

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

IN THE MATTER OF:)
)
) **Administrative Proceeding**
) **Number: C-05-0590**
SUNRISE THRIFT STORES, INC.)
)
)
Respondent)

CONSENT ORDER

I.

The Business Regulation and Enforcement Division of the Mississippi Secretary of State's Office (hereinafter "Division") having the authority to administer and to provide for the enforcement of all provisions of the Mississippi Charitable Solicitations Act (hereinafter "Act"), and Respondent do hereby enter into this Consent Order in resolution of the following allegations by the Division of violations of certain provisions of the Act:

1. Respondent Sunrise Thrift Stores, Inc. (hereinafter "Sunrise") is a "charitable organization" as defined in the Act. Miss. Code Ann. § 79-11-501(a)(1) (2001);
2. The Division performed an examination of Respondent's operations on July 25, 2005, and furnished Respondent with a report of the findings on October 10, 2005.
3. Respondent has failed to adequately respond to and address the findings as requested by the Division.
4. The Board of Directors has failed to establish and maintain appropriate financial controls over the charitable operations as evidenced by the following:
 - a. There are expenditures not related to fulfilling the charitable purpose of Sunrise;
 - b. There appear to be payments for work disguised as "benevolent donations"; and

c. Money raised for the charitable purpose is being used inappropriately to pay late fees and other charges associated with poor financial management.

5. Respondent failed to submit changes in information on file with the Division within the statutory deadlines.
6. Respondent failed to disclose relationships between officers, directors and employees as required on the Unified Registration Statement.

II.

Respondent, under the terms of this Consent Order and solely for the purpose of resolving the foregoing allegations, stipulates without a hearing to the matters set forth above in Paragraph I and hereby consents to the issuance of this Consent Order and further consents to and agrees to the undertakings contained herein, with no formal administrative hearing and determination of wrongdoing. Furthermore, the undersigned agent for the Respondent acknowledges that she/he has been lawfully vested with the authority to enter into this Consent Order on behalf of the Respondent.

III.

THEREFORE, in consideration of a final resolution of the matters set forth herein, the Division and Respondent hereby agree and stipulate as follows:

1. Respondent stipulates to the jurisdiction of the Division as to all matters contained herein under the authority of the Act and acknowledges that the issuance of this Consent Order is solely for the purpose of resolving the matters set forth herein.
2. The Division shall impose a penalty upon the Respondent in the amount of One Thousand Five Hundred Dollars (\$1,500.00). Respondent shall remit payment to the Division, payable to the "Mississippi Secretary of State" upon execution of this Order.
3. This Consent Order is in resolution of the matters contained herein. As a result of this Consent Order, the matters contained herein cannot be used as a basis for action by the Division except in determining any penalty as may be

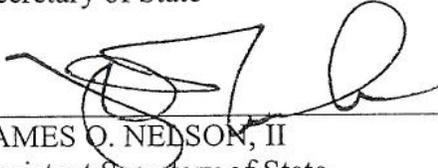
imposed by the Division for any future violations of the Act committed by the Respondent and as set forth below.

4. Respondent agrees to create a three (3) month action plan to address the deficiencies noted in the examination findings. Further, Respondents agrees to furnish said plans to the Division along with evidence of compliance with said plans.
5. Respondent agrees that it will comply with the provisions of the Mississippi Charitable Solicitations Act as currently in effect or as may be subsequently amended.

IV.

In the event Respondent fails or neglects to comply with any of the terms, stipulations or undertakings set forth in this Consent Order, the Division may, without notice to the Respondent, unilaterally rescind this Order and institute any legal or administrative proceedings it deems appropriate including, but not limited to, proceedings to address the matters set forth herein.

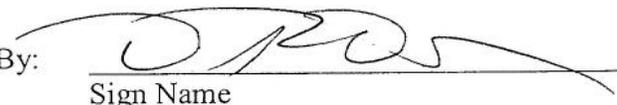
ERIC CLARK
Secretary of State

By: 

JAMES O. NELSON, II
Assistant Secretary of State

Date: 05/2/2006

SUNRISE THRIFT STORES, INC.

By: 

Sign Name

Print Name: David R. Donaldson

Title: President / CEO

Date: May 31, 2006

Patricia Melvin, MSB # 2865
Mississippi Secretary of State's Office
700 North Street
Post Office Box 136
Jackson, Mississippi 39205-0136
Tel. (601)359-1650
Fax. (601)359-1499