

**BEFORE THE SECURITIES COMMISSIONER
OF THE STATE OF KANSAS**

In the matter of:

David C. Fraser

Docket No. 09 E 010

KSC No. 2008-5446

and

International Vehicle Care, Inc.,

Respondents.

STIPULATION FOR CONSENT ORDER

This proceeding follows an investigation conducted by the Office of the Securities Commissioner of Kansas. As a result of this investigation, on May 8, 2009, the Commissioner issued a Notice of Intent to Invoke Administrative Sanctions. This Order contains allegations of fact and allegations of law in twenty-six separate paragraphs. These allegations are incorporated by reference.

IT IS, THEREFORE, STIPULATED AND AGREED by and between Respondent David C. Fraser (Mr. Fraser) and the staff of the Office of the Kansas Securities Commissioner that:

1. Mr. Fraser acknowledges that the Securities Commissioner for the State of Kansas has jurisdiction over Mr. Fraser and the subject matter of this action;
2. The attached Consent Order may be issued by the Securities Commissioner of Kansas without further proceedings;
3. The attached Consent Order shall constitute neither an admission nor a denial that the allegations serving as a basis for the Consent Order are true;

4. Mr. Fraser waives his right to any hearing prior to the issuance of the attached Consent Order on the basis of the allegations herein contained;
5. Mr. Fraser agrees to cease and desist from violations of the Kansas Uniform Securities Act;
6. Mr. Fraser agrees to pay restitution in the amount of \$1,433,601 under the following terms and conditions:
 - a. The restitution shall be joint and several with any judgment against International Vehicle Care Inc.;
 - b. Mr. Fraser will notify the Securities Commissioner in writing within ten days of any change of his home address;
 - c. Monthly payments shall be set up within 30 days of the date of the Order. If no agreement is reached, the hearing officer retains jurisdiction to make a determination based upon financial documents provided by Mr. Fraser;
 - d. Monthly payments shall be made payable to the Kansas Securities Commissioner in the form of a money order or certified check. No cash or personal check shall be accepted;
 - e. Annually on April 15, Mr. Fraser will provide his yearly personal federal and state tax returns together with any other financial documents requested by the Kansas Securities Commissioner or staff;
 - f. Monthly payments may be modified after receipt of financial documentation. Request may be made by either party. If no agreement is reached as to the modification, the hearing officer retains jurisdiction to make a determination;

- g. Restitution shall be distributed first to the Kansas investors on a pro-rata basis. After complete payment, the out-of-state investors shall be paid on a pro-rata basis;
- h. Unless an extension of time is requested in advance of the due date and granted by the Commissioner or the Commissioner's staff, failure to submit the annual up-to-date tax returns and other required financial documents shall result in an automatic violation of this Agreement and the remaining amount of restitution shall become due immediately without further proceedings; and
- i. Unless an extension of time is requested in advance of the due date and granted by the Commissioner or the Commissioner's staff, failure to make monthly payments on the date set by staff shall constitute an automatic violation of this Agreement and the remaining amount of restitution shall become due immediately without further proceedings.

- 7. Mr. Fraser is barred from association with any broker-dealer or investment adviser registered in this state; and
- 8. The Office of the Kansas Securities Commissioner shall take no further action regarding the violations alleged herein unless new information of a material nature that was not known and could not reasonably have been known at the time of execution of this Stipulation is discovered.

Approved:

/s/ David C. Fraser
David C. Fraser
as an individual

July 6, 2010
Date

This instrument was signed before me on this 6th day of July, 2010, by David C. Fraser as an individual.

(seal)

/s/ Tina L. Gray
Notary Public

My appointment expires: December 24, 2012

Office of the Securities Commissioner of Kansas:

/s/ Scott M. Schultz
Scott M. Schultz #16629
Associate General Counsel

July 12, 2010
Date