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STATE AUDITOR
HELENA, MONTANA
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Attorney for Securities Department

BEFORE THE STATE AUDITOR,
EX-OFFICIO COMMISSIONER OF SECURITIES FOR MONTANA

IN THE MATTER OF:)
)
) CASE NO.: C-08-07-06-235
JAMES A. ANDREWS, JR., individually)
40692 N. Ancona Court)
Queen Creek, AZ 85242;)
)
) CONSENT AGREEMENT
INVESTX, Inc., an Arizona corporation)
40692 N. Ancona Court)
Queen Creek, AZ 85242)
)
)
Respondents.)

This Consent Agreement dated this 25th day of ~~June~~ ^{Oct.} 2007, between the Montana Securities Department ("Department"), acting pursuant to the authority of Securities Act of Montana, § 30-10-101 et seq. Montana Code Annotated (the "Act") and James A. Andrews, Jr. (Andrews) and InvestX, Inc (InvestX).

RECITALS

WHEREAS, the Securities Department (Department) issued a Notice of Proposed Agency Disciplinary Action and Opportunity for Hearing (Action) on or about April 25, 2007, alleging violations of the Montana Securities Act and a Temporary Cease and Desist Order on or about April 26, 2007;

WHEREAS, the Department performed an investigation of information provided to it by the alleged victim in this case that represent the basis for its claims against Andrews and InvestX as asserted in this Action; and

WHEREAS, the Department and Andrews and InvestX agree that the parties' best interests would be served by dismissing the Action and entering into the following specific agreement and undertakings set forth below.

NOW THEREFORE, in consideration of the mutual undertakings established herein, the Department and Andrews and InvestX, as the parties hereto, enter into the following:

AGREEMENT

A. Andrews and InvestX hereby stipulate and consent to the following:

1. The temporary Cease and Desist Order shall become permanent without further action by the Department or Commissioner.
2. Andrews shall pay restitution in an amount \$147,252.90, in equal \$818.72 monthly installments for a period of fifteen (15) years to Complainant.
3. Andrews and InvestX shall provide a personal financial statement within seven days of signing this agreement.
4. Andrews shall be permanently barred from applying for a securities salesperson registration or registration as an investment advisor or investment advisor representative.
5. Andrews and InvestX shall pay a fine of \$25,000 in equal \$8,333.33 annual installments for a period of three (3) years to the State of Montana with the first payment due May 31, 2008.
The amount of fine will be reduced annually by the corresponding amount of restitution paid in the previous twelve (12) months.

6. Andrews and InvestX shall abide by the provisions of the Montana Securities Act and the rules and regulations promulgated in support of those laws.

B. The Commissioner agrees and stipulates to the following:

1. Upon signing this notarized consent agreement, the Commissioner shall dismiss this case, with prejudice, with respect to the allegations against Andrews and InvestX.

C. The parties agree and stipulate as follows:

1. The Statute of Limitation is tolled for five (5) years from the date of consummation of this consent agreement with regard to the allegations set forth above. In the event either Andrews or InvestX violates the terms of this consent agreement or violates securities laws of any other state during the five year period, Andrews and/or InvestX shall pay a fine to the State Auditor's Office in the amount of \$75,000.

2. Any complaints brought to the Commissioner after the signing of this Agreement that contain allegations of illegal acts by Andrews or InvestX of a similar or the same nature as the allegations set forth in the Action that occurred prior to the consummation of this Agreement shall not result in further administrative, civil or criminal action by the Commissioner.

3. This Consent Agreement constitutes the entire agreement between the parties, there being no other promises or agreements, either express or implied. Pursuant to statutory authority, the Commissioner hereby agrees that the Commissioner will not initiate any civil, administrative, or criminal action against Andrews or InvestX regarding the allegations contained in the Action.

4. The Commissioner will not refer the allegations or evidence underlying the allegations for criminal prosecution to any agency other than the State of Arizona Securities Commissioner. Andrews and InvestX fully and forever releases and discharges the Office of the

State Auditor, the elected State Auditor and all State Auditor employees from any and all actions, claims, causes of action, demands, or expenses for damages or injuries that may arise from the allegations underlying this Agreement, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of the Action.

DATED this 25th day of June 2007.

MONTANA SECURITIES DEPARTMENT

By: *Lynne Egan*
LYNNE EGAN
Deputy Securities Commissioner

SUBSCRIBED AND SWORN to before me this 25th day of Oct 2007.

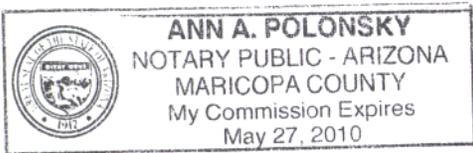
Michelle Marise Huffel
Notary Public for the State of Montana
Residing at *Helena MT*
My commission expires *March 25 2008*
Printed Name: *Michelle Marise Huffel*

DATED this 18 day of October 2007.

James A. Andrews, Jr.
JAMES A. ANDREWS, JR.

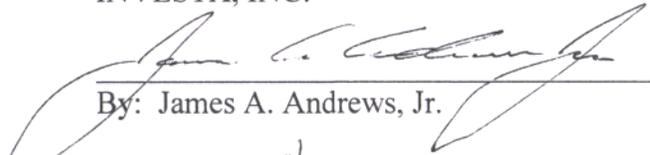
SUBSCRIBED AND SWORN to before me this 18 day of October 2007.

Ann A. Polonsky
Notary Public for the State of Arizona
Residing at *Phoenix, Arizona*
My commission expires *May 27, 2010*
Printed Name: *Ann A. Polonsky*

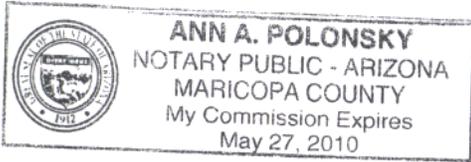


DATED this 18 day of October 2007.

INVESTX, INC.


By: James A. Andrews, Jr.

SUBSCRIBED AND SWORN to before me this 18 day of
October 2007.



Ann A. Polonsky
Notary Public for the State of Arizona
Residing at Phoenix, Arizona
My commission expires May 27, 2010
Printed Name: Ann A. Polonsky