty ("Summary Order") against Hancock. A true and correct copy of the Summary Order is attached hereto as Exhibit A.
2. Pursuant to the Summary Order, the Division alleged that Hancock committed the following violations of the Mississippi Securities Act:
 - A. Offering and selling unregistered securities in the form of promissory notes.
 - B. Transacting business as a broker-dealer or agent of a broker-dealer without being registered.
 - C. Engaged in prohibited acts by failing to disclose that neither Hancock nor the securities were registered with the Division.

3. Subsequently, Hancock filed an Answer to the Summary Order requesting a hearing on the issues contained in the Summary Order.
4. In resolution of the matters contained in the Summary Order and in order to compromise the disputed allegations of the Summary Order, Hancock agrees to the undertakings contained herein. However, in agreeing to said undertakings Hancock makes no admission of liability or wrongdoing and he specifically denies all the allegations of the Summary Order, this being a compromise settlement of a disputed claim. The Division agrees that upon execution and satisfaction of the terms of this Consent Order the Summary Order will be lifted and the terms of this Consent Order shall serve to resolve the matters alleged in the Summary Order.

Agreement

Now, therefore, in consideration of the foregoing and mutual promises and covenants contained herein, the parties agree as follows:

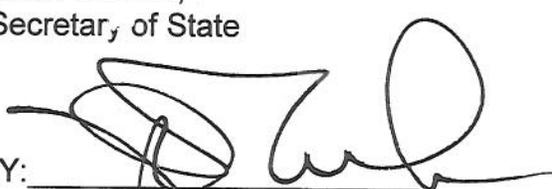
5. Hancock admits the jurisdiction of the Division as to all parties and all matters herein.
6. Hancock agrees that he will comply with all provisions of the Mississippi Securities Act and all regulations of the Division in connection with any future offer or sale of securities to residents of Mississippi. More specifically, he agrees to not sell promissory notes unless the sales are conducted in compliance with applicable statutes and rules.
7. Hancock agrees to reimburse the Division the investigative costs incurred in this matter in the amount of Two Thousand Five Hundred Dollars

(\$2,500.00). Payment shall be made to the Mississippi Secretary of State by certified funds upon execution of this Consent Order.

8. Hancock agrees to comply with all the agreements, stipulations or undertakings herein, and the Division reserves the right to seek enforcement of this Order by application to Chancery Court of Hinds County, Mississippi, First Judicial District, upon a determination by the Division that Hancock has failed to comply with the terms of this Consent Order.

Entered this the 15th day of November, 2004.

ERIC CLARK,
Secretary of State

BY: 

JAMES O. NELSON, II
Assistant Secretary of State
Business Regulation and Enforcement

CONSENT TO ENTRY OF CONSENT ORDER BY CLIFFORD HANCOCK

Clifford Hancock hereby acknowledges that he has been served with a copy of this Consent Order, has read the foregoing Order, is aware of his right to a hearing and appeal in this matter, and has waived the same.

Clifford Hancock admits the jurisdiction of the Secretary of State of the State of Mississippi and consents to entry of this Order by the Secretary of State of the State of Mississippi as settlement of the issues contained in Exhibit A hereto.

Clifford Hancock states that no promise of any kind or nature whatsoever was made to him to induce him to enter into this Order and that he has entered into this Order voluntarily.

Dated this 22 day of October, 2004.



CLIFFORD HANCOCK

[Handwritten Signature]

SUBSCRIBED AND SWORN TO before me this the 22nd day of October, 2004.

Janet Self
NOTARY PUBLIC

My Commission Expires:

Jan 30, 2007