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**BEFORE THE DIVISION OF OCCUPATIONAL AND PROFESSIONAL LICENSING  
OF THE DEPARTMENT OF COMMERCE  
OF THE STATE OF UTAH**

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IN THE MATTER OF	)	<b>CEASE AND DESIST</b>
JERRY GLYNN MCCLAIN REPRESENTING	)	<b>STIPULATION AND ORDER</b>
HIMSELF AS PRACTICING AS A	)	
CERTIFIED PUBLIC ACCOUNTANT	)	CASE NO. DOPL 2007-- 135
IN THE STATE OF UTAH	)	

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**JERRY GLYNN MCCLAIN** (“Respondent”) and the Division of Occupational and Professional Licensing of the Department of Commerce of the State of Utah (“Division”) stipulate and agree as follows:

1. Respondent admits the jurisdiction of the Division over Respondent and over the subject matter of this action.
2. Respondent acknowledges that Respondent enters into this Stipulation knowingly and voluntarily.

3. Respondent understands that Respondent has the right to be represented by counsel in this matter and Respondent's signature below signifies that Respondent has either consulted with an attorney or Respondent waives Respondent's right to counsel in this matter.

4. Respondent understands that Respondent is entitled to a hearing before a Division Presiding Officer, at which time Respondent may present evidence on Respondent's own behalf, call witnesses, and confront adverse witnesses. Respondent acknowledges that by executing this document Respondent hereby waives the right to a hearing and any other rights to which Respondent may be entitled in connection with said hearing.

5. Respondent waives the right to the issuance of a Petition and a Notice of Agency Action in this matter.

6. Respondent acknowledges that this Stipulation and Order, if adopted by the Director of the Division, will be classified as a public document and may be released to other persons and entities

7. Respondent admits, for the purposes of this administrative matter only, that the following facts are true:

- a. Between 2004 and June 2007 Respondent represented himself as being a certified public accountant in the State of Utah on a number of annual reports and proxy statements for USANA, for which Respondent was its "audit committee financial expert".
- b. Respondent's license to practice as a certified public accountant in the State of Utah expired in 2004.

8. Respondent admits that Respondent's conduct described above is unlawful conduct as defined in Utah Code Ann. § 58-1-501(1)(a), and that said conduct provides a basis for the

Division to issue an Order restraining Respondent from representing himself as a certified public accountant in the State of Utah pursuant to Utah Code Ann. § 58-1-401(4).

9. Respondent agrees the Division may issue an Order requiring Respondent to cease and desist from representing himself as a certified public accountant in the State of Utah as defined in Utah Code Ann. § 58-26a-101 through § 58-26a-602, until Respondent is properly licensed to do so. Respondent agrees to obey the Order and cease and desist from representing himself as a certified public accountant in the State of Utah as defined in Utah Code Ann. § 58-26a-101 through § 58-26a-602, until Respondent is properly licensed to do so.

10. This Stipulation and Order, upon approval by the Director of the Division, shall be the final compromise and settlement of this non-criminal administrative matter. Respondent acknowledges that the Director is not required to accept the terms of this Stipulation and Order and that if the Director does not do so, this Stipulation and the representations contained therein shall be null and void, except that the Division and the Respondent waive any claim of bias or prejudgment Respondent might have with regard to the Director by virtue of his having reviewed this Stipulation, and this waiver shall survive such nullification.

11. This document constitutes the entire agreement between the parties and supersedes and cancels any and all prior negotiations, representations, understandings or agreements between the parties regarding the subject of this Stipulation and Order. There are no verbal agreements that modify, interpret, construe or affect this Stipulation.

12. The terms and conditions of this Stipulation and Order become effective immediately upon the approval of this Stipulation and signing of the Order by the Division Director. Respondent must comply with all the terms and conditions of this Stipulation

immediately following the Division Director's signing of the Order page of this Stipulation and Order. Respondent shall complete all the terms and conditions contained in the Stipulation and Order in a timely manner. If a time period for completion of a term or condition is not specifically set forth in the Stipulation and Order, Respondent agrees that the time period for completion of that term or condition shall be set by the Board. Failure to complete a term or condition in a timely manner shall constitute a violation of the Stipulation and Order and may subject Respondent to sanctions. Respondent understands that failure to comply with this Order may subject Respondent to a civil penalty of up to \$2,000 (two-thousand dollars) for each day the order is violated pursuant to Utah Code Ann. § 58-1-503(1).

13. If Respondent violates any term or condition of this Stipulation and Order, the Division may take action against Respondent, including imposing appropriate sanction, in the manner provided by law.

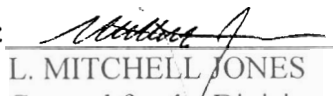
14. Respondent has read each and every paragraph contained in this Stipulation and Order. Respondent understands each and every paragraph contained in this Stipulation and Order. Respondent has no questions about any paragraph or provision contained in this Stipulation and Order.

DIVISION OF OCCUPATIONAL &  
PROFESSIONAL LICENSING

BY:   
CLYDE ORMOND  
Bureau Manager

DATE: 6/22/07

MARK L. SHURTLEFF  
ATTORNEY GENERAL

BY:   
L. MITCHELL JONES  
Counsel for the Division

DATE: 20 June 2007

RESPONDENT

BY:   
JERRY GLYNN MCCLAIN

DATE: 6/20/07

**ORDER**

THE ABOVE STIPULATION, in the matter of **JERRY GLYNN MCCLAIN**, is hereby approved by the Division of Occupational and Professional Licensing, and constitutes my Findings of Fact and Conclusions of Law in this matter. The terms and conditions of the Stipulation are incorporated herein and constitute my final Order in this case.

DATED this 25 day of June, 2007.

DIVISION OF OCCUPATIONAL AND  
PROFESSIONAL LICENSING



F. DAVID STANLEY

Director

Investigator: John Schroen

**MAILING CERTIFICATE**

I hereby certify that on the 25<sup>th</sup> day of June, 2007, a true and correct copy of the foregoing STIPULATION AND ORDER was sent first class mail, postage prepaid, to the following:

Jerry Glynn McClain  
5021 South Memory Lane  
Holladay UT 84117

Carol Cunningham