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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
whether there has been a violation
of the Securities Act of Washington by:

BYTEAUDIO.COM, INC., FRANK M.
DOLNEY, ROBERT M. FLETCHER, and
FRED C. KRISS,

Respondents.

SDO - 063 - 01

FINAL ORDER TO CEASE AND DESIST,
REVOKING EXEMPTIONS, IMPOSING FINES,
AND ORDERING AFFIRMATIVE RELIEF AS TO
RESPONDENT ROBERT M. FLETCHER

Case No. 00 - 06 - 230

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THE STATE OF WASHINGTON TO: Robert M. Fletcher
699 8th Terrace
Boca Raton, Florida 33486

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On May 30, 2001, Securities Administrator Deborah R. Bortner issued Summary Order to Cease and Desist SDO - 021 - 01 ("the Order"), against Respondent Robert M. Fletcher ("Fletcher") and others. The Order alleged that Respondent Fletcher, as President of ByteAudio.com, Inc., violated the Washington Securities Act by offering and selling unregistered securities, acting as an unregistered broker-dealer and/or salesperson, and making material misrepresentations and/or omissions. The Order provided notice, pursuant to RCW 21.20.395, of the Division's intent to impose a \$50,000 fine jointly and severally against Respondents. The Order also provided notice, pursuant to RCW 21.20.390, of the Division's intent to order affirmative relief, including, without limitation, a requirement to provide full restitution to all Washington purchasers of ByteAudio.com stock. A copy of the Summary Order is attached and incorporated herein.

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The Order, together with a Notice of Opportunity to Defend and Opportunity for Hearing ("Notice") and an Application for Adjudicative Hearing ("Application"), were personally served at 3:20 p.m. on July 18, 2001 on Robert M. Fletcher at 699 SW 8th Terrace, Boca Raton, Florida. An affidavit of service is on file with the Division.

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FINAL ORDER TO CEASE AND DESIST,
REVOKING EXEMPTIONS, IMPOSING FINES,
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RESPONDENT ROBERT M. FLETCHER

1 The Order advised Respondent that he could make a written request for a hearing as set forth in the
2 Notice accompanying the order. The Order further advised that if any Respondent did not request a
3 hearing, as to that Respondent, the Securities Administrator intended to adopt the Tentative Findings of
4 Fact and Conclusions of Law set forth in the Order as final, impose the fines and affirmative relief sought,
5 and permanently revoke the exemptions available under RCW 21.20.320(1), (9), (11), and (17).

6 The Notice accompanying the Order advised Respondent that the Securities Division must receive the
7 Application within 20 days of the date he was served. As Respondent Fletcher was served on July 18,
8 2001, Respondent had until close of business on August 7, 2001, in which to apply for a hearing. As of
9 the date of this Final Order, Respondent has not filed the required Application or any other response with
10 the Securities Division, constituting a default under RCW 34.05.440. The Securities Administrator
11 therefore adopts as final the Findings of Fact and Conclusions of Law as set forth in the Summary Order.

12 **FINAL ORDER**

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14 Based on the foregoing, NOW, THEREFORE, IT IS HEREBY ORDERED that Respondent Robert M.
15 Fletcher, his agents and employees, shall cease and desist from offering and/or selling securities in any manner
16 in violation of RCW 21.20.140.

17 It is further ORDERED that Respondent, his agents and employees, shall cease and desist from violation
18 of RCW 21.20.040.

19 It is further ORDERED that Respondent shall cease and desist from violation of RCW 21.20.010.

20 It is further ORDERED that based upon the violations of RCW 21.20.010, the exemptions available to
21 Respondent under RCW 21.20.320(1), (9), (11) and (17) are hereby withdrawn.

22 It is further ORDERED that, pursuant to RCW 21.20.395, Respondent is liable for, and shall pay, within
23 30 days of the entry of this Order, a fine in the amount of \$50,000. Such payment shall be: (a) made by
24 United States postal money order, certified check, bank cashier's check or bank money order; (b) made
25 payable to the Washington State Treasurer; (c) delivered by certified mail to Deborah R. Bortner, Securities

26 FINAL ORDER TO CEASE AND DESIST,
27 REVOKING EXEMPTIONS, IMPOSING FINES,
AND ORDERING AFFIRMATIVE RELIEF AS TO
RESPONDENT ROBERT M. FLETCHER

1 Administrator, Department of Financial Institutions, PO Box 9033, Olympia, Washington 98507-9033; and
2 (d) submitted with a cover letter that identifies Robert M. Fletcher as a Respondent under these proceedings,
3 and the Order and Case number of these proceedings.

4 It is further ORDERED that, pursuant to RCW 21.20.390, Respondent is liable for, and shall pay,
5 restitution to all Washington purchasers of ByteAudio.com, Inc. stock.

6 **AUTHORITY AND PROCEDURE**

7 This Final Order is entered pursuant to the provisions of RCW 21.20.390 and RCW 21.20.325, and is
8 subject to the provisions of Chapter 34.05 RCW. A certified copy of this order filed in Superior Court
9 shall be treated in the same manner as a Superior Court judgment, and may be recorded, enforced, or
10 satisfied in like manner. Accordingly, if filed, Respondent will be liable for costs and interest on the amount
11 of judgment at a rate of 12% per annum, and may be liable for attorney fees.
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13 **WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.**

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16 ENTERED this 4th day of September, 2001.

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19 Deborah R. Bortner
20 Securities Administrator

21 Approved by:

21 Presented by:

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23 _____
24 Michael E. Stevenson
24 Chief of Enforcement

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24 Anthony W. Carter
24 Securities Examiner