

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)	
)	
ROBERT HAMMOND WILKINS)	ADMINISTRATIVE ORDER
MICHAEL MURPHY RUSSO)	NO.CD-2003-0001A
STEVE SAMPLE)	
WESLEY EARL YARBROUGH)	
GRADY ROLAND CHRISTIAN)	
DONALD E GRAHAM)	
AUTOUTLET, INC.)	
COMPU-FILTER, INC.)	
WILKINS MANAGEMENT)	
GROUP, INC.)	
RECLAIM SOUTHERN)	
RESOURCES, INC.)	
RUSSO & ASSOCIATES)	
ARIZONA ESCROW & FINANCIAL)	
CORPORATION)	
)	
<u>RESPONDENTS</u>)	

AMENDED CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offer and sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. RESPONDENT ROBERT HAMMOND WILKINS (RESPONDENT "WILKINS") is represented to be the President/owner of RESPONDENTS AUTOUTLET, INC., COMPU-FILTER, INC., WILKINS MANAGEMENT GROUP, INC., and RECLAIM SOUTHERN RESOURCES, INC., with a business address of 7721-C Airport Blvd., Mobile, AL 36608. RESPONDENT WILKINS also had business addresses of 1200 Beacon Lane, Mobile, AL 36693, 813 Downtowner

Boulevard, Suite-D, Mobile, AL 36609, 813 Downtowner Boulevard, Suite-F, Mobile, AL 36609, and P. O. Box 93, Stockton, AL 36579.

2. RESPONDENT MICHAEL MURPHY RUSSO (RESPONDENT "RUSSO"), is represented to be the president of RESPONDENT RUSSO & ASSOCIATES, with a business address of 1318 Alford Avenue, Suite-101, Birmingham, AL 35226. RESPONDENT RUSSO also has a home address of 6200 Lupne Circle, McCalla, AL 35111.

3. RESPONDENT STEVE SAMPLE (RESPONDENT "SAMPLE"), is represented to be an agent of RESPONDENT RUSSO & ASSOCIATES, with a business address of 1318 Alford Avenue, Suite-101, Birmingham, AL 35226. RESPONDENT SAMPLE also has a home address of 1020 Ski Lodge, Apartment-3, Birmingham, AL 35209.

4. RESPONDENT WESLEY EARL YARBROUGH (RESPONDENT "YARBROUGH"), is represented to be an agent of RESPONDENT RUSSO & ASSOCIATES, with a business address of 1318 Alford Avenue, Suite-101, Birmingham, AL 35226. RESPONDENT YARBROUGH also has a home address of 3237, Monte D'oro Drive, Birmingham, AL 35216.

5. RESPONDENT GRADY ROLAND CHRISTIAN (RESPONDENT "CHRISTIAN"), is represented to be an agent of RESPONDENT RUSSO & ASSOCIATES, with a business address of 1318 Alford Avenue, Suite-101, Birmingham, AL 35226. RESPONDENT CHRISTIAN also has a home address of 1432 Dogwood Ridge Road, Jasper, AL 35504.

6. RESPONDENT DONALD E. GRAHAM (RESPONDENT "GRAHAM") is represented to be the president of RESPONDENT ARIZONA ESCROW & FINANCIAL CORPORATION, (RESPONDENT "ARIZONA ESCROW"), with a business address of 3700 24th Street, Suite-130, Phoenix, AZ 85016.

7. RESPONDENT AUTOUTLET, INC. (RESPONDENT "AUTOUTLET"), is represented to be an Alabama corporation with a business address of 7721-C Airport Blvd., Mobile, AL 36608. RESPONDENT AUTOUTLET also has a business address of 1200 Beacon Lane, Mobile, AL 36693.

8. RESPONDENT COMPU-FILTER, INC. (RESPONDENT "COMPU-FILTER"), is represented to be a subsidiary of RESPONDENT AUTOUTLET with a business address of 813 Downtowner Boulevard, Suite-D, Mobile, AL 36609.

9. RESPONDENT WILKINS MANAGEMENT GROUP, INC. (RESPONDENT "WILKINS MANAGEMENT"), is represented to be a subsidiary of RESPONDENT AUTOUTLET with a business address of 7721-C Airport Blvd., Mobile, AL 36608. RESPONDENT WILKINS MANAGEMENT also has a business of 1200 Beacon Lane, Mobile, AL 36693.

10. RESPONDENT RECLAIM SOUTHERN RESOURCES, INC. (RESPONDENT "RECLAIM SOUTHERN"), is represented to be a subsidiary of RESPONDENT AUTOUTLET with a business address of 813 Downtowner Boulevard, Suite-F, Mobile, AL 36609. RESPONDENT RECLAIM SOUTHERN also has a business of P. O. Box 93, Stockton, AL 36579.

11. RESPONDENT RUSSO & ASSOCIATES, is represented to be an Alabama corporation with a business address of 1318 Alford Avenue, Suite-101, Birmingham, AL 35226.

12. RESPONDENT ARIZONA ESCROW & FINANCIAL CORPORATION (RESPONDENT "ARIZONA ESCROW"), is represented to be an Arizona corporation with a business address of 3700 24TH Street, Suite-130, Phoenix, AZ 85016.

13. The Commission is in receipt of information that RESPONDENTS WILKINS, RUSSO, SAMPLE, YARBROUGH, and CHRISTIAN engaged in the offer and/or sale of investment contracts involving interests in the promissory note loan programs of RESPONDENTS AUTOOUTLET, COMPU-FILTER, WILKINS MANAGEMENT, RECLAIM SOUTHERN, and RUSSO & ASSOCIATES, to Alabama residents, that were neither registered nor exempt from registration in the state of Alabama. Further, that RESPONDENTS RUSSO & ASSOCIATES, RUSSO, SAMPLE, YARBROUGH, CHRISTIAN, GRAHAM, and ARIZONA ESCROW engaged in an act, practice, or course of business to defraud by omitting to disclose to potential investor that RESPONDENT AUTOOUTLET WAS HAVING CASH FLOW PROBLEMS, BY STOPPING INTEREST PAYMENTS TO Alabama resident prior to the time specified in their investment contracts, and by failing to reimburse investors their initial investment funds with accrued interest upon their request as specified in their investment contracts.

14. Review of the files of the Commission, disclosed no record of registration of RESPONDENTS WILKINS, SAMPLE, AUTOOUTLET, COMPU-FILTER, WILKINS MANAGEMENT, RECLAIM SOUTHERN, or RUSSO & ASSOCIATES, as securities agents or dealers in the state of Alabama.

15. Review of the files of the Commission, disclosed that on June 28, 1995, the Commission approved RESPONDENT RUSSO's registration as an agent with United Securities Alliance, Inc. On December 31, 1998, the Commission voluntarily terminated RESPONDENT RUSSO's registration as an agent with United Securities Alliance, Inc.

16. Review of the files of the Commission, disclosed that during May, 1990, the Commission approved RESPONDENT YARBROUGH's registration as an agent with Protective Equity Services, Inc. On December 31, 1994, the

Commission voluntarily terminated RESPONDENT YARBROUGH's registration as an agent with Protective Equity Services, Inc.

17. Review of the files of the Commission, disclosed that on August 14, 1995, the Commission approved RESPONDENT CHRISTAIN's registration as an agent with United Securities Alliance, Inc. On May 17, 1998, the Commission voluntarily terminated RESPONDENT CHRISTAIN's registration as an agent with United Securities Alliance, Inc. On March 5, 2001, the Commission approved RESPONDENT CHRISTAIN's registration as an agent with consumer Concepts Investments, Inc.

18. Review of the files of the Commission, disclosed no record of registration, or exemption from registration, of the securities of RESPONDENTS AUTOUTLET, COMPU-FILTER, WILKINS MANAGEMENT, and RECLAIM SOUTHERN.

19. The Commission is in receipt of information that RESPONDENT GRAHAM and ARIZONA ESCROW entered into an escrow agreement with RESPONDENT AUTOUTLET to receive investor's funds from RESPONDENT WILKINS.

CONCLUSIONS OF LAW

20. RESPONDENTS WILKINS, SAMPLE, AUTOUTLET, COMPU-FILTER, WILKINS MANAGEMENT, RECLAIM SOUTHERN, and RUSSO & ASSOCIATES, are not registered as securities agents or dealers in the state of Alabama.

21. Transacting business in the State of Alabama as a securities agent or dealer while unregistered is a violation § 8-6-3(a), Code of Alabama, 1975.

22. The securities of RESPONDENTS AUTOUTLET, COMPU-FILTER, WILKINS MANAGEMENT, and RECLAIM SOUTHERN, offered and/or sold by RESPONDENTS WILKINS, RUSSO, SAMPLE, YARBROUGH, and CHRISTIAN, as set forth in paragraph 14, above, are not registered, nor exempt from registration in the state of Alabama.

23. The sale of unregistered, non-exempt securities into, within, or from the state of Alabama is a violation of § 8-6-4, Code of Alabama, 1975.

24. RESPONDENTS RUSSO & ASSOCIATES, RUSSO, SAMPLE, YARBROUGH, CHRISTIAN, GRAHAM, and ARIZONA ESCROW acted to defraud residents Alabama out of their investment funds by omitting to disclose to potential investors that RESPONDENT AUTOUTLET was having cash flow problems, by stopping interest payments to Alabama residents prior to the time specified in their investment contracts, and by failing to reimburse investors their initial investment funds with accrued interest upon their request as specified in their investment contracts.

25. Engaging in any act, practice or course of business, which operates or would operate as a fraud or deceit upon a person in the state of Alabama is a violation of § 8-6-17 (a)(3), Code of Alabama, 1975.

26. This Order is amended as a result of the following:

An Informal Hearing was held at the offices of the Alabama Securities Commission on May 21, 2003. Evidence was presented to reflect that Respondent Graham acted solely as an escrow agent operating as Arizona Escrow & Financial Corporation in receiving investor's funds from Reclaim Southern Resources, Inc., and AutOutlet, In., (Respondents herein) and did not actively participate in the solicitation of the investment contracts involving sales of interests in the promissory note program. As a result of this information the

Commission finds that while the Order listing Graham and Arizona Escrow & Financial Corporation as Respondents should remain in full force and effect, due to their knowledge that unregistered securities were being solicited, the Order is amended to reflect that Respondents Graham and Arizona Escrow & Financial Corporation did not participate in the solicitation of investors into the promissory note investment program.

ACCORDINGLY, IT IS HEREBY ORDERED that, RESPONDENTS ROBERT HAMMOND WILKINS, MICHAEL MURPHY RUSSO, STEVE SAMPLE, WESLEY EARL YARBROUGH, GRADY ROLAND CHRISTIAN, DONALD E. GRAHAM, AUTOUTLET, INC., COMPU-FILTER, INC., WILKINS MANAGEMENT GROUP, INC., RECLAIM SOUTHERN RESOURCES, INC., RUSSO & ASSOCIATES, and ARIZONA ESCROW & FINANCIAL CORPORATION, immediately CEASE AND DESIST from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 1st day of August, 2003.

Alabama Securities Commission
770 Washington Avenue, Suite 570
Montgomery, Alabama 36130-4700



BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over a horizontal line.

JOSEPH P. BORG
Director