

**STATE OF CALIFORNIA
BUSINESS, TRANSPORTATION AND HOUSING AGENCY
DEPARTMENT OF CORPORATIONS**

TO: HPS International, Inc.
Concepcion M. Powell, President
Bob Rodriguez, Vice President, Director of Marketing
22320 Barton Road
Grand Terrace, CA 92313

**DESIST AND REFRAIN ORDER
(For violations of section 25110 of the Corporations Code)**

The California Corporations Commissioner finds that:

1. HPS International, Inc. ("HPS") is or was a California Corporation with its office located at 22320 Barton Road, Grand Terrace, CA 92313. At all relevant times, Concepcion M. Powell ("Powell") was the President of HPS. At all relevant times, Bob Rodriguez ("Rodriguez") was Vice President, Director of Marketing of HPS.
2. Beginning in or about May 8, 2000, HPS, Powell and Rodriguez offered or sold securities in the form of stock issued by HPS at \$2,500 per share.
3. The purported purpose of the HPS offering was to raise funds to establish and operate a chain of pharmacies located inside of Hispanic grocery stores located in Southern California.
4. HPS, Powell and Rodriguez offered and sold securities by means of personal conversations and telephone calls and mailings of an HPS business plan to at least one unsophisticated investor with whom they did not have a preexisting personal or business relationship. This investor purchased 12 shares of HPS stock in the total amount of \$30,000.
5. These securities were offered or sold in this state in issuer transactions. The Department of Corporations has not issued a permit or other form of qualification authorizing any person to offer and sell these securities in this state.

Based upon the foregoing findings, the California Corporations Commissioner is of the opinion that the stock issued by HPS are securities subject to qualification under the California Corporate Securities Law of 1968 and are being or have been offered or sold without being qualified, in violation of Section 25110 of the Corporate Securities Law of 1968.

Pursuant to Section 25532 of the Corporate Securities Law of 1968, HPS, Powell and Rodriguez are hereby ordered to desist and refrain from the further offer or sale in the State of California of securities in the form of stock, unless and until qualification has been made under this law or unless exempt. This Order is necessary, in the public interest, for the protection of investors and consistent with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

Dated: December 30, 2002
Los Angeles, California

DEMETRIOS A. BOUTRIS
California Corporations Commissioner

By _____
ALAN S. WEINGER
Supervising Counsel
Enforcement and Legal Services Division