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**BEFORE THE DIVISION OF SECURITIES**  
**OF THE DEPARTMENT OF COMMERCE OF THE STATE OF UTAH**

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IN THE MATTER OF:

CITY LIPS COSMETICS, LLC;  
CITY LIPS MARKETING, LLC;  
JORY C. ALLEN  
CHAD D. WRIGHT  
**FRANK J. GILLEN;**

Respondents.

**SCHEDULING ORDER**

Docket No. SD-06-0068  
Docket No. SD-06-069  
Docket No. SD-06-0070  
Docket No. SD-06-0071  
**Docket No. SD-06-0072**

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IN THE MATTER OF:

**FRANK J. GILLEN**

Respondent.

**SCHEDULING ORDER**

**Docket No. SD-07-0009**

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On September 14, 2006, the Division issued an Order to Show Cause against Respondent Frank J. Gillen in connection with an action against City Lips Cosmetics and others. The hearing, initially set for October 31, 2006, was rescheduled to March 22, 2007 at the request of Respondent Gillen. Separately, on February 2, 2007, the Division issued an Order to Show Cause against Respondent Gillen alleging violations of Utah's securities law unrelated to the City Lips allegations. The hearing on the February 2007 Order to Show Cause was set for March 22, 2007.

At the hearing on March 22, 2007 the Division was represented by Jeff Buckner from the Attorney General's office and Jennifer Korb from the Division. Respondent Gillen was represented by Olivia Uitto of the law firm Skordas, Caston & Hyde. Counsel indicated that no answers had yet been filed in either of the cases.

A schedule was set for further proceedings in this case. After setting a schedule, the Division and Respondent Gillen indicated it would be most efficient to combine the allegations regarding both actions into one hearing as many of the witnesses would be the same.

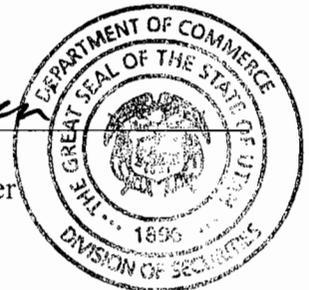
Accordingly, the following schedule applies to both actions pending against Respondent Gillen.

IT IS HEREBY ORDERED:

1. Respondent must file his answer(s) by April 6, 2007.
2. Discovery shall be exchanged by May 4, 2007.
3. Any dispositive motions, such as motions to dismiss or for summary judgment, shall be filed by June 8, 2007. If motions such as these are filed, the other party will have until June 22 to submit a response and the moving party will have until June 29 to file a reply. If a hearing is needed on the motions, one will be set in July.
4. By August 17, each side shall identify any expert witnesses it intends to use and provide the other side with a copy of the expert's report.
5. Each side shall provide the Presiding Officer and the other side, by August 31, with its list of hearing witnesses and those exhibits it intends to introduce at the hearing.
6. The parties indicated that they anticipate the hearing will last one day. The hearing will be held on September 11, 2007.

DATED this 22<sup>nd</sup> day of March, 2007.

  
WAYNE KLEIN  
Director, Presiding Officer



CERTIFICATE OF SERVICE

The undersigned certifies that on the 23<sup>rd</sup> day of March, 2007 copies of the foregoing Scheduling Order were served on the parties as follows:

Hand Delivered

Jeff Buckner  
Assistant Attorney General  
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**Counsel for the Division of Securities**

Jen Korb  
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Via U.S. Mail

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**Counsel for Respondent Gillen**

Ann Robinson