

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

IN THE MATTER OF:

**H&H SERVICES, INC.,
STEVEN WAYNE HARKER,**

Respondents.

ORDER TO SHOW CAUSE

Docket No. 10-12-0021
Docket No. 10-12-0022

It appears to the Director of the Utah Division of Securities (Director) that H&H Services, Inc. and Steven Wayne Harker have engaged in acts and practices that violate the Utah Uniform Securities Act, Utah Code Ann. § 61-1-1, et seq. (the Act). Those acts are more fully described herein. Based upon information discovered in the course of the Utah Division of Securities' (Division) investigation of this matter, the Director issues this Order to Show Cause in accordance with the provisions of § 61-1-20(1) of the Act.

STATEMENT OF JURISDICTION

1. Jurisdiction over Respondents and the subject matter is appropriate because the Division alleges that they violated § 61-1-1 (securities fraud) of the Act while engaged in the offer

and sale of securities in or from Utah.

STATEMENT OF FACTS

THE RESPONDENTS

2. H&H Services, Inc., (H&H) is an Idaho corporation registered on April 8, 1986. Steven Wayne Harker is the director. H&H has never been licensed with the Division.
3. Steven Wayne Harker (Harker) was, at all relevant times, a resident of the State of Utah. Harker has never been licensed in the securities industry in any capacity.

GENERAL ALLEGATIONS

4. From August 2009 to September 2010, Respondents offered and sold investment contracts to investors, in or from Utah, and collected at least \$95,392.50.
5. Investment contracts are securities under the Act.
6. Respondents made material misstatements and omissions in connection with the offer and sale of securities to the investors below.
7. Investors lost \$85,000 of their principal.

INVESTORS T.G AND M.B.

8. T.G & M.B. met Harker as neighbors growing up.
9. On or about August 1, 2009, Harker began discussing FOREX investment opportunities with T.G. while both were at a funeral for T.G.'s father. At the funeral, T.G. made the following statements:

- a. Harker was aware T.G.'s father had set aside money for maintenance of the family cabin and T.G.'s father was dissatisfied with the rate of return he was getting at a bank.
 - b. Harker could place FOREX trades using those funds and get a higher rate of return.
10. After the funeral, T.G. shared the information with his sister, M.B.

First Investment

11. Between August and October 2009, T.G. and Harker had three or four telephone calls regarding investing in FOREX. Harker was in Utah at the time of the phone conversations. At least one of these conversations between T.G. and Harker included T.G.'s spouse, M.B., and M.B.'s spouse. During the conversations, Harker made the following statements about an investment with Harker:
- a. Harker had a consulting and trading company called H&H;
 - b. T.G. could invest funds with Harker for FOREX trading through H&H;
 - c. Harker worked as a consultant and trader for a FOREX company, Trading International;
 - d. Harker had been trading FOREX for a while;
 - e. FOREX trading involved buying and selling currencies;
 - f. Harker used a computer program to do the trading;

- g. Harker's son had invested approximately \$10,000 and had made a profit¹;
 - h. Investor funds had to remain in the account for one year;
 - i. Harker would provide monthly statements to T.G.;
 - j. When T.G. asked Harker about seeing disclaimers online about FOREX being high risk, Harker said T.G. would not lose his money and guaranteed, if nothing else, T.G. would get his principal returned; and
 - k. FOREX investing was safer than what people made it out to be.
12. Based on Harker's statements, T.G. and M.B. invested \$20,000 in H&H. On or about October 9, 2009, T.G.'s spouse deposited a check at a Zions Bank branch, located in Idaho Falls, ID, for \$20,000 made payable to H&H Services.
13. T.G. and M.B. did not receive any disclosure documentation prior to their investment.
14. H&H's bank account was held at the Zions Bank branch located at 225 South Main Street, Pleasant Grove, Utah 84062.
15. On or about October 10, 2009, T.G. received by email an unsigned document entitled Promissory Note from Harker.
16. Bank records show \$20,000 of T.G. and M.B.'s funds were used by Respondents in the following manner:

¹ T.G. recalls Harker stating the \$10,000 investment became \$15,000 within one year. M.B. recalls Harker stating the \$10,000 investment had doubled within a couple of months.

- a. \$5,511.52 paid to Harker's family members;;
- b. \$5,002.37 paid to Harker's personal bank account;
- c. \$57 paid to bank fees;
- d. \$7,383 paid to Security National and Security National Mortgage;
- e. \$716 paid to Discover;
- f. \$75 paid to Guardian Post;;
- g. \$500 paid to an unknown recipient;;
- h. \$590.11 paid to Barclays Bank; and
- i. \$165 paid to Shawn Branson.

Second Investment

17. In or about December 2009, T.G. had at least two phone conversations with Harker. During the conversations, Harker made the following statements:
 - a. The investment was going well;
 - b. The funds were earning interest;
 - c. Harker was getting another pool of money together to invest and inquired whether T.G. wanted to invest additional funds; and
 - d. The more T.G. invested, the more T.G. would earn.
18. Based on this conversation and Harker's previous statements, T.G. and M.B. invested an additional \$20,000 in H&H. On or about January 29, 2010, T.G.'s spouse deposited a check

at a Zions Bank branch, located in Idaho Falls, ID, for \$20,000 made payable to H&H Services.

19. T.G. and M.B. did not receive any disclosure documentation prior to their additional investment.
20. H&H's bank account was held at the Zions Bank branch located at 225 South Main Street, Pleasant Grove, Utah 84062.
21. On or about March 6, 2010, T.G. received by email an unsigned document entitled Promissory Note from Harker.
22. Bank records show \$20,000 of T.G. and M.B.'s funds were used by Respondents in the following manner:
 - a. \$186.72 paid to personal dining expenses;
 - b. \$762.20 paid to personal retail expenses
 - c. \$5,420.95 paid to Harker's family members;
 - d. \$5,030 paid to Harker's personal account;
 - e. \$3,000 paid to other accounts;
 - f. \$300 paid to Morty's Landscaping;
 - g. \$18.04 paid to Ridley's;
 - h. \$450 paid to T-Mobile;
 - i. \$509 paid to Discover;

- j. \$225.55 paid to Mas Computers;
 - k. \$77 paid to Guardian Post;
 - l. \$2,500 paid to Security National;
 - m. \$252 paid to Cuc/Int Med;
 - n. \$481.08 paid to Barclays Bank;
 - o. \$414.95 paid to Citicards;
 - p. \$19.50 paid to bank fees; and
 - q. \$303 paid to ATM withdrawal.
23. T.G. and M.B. received no payments from Harker.
24. Harker and H&H still owe T.G. and M.B. \$40,000 in principal alone.

INVESTORS M.S. AND S.S.

25. M.S. and S.S. knew Harker through family.
26. In early December 2009, M.S. called Harker to set up a meeting.
27. On or about December 15, 2009, Harker met with M.S. and S.S. in their home in Taylorsville, Utah. Harker showed M.S. and S.S. a computer program which purportedly tracked and displayed real-time changes in FOREX prices. Harker stated the information displayed by the computer program is what banks saw when they traded FOREX.
28. During the meeting, Harker made the following statements about an investment with Harker:
- a. Banks traded FOREX all the time;

- b. Harker had a program that gave him the same information banks used to trade FOREX;
 - c. The spread between currency values were called PIPs;
 - d. Harker could make the PIP spread multiplied by \$50 [sic] on any given transaction;
 - e. Harker preferred a conservative approach, focusing on smaller spreads;
 - f. Harker only put 1% of the money at risk in any particular transaction;
 - g. The investment was guaranteed not to lose money;
 - h. Harker had used either his own funds or his father's funds to trade, and had made a substantial return on the money;
 - i. M.S. and S.S. could make more money with Harker than by leaving the money in the bank;
 - j. The minimum investment was \$5,000;
 - k. Invested funds had to remain invested for six months and could be liquidated after the six-month period;
 - l. Harker would split the profits 50/50 with M.S. and S.S; and
 - m. Harker had other investors.
29. Based on Harker's statements, M.S. and S.S. invested \$5,000 with Harker. On or about December 17, 2009, M.S. executed a Zions Bank intrabank transfer for \$5,000 to an H&H account.

30. M.S. and S.S. never received any disclosure documentation or memorialization of their investment.
31. Bank records show M.S. and S.S.'s investment funds were used by Respondents in the following manner:
 - a. \$2,297.63 paid to Harker's personal account;
 - b. \$2,000 paid to a cash withdrawal;
 - c. \$700 paid to National Security; and
 - d. \$2.37 paid to Citicards.
32. M.S. and S.S. received no payments from Respondents.
33. Harker and H&H still owe M.S. and S.S. \$5,000 in principal alone.

INVESTORS L.J.

34. L.J. met Harker at a meeting at L.J.'s office in Idaho Falls, Idaho in or about December 2009.
35. At the meeting Harker presented a program on a laptop computer to show how Harker traded currencies.
36. During the meeting, Harker made the following statements about an investment with Harker:
 - a. The trading program traded FOREX automatically;
 - b. Banks bought blocks of currencies, sold off some of the excesses, and Harker's program bought the excesses;
 - c. The value of currencies changed throughout the day and the computer program made

profits by trading the currencies on the price differences;

- d. Harker was attempting to raise \$500,000 in order to purchase larger blocks of currency;
- e. Harker had the potential to double investment funds in about one year;
- f. Harker would accept lesser investment amounts, but it would be less efficient;
- g. Harker would keep 50% of profits;
- h. When asked how “legit” the investment was, Harker responded it was “legit” because the funds would be used to buy currency from banks;
- i. Investment funds could be withdrawn at any time but Harker stated he would like the funds to remain invested for at least six months;
- j. Harker would take one to two weeks to sell positions in order to withdraw funds;
- k. Harker worked for an investment company;
- l. Harker said he had partners, although his partners would not be investing; and
- m. When asked if Harker was investing his own money, Harker responded he did not have any money to invest.

37. On or about December 26, 2009, L.J. met Harker at a building in Salt Lake County, Utah to see Harker’s place of business before investing. Instead of an investment firm, the facility housed computer mainframes. Harker showed L.J. the computers and did some work on the system but did not discuss the investment.

38. Based on Harker's statements L.J. invested \$5,000 with Harker. On or about December 26, 2009, while in the building in Salt Lake County, Utah, L.J. handed Harker a check for \$5,000 made out to H&H Services.
39. L.J. never received any disclosure documentation or memorialization of their investment.
40. Bank records show L.J.'s investment funds were used by Respondents in the following manner:
 - a. \$1,960 paid to Harker's family members;
 - b. \$1,745.37 paid to Harker's personal account;
 - c. \$497.63 paid to Citicards;
 - d. \$480 paid to Discover;
 - e. \$7 paid to bank fees; and
 - f. \$310 paid to Barclay Bank.
41. Shortly after investing, L.J. heard through others that more investment funds were needed to "get the ball rolling."
42. L.J. called Harker regarding investing additional funds and to obtain an address where the new check could be sent.
43. L.J. asked Harker if an additional \$25,000 would "get the ball rolling" and Harker stated it would and provided L.J. a Utah address where he could send the check.
44. Based on Harker's statements, L.J. invested an additional \$25,000 in H&H. On or about

January 14, 2010, L.J. mailed a check made to H&H Services to a Utah address provided by Harker.

45. Bank records show L.J.'s second investment funds were deposited with another investor's \$5,000 and the combined \$30,000 was used by Respondents in the following manner:
- a. \$13,880.95 paid to Harker's family members;
 - b. \$8,954.63 paid to Harker's personal account;
 - c. \$200 paid to T-Mobile;
 - d. \$5,000 paid to Security National;
 - e. \$357.42 paid to Kapp's European;
 - f. \$7 paid to bank fees;
 - g. \$500 paid to Citicards;
 - h. \$500 paid to tithing to Harker's church; and
 - i. \$600 paid to Barclays Bank.
46. L.J. received no payments from Respondents.
47. Harker and H&H still owe L.J. \$30,000 in principal alone.

INVESTORS G.M.

48. G.M. met Harker through a mutual friend, Ron Parr.
49. G.M. and Ron Parr had two or three conversations about Harker and Harker's FOREX trading program.

50. In or about April 2010, G.M. met with Harker two or three times in Utah County, Utah, approximately within one week.
51. During these conversations Harker discussed an opportunity to invest in FOREX through H&H.
52. During the meetings, Harker made the following statements about an investment with Harker:
 - a. G.M. could invest in FOREX trading through H&H;
 - b. Harker had previously serviced computers for a FOREX company;
 - c. A few associates broke away from the company and began to develop their own FOREX program, which took a couple of years to make foolproof;
 - d. Any funds G.M. invested would be pooled with other investor funds in a FOREX trading account;
 - e. There was a substantial amount of money involved;
 - f. Harker had been investing successfully for just over six months;
 - g. None of the investor funds had been lost;
 - h. The investment was 100% safe and foolproof;
 - i. G.M.'s investment would increase at a rate of 2.8% to 10% per month and the profits would be compounded;
 - j. Harker would take a percentage of the profits made from trading;

- k. G.M. could get his money back within thirty days of a request;
 - l. When G.M. asked about contacting previous investors as a reference, Harker stated he did not want to provide that information, because he wanted to keep investor information confidential; and
 - m. When G.M. asked to have access to the trading accounts in order to monitor his investment, Harker stated he was unsure he could grant G.M. access, but offered G.M. a monthly account statement of his funds each month.
53. Based on Harker's statements, G.M. invested thirteen troy ounce gold coins with Harker. On or about April 28, 2010, while at G.M.'s office in Spanish Fork, Utah, G.M. gave Harker the coins and agreed the coins were worth \$15,392.50, based on spot trading for gold at the time. Harker signed a receipt in G.M.'s presence agreeing to the value of the gold.
54. G.M. never received any disclosure documentation or memorialization of their investment.
55. Bank records show Respondents deposited a check for \$10,000 from Monarch Coin Corporation into an H&H account and was used in the following manner:
- a. \$74 paid to personal dining expenses;
 - b. \$552.20 paid to personal retail expenses;
 - c. \$1,020 paid to Harker's family members;
 - d. \$1,000 paid to Harker's personal account;
 - e. \$1,798.33 paid to various account transfers;

- f. \$200 paid to T-Mobile;
 - g. \$5,000 paid to National Security;
 - h. \$50.04 paid to Texaco;
 - i. \$300 paid to SCR; and
 - j. \$5.71 paid to bank fees.
56. On or about September 6, 2010, Harker went to G.M.'s office in Spanish Fork, UT and told G.M. he was putting together a new group of investors that would allow Harker to trade investor funds in FOREX more aggressively, as Harker had been doing with G.M.'s funds. Harker stated G.M. could invest an additional \$10,000, which would help Harker increase the profit he could earn each month through trading.
57. Based on Harker's statements, G.M. invested an additional \$10,000 with Harker. On or about September 8, 2010, while at G.M.'s office in Spanish Fork, Utah, G.M. handed Harker a check for \$10,000 made payable to H&H Services.
58. Bank records show G.M.'s investment funds were used by Respondents in the following manner:
- a. \$61 paid to personal dining expenses;
 - b. \$196.27 paid to personal retail expenses;
 - c. \$6,350.71 paid to cash withdrawals;
 - d. \$261.63 paid to Comcast;

- e. \$2,500 paid to Security National;
 - f. \$30.06 paid to FJ AFS;
 - g. \$173.86 paid to Freeliflife International;
 - h. \$120 paid to Scott Trade;
 - i. \$50 paid to bank fees;
 - j. \$41.03 paid to Harts;
 - k. \$12.17 paid to Godaddy.com; and
 - l. \$203.59 paid to Barclays Bank.
59. G.M. received \$10,000 in payments from Respondents.
60. Harker and H&H still owe G.M. \$15,392.50 in principal alone.

CAUSES OF ACTION

Securities Fraud under § 61-1-1 of the Act

61. The Division incorporates and re-alleges paragraphs 1 through 60.
62. The investment opportunities offered and sold by Respondents are securities under § 61-1-13 of the Act.
63. In connection with the offer and sale of a security to the investors, Respondents, directly or indirectly, made false statements, including, but not limited to, the following:
- a. T.G. and M.B. would not lose their investment and Harker guaranteed, if nothing else, investors would get their principal returned, when in fact, Harker had no

reasonable basis to make this statement;

- b. The investment bore little to no risk, when in fact, Harker had no reasonable basis to make this statement;
 - c. The investment was guaranteed to not lose money, when in fact, Harker had no reasonable basis to make this statement;
 - d. The investment was “100% safe,” when in fact, Harker had no reasonable basis to make this statement;
 - e. Prior to a second investment, Harker stated T.G and M.B.’s original investment funds were invested and earning interest, when in fact, Harker had not invested any of T.G. and M.B.’s funds in FOREX trading accounts;
 - f. T.G. and M.B.’s investment funds would be used to make FOREX trades, when in fact, funds were used to pay other individuals and Harker’s personal expenses;
 - g. No investor funds had been lost, when in fact, Harker had used prior investor funds to pay other individuals and Harker’s personal expenses; and
 - h. Prior to a second investment, Harker told G.M his investment was doing well and better than other investor funds, due to the aggressive strategy Harker was using with G.M.’s funds, when in fact, none of G.M.’s funds were invested in FOREX trading accounts.
64. In connection with the offer and sale of a security to the investors, Respondents, directly or

indirectly, failed to disclose material information, including, but not limited to, the following, which was necessary in order to make statements made not misleading:

- a. Harker's training, experience, or performance history in FOREX trading;
- b. If Harker would compensate himself out of investor funds;
- c. How much of Harker's own funds, if any, Harker would contribute to the pooled investor funds to be traded on;
- d. Harker had collected funds from investors for FOREX trading and had not used those funds for FOREX trades;
- e. Harker had used investor funds for unauthorized personal expenses;
- f. Harker had filed for Ch. 13 bankruptcy in 1997²;
- g. Harker had filed for Ch. 7 bankruptcy in 1998³;
- h. Harker had filed for Ch. 13 bankruptcy in 2000⁴; and
- i. Some or all of the information typically provided in an offering circular or prospectus regarding H&H and Harker, such as:
 - i. Financial statements;
 - ii. Corporate purpose and other information about H&H;
 - iii. Risk factors, including risk of loss;

² *In re Harker*, Case No. 97-40735-JDP (Bankr. D. Idaho 1997).

³ *In re Harker* Case No. 98-40568-JDP (Bankr. D. Idaho 1998).

- iv. Qualifications and backgrounds of H&H's principals;
- v. The involvement of Harker and H&H's principals in legal proceedings;
- vi. The number of investors;
- vii. Total amount of investor funds raised;
- viii. Track record with other investors;
- ix. Suitability factors for the investment;
- x. Nature of competition;
- xi. Whether the investment was a registered security or exempt from registration;
and
- xii. Whether Respondents were licensed to sell securities or trade FOREX for
others.

ORDER

The Director, pursuant to § 61-1-20 of the Act, hereby orders Respondents to appear at a formal hearing to be conducted in accordance with Utah Code Ann. § 63G-4-202, -204 through -208, and held before the Utah Division of Securities. The hearing will occur on Wednesday, May 2, 2012, 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. The purpose of the hearing is to establish a scheduling order and address any preliminary matters. If Respondents fail to file an

⁴ *In re Harker* Case No. 00-40415-JDP (Bankr. D. Idaho 2000).

answer and appear at the hearing, the Division of Securities may hold Respondents in default, and a fine may be imposed in accordance with Utah Code Ann. § 63G-4-209. In lieu of default, the Division may decide to proceed with the hearing under § 63G-4-208. At the hearing, Respondents may show cause, if any they have:

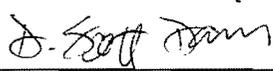
- a. Why Respondents should not be found to have engaged in the violations alleged by the Division in this Order to Show Cause;
- b. Why Respondents should not be ordered to cease and desist from engaging in any further conduct in violation of Utah Code Ann. § 61-1-1, or any other section of the Act;
- c. Why Respondents should not be barred from (i) associating with any broker-dealer or investment adviser licensed in Utah; (ii) acting as an agent for any issuer soliciting investor funds in Utah, and (iii) from being licensed in any capacity in the securities industry in Utah; and
- d. Why Respondents should not be ordered to pay to the Division a fine amount to be determined by stipulation or by the presiding officer after a hearing in accordance with the provisions of Utah Admin. Rule R164-31-1, which may be reduced by restitution paid to the investors.

DATED this 28th day of March, 2012.


KEITH WOOD
Director, Utah Division of Securities



Approved:



D. SCOTT DAVIS
Assistant Attorney General
J.N.

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
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**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

**H&H SERVICES, INC.,
STEVEN WAYNE HARKER,**

Respondents.

NOTICE OF AGENCY ACTION

Docket No.

Docket No.

11-12-1021
11-12-1022

THE DIVISION OF SECURITIES TO THE ABOVE-NAMED RESPONDENTS:

You are hereby notified that agency action in the form of an adjudicative proceeding has been commenced against you by the Utah Division of Securities (Division). The adjudicative proceeding is to be formal and will be conducted according to statute and rule. See Utah Code Ann. § 63G-4-201 and 63G-4-204 through -209; see also Utah Admin. Code R151-4-101, *et seq.* The facts on which this action is based are set forth in the accompanying Order to Show Cause. The legal authority under which this formal adjudicative proceeding is to be maintained is Utah Code Ann. § 61-1-20. You may be represented by counsel or you may represent yourself in this proceeding. Utah Admin. Code R151-4-110.

You must file a written response with the Division within thirty (30) days of the mailing date of this Notice. Your response must be in writing and signed by you or your representative. Your

response must include the file number and name of the adjudicative proceeding, your version of the facts, a statement of what relief you seek, and a statement summarizing why the relief you seek should be granted. Utah Code Ann. § 63G-4-204(1). In addition, pursuant to Utah Code Ann. § 63G-4-204(3), the presiding officer requires that your response:

- (a) admit or deny the allegations in each numbered paragraph of the Order to Show Cause, including a detailed explanation for any response other than an unqualified admission. Allegations in the Order to Show Cause not specifically denied are deemed admitted;
- (b) identify any additional facts or documents which you assert are relevant in light of the allegations made; and
- (c) state in short and plain terms your defenses to each allegation in the Order to Show Cause, including affirmative defenses, that were applicable at the time of the conduct (including exemptions or exceptions contained within the Utah Uniform Securities Act).

Your response, 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 Julie Price
Utah Division of Securities
160 E. 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
(801) 530-6600

A copy to:

D. Scott Davis
Assistant Attorney General
Utah Division of Securities
160 East 300 South, 5th Floor
Salt Lake City, UT 84114-0872
(801) 366-0358

An initial hearing in this matter is set for **May 2, 2012** at the Division of Securities, 2nd Floor,

160 E. 300 S., Salt Lake City, Utah, at **9:00 A.M.** The purpose of the initial hearing is to enter a scheduling order addressing discovery, disclosure, and other deadlines, including pre-hearing motions, and to set a hearing date to adjudicate the matter alleged in the Order to Show Cause.

If you fail to file a response, as described above, or fail to appear at any hearing that is set, the presiding officer may enter a default order against you without any further notice. Utah Code Ann. § 63G-4-209; Utah Admin. Code R151-4-710(2). After issuing the default order, the presiding officer may grant the relief sought against you in the Order to Show Cause, and will conduct any further proceedings necessary to complete the adjudicative proceeding without your participation and will determine all issues in the proceeding. Utah Code Ann. § 63G-4-209(4). In the alternative, the Division may proceed with a hearing under § 63G-4-208.

The Administrative Law Judge will be Angela Hendricks, Utah Department of Commerce, 160 East 300 South, P.O. Box 146701, Salt Lake City, UT 84114-6701, telephone (801) 530-6035. This adjudicative proceeding will be heard by Ms. Hendricks and the Utah Securities Commission. You may appear and be heard and present evidence on your behalf at any such hearings.

You may attempt to negotiate a settlement of the matter without filing a response or proceeding to hearing. To do so, please contact the Utah Attorney General's Office. Questions regarding the Order to Show Cause should be directed to D. Scott Davis, Assistant Attorney General, 160 E. 300 South, 5th Floor, Box 140872, Salt Lake City, UT 84114-0872, Tel. No. (801) 366-0358.

Dated this 28th day of March, 2012


Keith M. Woodwell
Director, Division of Securities

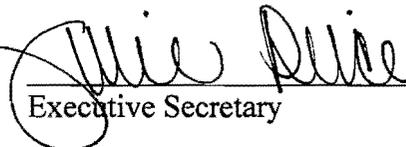


Certificate of Mailing

I certify that on the 29 day of March, 2012, I mailed, by certified mail, a true and correct copy of the Notice of Agency Action and Order to Show Cause to:

H&H Services, Inc.
Steven Wayne Harker
12 West 1780 North
Orem, UT 84057

Certified Mail # 7007 0220 0001 0000 7025


Executive Secretary