

a. Respondent's last known business address is 1612 K Street, N.W., Suite 600, Washington, DC 20006.

b. Respondent was not been properly registered with the Bureau, as required by § 162.5 (a), from November 11, 2001 until March 6, 2006, at which time it became registered for 2004. Respondent has been granted an extension to become registered for 2005.

c. After receiving information that Respondent was soliciting contributions from Pennsylvania residents without being properly registered, the Bureau mailed to Respondent a Cease and Desist Order and Investigative Subpoena dated February 13, 2006.

d. From May 2001 until March 2006 (a period during which Respondent was not registered), Respondent received approximately \$378,830.68 in contributions from Pennsylvania residents and businesses.

e. Information provided by Respondent indicates that, from May 2001 until March 2006, Respondent solicited contributions from more than 6,500 Pennsylvania residents and businesses without being registered.

AGREED VIOLATIONS

5. Respondent agrees that by engaging in the foregoing activities it violated the Act at 10 P.S. § 162.15(a)(1), by and through § 162.5(a), by soliciting charitable contributions in the Commonwealth of Pennsylvania without first being properly registered.

PROPOSED ORDER

6. The parties consent to issuance of the following Order in settlement of this matter:
- a. The Secretary finds that Respondent violated the Act at 10 P.S. § 162.15(a)(1), by and through § 162.5(a).

ADMINISTRATIVE FINE

- b. An **ADMINISTRATIVE FINE** of ten thousand dollars (\$10,000.00) is levied upon Respondent. Respondent shall tender the full sum of ten thousand dollars (\$10,000.00), with this executed Consent Agreement which shall be paid by **certified check, cashier's check, attorney's check, or U.S. Postal money order made payable to the "Commonwealth of Pennsylvania."**

FILING OF REGISTRATION DOCUMENTS

- c. If Respondent has not already done so, Respondent shall submit to the Bureau all documents required to renew its registration within fifteen (15) days of the date of the Secretary's Order adopting this Consent Agreement. Respondent is prohibited from soliciting contributions in Pennsylvania until such time as the Respondent becomes properly registered with the Bureau.
- d. Upon receiving an approved registration, Respondent shall not solicit in Pennsylvania unless and until each of its professional fundraising counsel and solicitors is registered with the Bureau and its contracts are approved in accordance with the Act.

CASE SETTLED AND DISCONTINUED

7. This case shall be deemed settled and discontinued upon the Secretary issuing an Order adopting this Consent Agreement and the Respondent's successful completion of any ordered discipline. However, nothing in this Consent Agreement and Order shall preclude the Prosecuting Attorney for the Bureau from filing charges or the Secretary from imposing disciplinary or corrective measures for violations or facts not contained in this Consent Agreement and Order.

ACKNOWLEDGEMENT OF NOTICE AND WAIVER OF HEARING

8. Respondent waives the filing of an Order to Show Cause in this matter. Respondent knowingly and voluntarily waives the right to an administrative hearing in this matter, and to the following rights related to that hearing: to be represented by counsel at the hearing; to present witnesses and testimony in defense or in mitigation of any sanction that may be imposed for a violation; to cross-examine witnesses and to challenge evidence presented by the Bureau; to present legal arguments by means of a brief; and to take an appeal from any final adverse decision.

AGREEMENT NOT BINDING ON OTHER PARTIES

9. This Consent Agreement is between the Bureau and Respondent only. It does not bind any other administrative entity of the Commonwealth of Pennsylvania, including any other bureau within the Department of State. Except as otherwise noted, this Agreement is to have no legal effect if (a) the Office of General Counsel expresses an objection to the Agreement's form or legality and/or (b) unless and until the Secretary issues the stipulated Order.

EFFECT OF SECRETARY'S REJECTION

10. Should the Secretary not approve this Consent Agreement, presentation to and consideration of this Consent Agreement and other documents and matters by the Secretary shall not prejudice the Secretary from further participation in the adjudication of this matter. This paragraph is binding on the participants even if the Secretary does not approve this Consent Agreement.

ENTIRE AGREEMENT

11. This Agreement contains the whole agreement between the parties; provided, however, that the captions printed in the various provisions of this agreement are for ease of reading only and are not to be interpreted as forming any part of this agreement. There are no other terms, obligations, covenants, representations, statements or conditions, or otherwise, of any kind whatsoever, concerning this Agreement.

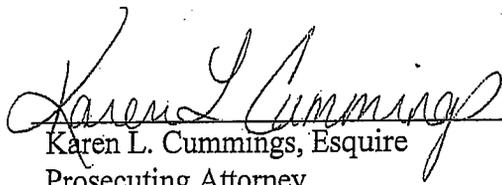
AGREEMENT DOES NOT PREVENT REFERRAL TO OTHER AGENCIES

12. The parties acknowledge that other federal, state, and/or local agencies may have jurisdiction over the activities of, or representations made by, Respondent and its officers, directors, agents, employees or independent contractors. Nothing in this Consent Agreement or the Order based upon this Consent Agreement shall preclude representatives of the Bureau from referring any information or data produced as a result of this matter to any federal, state, or local agency or governmental unit having jurisdiction over the activities of Respondent or any officer, director, agent, employee or independent contractor of the Respondent.

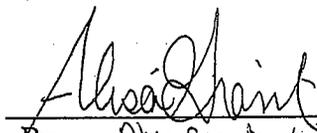
VERIFICATION OF FACTS AND STATEMENTS

12. Respondent verifies that the facts and statements set forth in this Agreement are true and correct to the best of Respondent's knowledge, information and belief. Respondent understands that statements in this Agreement are made subject to the criminal penalties of 18 Pa.C.S. § 4904 relating to unsworn falsification to authorities.

CO-OP AMERICA FOUNDATION, INC.



Karen L. Cummings, Esquire
Prosecuting Attorney
Department of State



By: Alisa Brant
Title: Executive Director
Respondent

DATED: 8/28/06

DATED: 8/24/06



IN THE MATTER OF
CO-OP AMERICA FOUNDATION, INC
FILE NO.: 06-98-04990

ORDER

AND NOW, to wit, on this 30th day of August 2006, the terms of paragraph 6 of the foregoing Consent Agreement are hereby adopted and incorporated as the Order of the Secretary of the Commonwealth in resolution of this matter. This Order shall take effect immediately.

BY ORDER

Pedro A. Cortés

Pedro A. Cortés
Secretary of the Commonwealth