

BEFORE THE ALABAMA STATE  
BOARD OF PUBLIC ACCOUNTANCY

IN THE MATTER OF )  
THE COMPLAINT AGAINST: )  
KAREN T. BAKER, CPA ) CASE NO. 05-6  
CERTIFICATE NO. 4902 )  
RESPONDENT. )

FINAL ORDER

THIS CAUSE came to be heard before the Alabama State Board of Public Accountancy (the "Board"), on September 16, 2005 in Montgomery, Alabama. Ms. Karen T. Baker, CPA offered a signed Consent Order and Wavier, which was ACCEPTED by the Board and is incorporated herein by reference.

It is therefore ORDERED, ADJUDGED and DECREED by the Board that the provisions set forth in the aforesaid Consent Order are hereby approved and that the terms and conditions thereof shall become effective immediately.

DONE this 16th day of September, 2005.

ALABAMA STATE BOARD OF PUBLIC ACCOUNTANCY

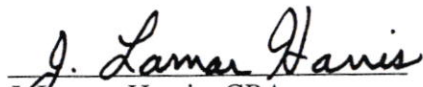
CONCUR:

MS INGRAM AND  
MESSRS. CARDEN, QUINN, AND  
SCOTT

RECUSED:

MR. KASSOUF

ATTEST:

  
J. Lamar Harris, CPA  
Executive Director  
September 20, 2005

**BEFORE THE ALABAMA STATE BOARD OF PUBLIC ACCOUNTANCY**

<b>IN THE MATTER OF</b>	)	
<b>THE COMPLAINT AGAINST:</b>	)	<b>CASE NO. 05-6</b>
<b>KAREN T. BAKER, CPA</b>	)	
<b>CERTIFICATE NO. 4902</b>	)	



**RESPONDENT.**

**CONSENT ORDER**

The Alabama State Board of Public Accountancy (the "Board"), by and through its undersigned counsel, and Ms. Karen T. Baker, CPA ("Respondent") agree to the Stipulation and Findings of Fact set forth below and hereby consent to the entry of this Order, subject to the approval of the Board, without further adjudication of any factual or legal issues which could or may be raised by the filing of an Administrative Complaint before the Board.

**STIPULATION AND FINDINGS OF FACT**

1. The Board has acquired and maintains jurisdiction over Respondent by virtue of the Code of Alabama 1975, § 34-1-1 et seq. (Public Accountancy Act of 2003), and the rules and regulations promulgated thereunder. Respondent acknowledges and herein submits to the jurisdiction of the Board.

2. Respondent understands that she has the right to a fair hearing pursuant to the Alabama Administrative Procedure Act, Code of Alabama 1975 § 41-22-20 et seq., and the Public Accountancy Act of 2003, Code of Alabama 1975 § 34-1-1 et seq.

3. Respondent understands that by submitting to this Consent Order she is waiving her rights as set forth herein, thus enabling the Board to adopt and enter this Consent Order without further process.

4. For purposes of this proceeding between the Board and Respondent, and for no other purpose or proceeding, Respondent admits the truth of the factual allegations made against her in paragraphs 2, 3 and 4 of the above-styled Summons and Complaint, it being understood and agreed that Respondent did not admit or deny any of the findings in the Rule 102(e) Order issued by the Securities and Exchange Commission which is described in the aforesaid Summons and Complaint. The Summons and Complaint filed in this case is incorporated by reference and is attached as an Exhibit to this Consent Order.

5. Respondent understands that the Stipulation and Findings of Fact herein are subject to adoption or rejection by the Board. It is understood that, in deciding whether to adopt the Stipulation and Findings of Fact, the Board may receive oral or written communications from its staff, experts, attorney, or others. Such communications shall not disqualify the Board, staff, experts, attorney, or others from participating in this or other matters affecting Respondent.

6. It is agreed by all parties and the Board that, should the Board decline to approve this settlement, then this Consent Order and Waiver shall become null and void and the Respondent shall have all the rights and privileges under the laws of the State of Alabama and United States of America.

#### ORDER

Based upon the above referenced Stipulation and Findings of Fact, and Waiver attached hereto, Respondent stipulates that the Board may enter the following disciplinary order:

- A. Respondent's certificate and permit to practice public accountancy as a Certified Public Accountant (CPA) in this State

are suspended for a period of one (1) year from the date this Order is approved by the Board; however, said suspension is stayed.

B. As a condition of the stay of her suspension, Respondent shall be on probation, shall comply with the terms of this Order, and shall violate no accountancy statutes or rules for one (1) year from the date this Order is approved by the Board. In the event that Respondent violates this condition, the active suspension may be imposed in addition to any discipline regarding the new violation.

C. Respondent will complete the AICPA continuing professional education courses entitled "Auditing for Internal Fraud" and "Professional Ethics: The AICPA's Comprehensive Course." Respondent shall submit to the Board a Certificate of Completion for each course by December 31, 2005.

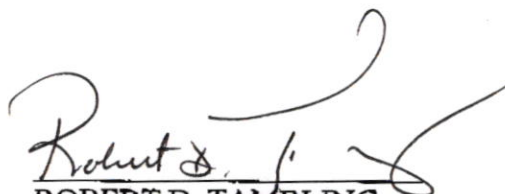
D. Respondent is ordered to pay an administrative fine in the amount of one thousand dollars (\$1,000.00). Payment of the administrative fine shall be made payable to the Alabama State Board of Public Accountancy in the form of a cashier's check or money order. Payment shall be made immediately upon entry of this Order.

FROM WHITE&CASE LLP 14 FL

(TUE) 9.13'05 23:09/ST. 23:04/NO. 4864949630 P 5

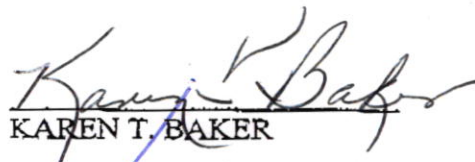
**FOR THE BOARD**

9-16-05  
Date

  
**ROBERT D. TAMBLING**  
Attorney for the Alabama State  
Board of Public Accountancy

**FOR THE RESPONDENT**

9-14-05  
Date

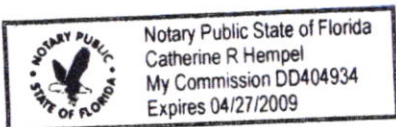
  
**KAREN T. BAKER**

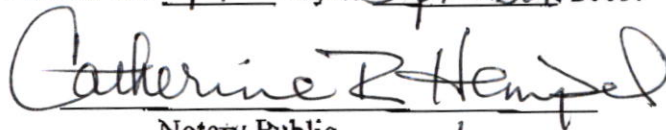
\_\_\_\_\_  
Attorney for Respondent

State of FLORIDA

County of ORANGE

Subscribed and sworn to before me, a Notary Public on this 14<sup>th</sup> day of September, 2005.



  
Notary Public  
My Commission Expires: 4/27/2009

Print or type name of Notary  
Personally known  or Produced ID   
Type of ID produced & ID number

Alabama DRIVER License  
No: 4522818

WAIVER

I have read the Consent Order set forth above and understand and agree to the terms and conditions set forth therein. I understand that I am waiving certain rights accorded to me by the Alabama Administrative Procedure Act, Code of Alabama 1975 § 41-22-1 et seq., and the Public Accountancy Act of 2003, Code of Alabama 1975 § 34-1-1 et seq., including the right to a hearing in this matter, the right to confront and cross examine witnesses who would testify against me, the right to testify and contest the charges and allegations which could be brought against me, the right to petition for reconsideration of the Board's decision and the right to seek review of that decision by the Courts of this State. I understand that by entering into this Consent Order I am enabling the Board to issue an order imposing upon me the conditions recited herein without further process or proceedings. I knowingly and intelligently waive all of the above rights and any other rights which may be accorded to me by the Alabama Administrative Procedure Act, the Public Accountancy Act of 2003, or other laws.

9/14/2005  
Date

9/14/2005  
Date

Karen T. Baker  
KAREN T. BAKER  
[Signature]  
WITNESS

State of FLORIDA

County of Orange

Subscribed and sworn to before me, a Notary Public on this 14<sup>th</sup> day of September 2005.



Catherine R Hempel  
Notary Public  
My Commission Expires: 4/27/2009

Print or type name of Notary  
Personally known [ ] or Produced ID [  ]  
Type of ID produced & ID number  
Alabama Driver License  
No: 4522818