

BEFORE THE SECURITIES COMMISSIONER  
OF THE STATE OF DELAWARE

IN THE MATTER OF:

THOMAS GREER FIRESTONE, )  
an individual who resides )  
and works at 1110 Wynnbrook Road, ) Case No. 91-02-03  
Wilmington, DE 19809, )  
Respondent. )

CONSENT ORDER

WHEREAS, it has been alleged by the Division of Securities of the Department of Justice of the State of Delaware that:

1. On or about February 22, 1991 respondent induced Ms. , a Delaware resident, to execute an investment contract in violation of Sections 7303 and 7304 of the Delaware Securities Code. The offer and sale of the security occurred in the State of Delaware.
2. An investment contract is a security under 6 Del.C. Section 7302(a)(13).
3. Respondent did not register the security as is required by 6 Del.C. Section 7304.
4. To induce Ms. to execute the investment contract, respondent employed a "device, scheme, or artifice to defraud" and made "untrue statements" of material facts and omitted to state material facts "necessary in order to make the statements made, in light of the circumstances under which they (were) made, not misleading." 6 Del.C. Section 7303.
  - A. Under the terms of the investment agreement Ms. , a woman of modest means who never before had bought any securities, agreed, upon the advice and urging of respondent, to invest \$5,000 in a company known as American Car Care, Inc. ("American Car"). The agreement provided that she was to be paid 15% interest payable on the 25th of each month starting March 25, 1991.
  - B. On February 22, 1991 Ms. gave respondent a certified check in the amount of \$1,000 in partial payment of the agreed upon investment amount of \$5,000. By letter dated February 25, 1991 Respondent wrote to Ms. thanking her for being "an investor" and stating that although she was "guaranteed" 15% interest her "return will probably be more." Respondent

thereupon urged Ms. [redacted] to deposit promptly her second check in the amount of \$4,000 per the agreement. This letter was written on American Car stationery sporting the business address noted in paragraph 7 below.

- C. Ms. [redacted] stopped payment on the cashier's check. She sustained no losses as a result of the investment agreement.
- D. American Car was incorporated as a close corporation under Delaware law on February 19, 1986 for the ostensible purpose of creating a network of franchises dedicated to providing auto service to travelling members through participating service stations in a manner akin to the service provided by the American Automobile Association.
- E. Respondent was the registered agent of American Car. On March 1, 1989, Delaware's Secretary of State voided the corporate status of American Car for failure to pay taxes.
- F. The aforementioned investment agreement was typed on the letterhead of American Car and signed by Respondent on its behalf. The letterhead also indicated the company's place of business as 813 West Street, Wilmington, DE 19801. The Securities Division has learned that neither Respondent nor American Car has been a tenant of 813 West Street within the past five years.
- G. The failure of respondent to notify Ms. [redacted] that American Car was a defunct corporation, his failure to advise her that American Car had no history of earnings and no reasonable prospect of earnings in the immediate future, his emphasis on the fact that American Car would guarantee the safety of her investment, his reliance on American Car stationery in communications with Ms. [redacted] which erroneously or fraudulently indicated a business address of 813 West Street all tended to work a fraud or deceit against Ms. [redacted] in violation of 6 Del.C. Section 7303; and

WHEREAS, the Securities Commissioner for the State of Delaware issued an ORDER dated November 19, 1991 based, inter alia, on the above-allegations which required Respondent or anyone acting on his behalf "to cease and desist from offering or selling any security to any Delaware resident, and from offering investment advice or otherwise engaging in any securities-related activity in the State of Delaware";and

WHEREAS, Respondent acknowledges that he is entitled to a hearing in connection with the ORDER noted in the paragraph next preceding; and

WHEREAS, Respondent wishes to waive his right to that hearing and resolve this matter by consent; and

WHEREAS, Respondent neither admits nor denies the allegations contained herein.

WHEREAS, the Securities Commissioner ("Commissioner") finds that it is in the public interest to execute a Consent Order in connection with the instant matter:

NOW THEREFORE, it is hereby stipulated and ordered that:

1. Respondent, his employees, agents or anyone acting at his instruction or on his behalf, shall cease and desist from hereafter engaging in any violations of the Delaware Securities Code.

2. Respondent shall pay to the State of Delaware for the benefit of the Investor Protection Fund, 6 Del.C. Section 7329, a fine in the amount of \$250.00. This fine is payable in full no later than 60 days after the date this agreement is signed by the Commissioner.

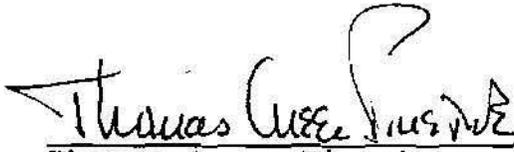
3. The Securities Division shall release forthwith to Respondent upon demand after proof of payment of the fine noted in the paragraph next preceding all items seized in consequence of a search warrant executed at  
on or around November 22, 1991.

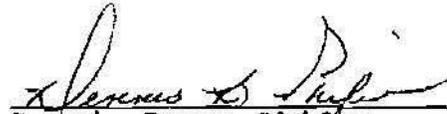
4. Because the Division of Securities ("Division") is presently unaware of any evidence that the allegations giving rise to the preceding Order were part of a continuing course of conduct, it agrees not to use this Order, or allegations contained in the Securities Commissioner's prior Order or accompanying Notice of Allegations, as a basis, directly or indirectly, for taking any further action against respondent under 6 Del.C. Section 7303, 7304, 7313, or 7316. The agreement contained in this paragraph shall be null and void in the event that the Division becomes aware of any conduct by respondent that constitutes a violation either of this Consent Order or of the Delaware Securities Act or the Delaware criminal code as it relates to 11 Del.C. Section 841 et seq.

5. Notwithstanding the foregoing, in the event that respondent seeks to register under 6 Del.C. Section 7314, nothing in this Consent Order shall be construed to prohibit the Commissioner from requiring respondent to post a reasonable bond

or from restricting respondent's discretionary authority over customer accounts.

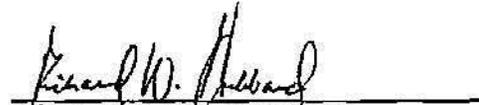
6. This Consent Order supersedes and vacates the Securities Commissioner's prior order dated November 19, 1991. It shall take effect immediately upon execution by the Securities Commissioner.

  
Thomas Greer Firestone  
Respondent  
Dated: 4/22/92

  
Dennis Bruce Phifer  
Deputy Attorney General  
Dated: April 2, 1992

  
Edmund Lyons, Esquire  
Attorney for Respondent Dated: 4/22/92

IT IS SO ORDERED this 22nd day of April, 1992.

  
Richard W. Hubbard  
Securities Commissioner