

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801) 530-6980

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

IN THE MATTER OF:

GREENMILL SERVICES, INC.;
MICHAEL PRESTON;
LEO WAGNER; and
RALPH DIFALCO;

Respondents.

NOTICE OF AGENCY ACTION

Docket No. SD-07-0005
Docket No. SD-07-0006
Docket No. SD-07-0007
Docket No. SD-07-0008

THE DIVISION OF SECURITIES TO THE ABOVE-NAMED RESPONDENTS:

The purpose of this Notice of Agency Action is to inform you that the Division hereby commences a formal adjudicative proceeding against you as of the date of the mailing of the Order to Show Cause. The authority and procedure by which this proceeding is commenced are provided by Utah Code Ann. §§ 63-46b-3 and 63-46b-6 through 11. The facts on which this action is based are set forth in the foregoing Order to Show Cause.

Within thirty (30) days of the mailing date of this notice, you are required to file an Answer with the Division. The Answer must include the information required by Utah Code § 63-46b-6 (1). In addition, you are required by § 63-46b-6 (3) to state: a) by paragraph, whether you admit or deny each allegation contained in the Order to Show Cause, including a detailed

explanation for any response other than an unqualified admission; b) any additional facts or documents which you assert are relevant in light of the allegations made; and c) any affirmative defenses (including exemptions or exceptions contained within the Utah Uniform Securities Act) which you assert are applicable. To the extent that factual allegations or allegations of violations contained in the Order to Show Cause are not disputed in your Answer, they will be deemed admitted.

Your Answer, and any future pleadings or filings that should be part of the official files in this matter, should be sent to the following:

Signed originals to:

Administrative Court Clerk
c/o Pam Radzinski
Division of Securities
160 E. 300 S., Second Floor
Box 146760
Salt Lake City, UT 84114-6760
(801) 530-6600

A copy to:

Jeff Buckner
Assistant Attorney General
160 E. 300 S., Fifth Floor
Box 140872
Salt Lake City, UT 84114-0872
(801) 366-0310

A hearing date has been set for Tuesday, April 1st, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah.

If you fail to file an Answer, as set forth herein, or fail to appear at the hearing, the Division of Securities may hold you in default, and a fine and other sanctions may be imposed against you in accordance with Utah Code Ann. § 63-46b-11, without the necessity of providing you with any further notice. In lieu of default, the Division may decide to proceed with the hearing under § 63-46b-10. At the hearing, you may appear and be heard and present evidence on your behalf. You may be represented by counsel during these proceedings.

The Administrative Law Judge will be J. Steven Eklund, Utah Department of Commerce, 160 East 300 South, P.O. Box 146701, Salt Lake City, UT 84114-6701, telephone (801) 530-6648. Questions regarding the Order to Show Cause and Notice of Agency Action should be directed to the Division's attorney, Jeff Buckner, at (801) 366-0310.

DATED this 5TH day of March, 2008.


THAD LEVAR
Acting Director, Division of Securities



Certificate of Mailing

I certify that on the 6TH day of MARCH, 2008, I mailed, by certified and regular mail, a true and correct copy of the Order to Show Cause and Notice of Agency Action to:

Leo Wagner
2436 Yates Ave.,
Bronx, NY 10469

Certified Mail # 7004 1160 0003 0195 6245

Pam Raszinski
Executive Secretary

Certificate of Mailing

I certify that on the 6TH day of MARCH, 2008, I mailed, by certified and regular mail, a true and correct copy of the Order to Show Cause and Notice of Agency Action to:

Leo Wagner
1726 Kaylee Road
Hummelstown, PA 17036

Certified Mail # 7004 1160 0003 01956252

Leo Wagner
C/O Lena Marina Wagner
819 Walnut Street
Erie, PA 16502

Certified Mail # 7004 1160 0003 01956269

Leo Wagner
C/O Len H. Kamdang, Attorney
Federal Defenders of New York Inc.
16 Court Street
Brooklyn, NY 11241

Certified Mail # 7004 1160 0003 01956276

PAM RABINER
Executive Secretary