

STATE OF MINNESOTA
BOARD OF ACCOUNTANCY

In the Matter of
MDW-Numbers Talk, Ltd.
CPA Firm Permit No. F2007

STIPULATION AND
CONSENT ORDER
Board File 2016-274

The Minnesota Board of Accountancy ("Board") is authorized pursuant to Minnesota Statutes section 214.10 (2014); Minnesota Statutes section 326A.02, subdivisions 4 and 6 (2014); and Minnesota Statutes section 326A.08, subdivision 1 (2014) to review complaints against certified public accountants and CPA firms and to take disciplinary action whenever appropriate.

The Board received information concerning MDW- Numbers Talk, Ltd., Post Office Box 47534, Plymouth, Minnesota 55447 ("Respondent"). The Board's Complaint Committee ("Committee") reviewed that information.

It is hereby stipulated and agreed by Respondent and the Committee that without trial or adjudication of any issue of fact or law and without any evidence or admission by any party with respect to any such issue:

1. For the purpose of this Stipulation, Respondent waives all procedures and proceedings before the Board to which Respondent may be entitled under the United States and Minnesota constitutions, statutes, or the rules of the Board, including the right to dispute the allegations against Respondent and to dispute the appropriateness of discipline in a contested case hearing pursuant to Minnesota Statutes Chapter 14 (2014), and to dispute any civil penalty imposed by this Stipulation. Respondent agrees that upon the *ex parte* application of the Committee, without notice to or appearance by Respondent, the Board may order the remedy specified in paragraph 7 below.

Respondent waives the right to any judicial review of the order by appeal, by writ of certiorari, petition for review, or otherwise.

2. This Stipulation shall constitute the entire record of the proceedings herein upon which the Consent Order is based. All documents in the Board's files shall maintain the data classification to which they are entitled under the Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13 (2014). They shall not, to the extent they are not already public documents, become public merely because they are referenced herein.

3. In the event the Board in its discretion does not approve this Stipulation or a lesser remedy than specified herein, this Stipulation and Consent Order shall be null and void and shall not be used for any purpose by either party. If this Stipulation is not approved and a contested case hearing is initiated by the Committee pursuant to Minnesota Statutes Chapter 14 (2014), Respondent agrees not to object to the Board's initiation of the hearing and its hearing the case on the basis that the Board has become disqualified because of its review and consideration of this Stipulation or of any records relating hereto.

FACTS

4. This Stipulation is based upon the following facts. Respondent admits the facts referred to below and grants that the Board may, for the purpose of reviewing the record in paragraph 2 above, consider the following as true without prejudice to the Respondent in any current or future proceeding of the Board with regard to these or other allegations:

a. Respondent submitted its CPA Firm Permit application to the Board on June 2, 2014 with the applicable fees.

b. The Board issued a Certified Public Accountant Firm Permit, number F2007, ("CPA Firm Permit") to Respondent on June 9, 2014. Respondent currently holds

a CPA Firm Permit from the Board. Respondent is subject to the jurisdiction of the Board with respect to the matters referred to in this Stipulation and Consent Order.

c. The Board received an October 15, 2015 System Peer Review Report for Respondent for the year ended December 31, 2012 indicating engagements selected for review included an audit of an employee benefit plan performed during the year ended December 31, 2012.

d. When Respondent submitted a CPA Firm Permit application to the Board on June 2, 2014, an authorized representative of Respondent answered "yes" in response to an application question asking whether Respondent did Compilations of Financial Statements in 2013.

e. Respondent performed an audit of an employee benefit plan, an "attest" service within the meaning of Minnesota Statutes Chapter 326A, and performed compilations of financial statements, prior to holding a valid Minnesota CPA Firm Permit.

f. Respondent held itself out to the public as a CPA Firm in Minnesota prior to holding a valid Minnesota CPA Firm Permit.

5. Respondent admits that the facts and conduct specified in paragraph 4 above constitute violations of Minnesota Statutes sections 326A.05, subdivisions 1 (a)(1), 1 (a)(2), and 1 (a)(3); 326A.08, subdivision 5 (a)(1); 326A.10 (a) and 326A.10 (d) (2014); and Minnesota Rules 1105.4200 B. (1), B. (2), and B. (3); 1105.5600, subpart 1 C. (1) and 1105.7800 D (2015), are sufficient grounds for the remedy specified in paragraph 7 below, and that proof at hearing of any one or more of the allegations set forth would empower the Board to take disciplinary action pursuant to Minnesota Statutes section 326A.08 (2014).

6. This Stipulation shall not in any way or manner limit or affect the authority of the Board to proceed against Respondent by initiating a contested case hearing or by other appropriate means on the basis of any act, conduct, or admission of Respondent justifying disciplinary action which occurred before or after the date of this Stipulation and that is not directly related to the specific facts and circumstances set forth herein.

REMEDY

7. Upon this Stipulation and record, as set forth in paragraphs 2 and 4 above, and without any further notice of proceedings, the Committee and Respondent agree that the Board may, in its discretion, issue an order to Respondent requiring compliance with the following:

a. Respondent's CPA Firm Permit is **CENSURED** and **REPRIMANDED**.

b. Respondent shall pay to the Board a **CIVIL PENALTY** of Two Thousand Dollars (\$2,000.00). Respondent shall submit a Civil Penalty of Two Thousand Dollars (\$2,000.00) by check to the Board within sixty (60) days of the Board's approval of this Stipulation and Consent Order.

8. The undersigned representative of Respondent, whose signature appears below, hereby acknowledges that the undersigned representative has been duly authorized by Respondent to sign this Stipulation and Order on its behalf, and that he or she has read, understands, and agrees to this Stipulation and Consent Order and is freely and voluntarily signing it. By its authorized representative's signature below, When signing the Stipulation, Respondent's representative acknowledges that Respondent is fully aware that the Stipulation and Consent Order must be approved by the Board. The Board may approve the Stipulation and Consent Order as proposed, approve the order subject to specified change, or reject it. If the changes are

unacceptable to Respondent or the Board rejects the stipulation, it will be of no effect except as specified herein.

9. Under the Minnesota Government Data Practices Act, this Stipulation is classified as public data upon its issuance by the Board. (Minnesota Statutes Section 13.41, subdivision 5 (2014)). All documents in the record shall maintain the data classification to which they are entitled under the Minnesota Government Data Practices Act, Minnesota Statutes Chapter 13 (2014). They shall not, to the extent they are not already public documents, become public merely because they are referenced herein. A summary of this Order will appear in the Board's newsletter. A summary will also be sent to the national discipline data bank pertaining to the practice of public accounting.

10. This Stipulation contains the entire agreement between the parties. Respondent is not relying on any other agreement or representation of any kind, verbal or otherwise.

11. Respondent is aware that it may choose to be represented by legal counsel in this matter. Respondent knowingly waived legal representation.

12. If approved by the Board, a copy of this Stipulation and Consent Order shall be served personally or by first class mail on Respondent. The Order shall be effective and deemed issued when it is signed by the Board Chair or designee of the Chair.

13. Pursuant to Minnesota Statutes Section 16D.17 (2014), after ninety (90) days of the Board's approval of this Stipulation and Order, the Board may file and enforce any unpaid portion of the civil penalty imposed by this Order as a judgment against the Respondent in district court without further notice or additional proceedings.

CONSENT:

RESPONDENT

MDW NUMBERS TALK, LTD.

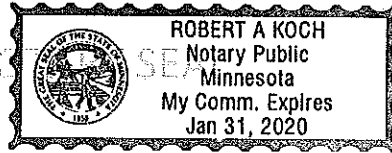
By: Wesley D. Nish

Its: Managing Partner

Dated: 8-29, 2016

SUBSCRIBED and sworn to before me on this the 29th day of August, 2016.

[Signature]
(Notary Public)



My Commission Expires: 1-31-2020

COMPLAINT COMMITTEE

[Signature]
MICHAEL M. VEKICH, CPA
Chair

Dated: 9/16, 2016

ORDER

Upon consideration of the foregoing Stipulation and based upon all the files, records and proceedings, herein,

1. **IT IS HEREBY ORDERED** that all the terms of this Stipulation and Consent Order are approved and adopted and hereby issued as an Order of this Board this the 16 day of September, 2016.

STATE OF MINNESOTA
BOARD OF ACCOUNTANCY

[Signature]
GREGORY S. STEINER, CPA
Chair

AFFIDAVIT OF SERVICE BY MAIL

RE: MDW-Numbers Talk, Ltd.; Firm Permit No. F2007

STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

Sara Datko, being first duly sworn, deposes and says:

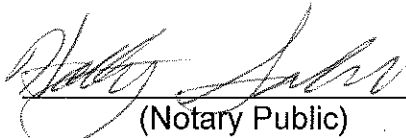
That at the City of St. Paul, County of Ramsey and State of Minnesota, on this the 16 day of September, 2016, she served the attached Stipulation and Consent Order, by depositing in the United States mail at said city and state, a true and correct copy thereof, properly enveloped, with prepaid first class postage, and addressed to:

MDW-Numbers Talk, Ltd.
Mervin Winston
Post Office Box 47534
Plymouth, Minnesota 55447



Sara Datko

Subscribed and sworn to before me on this the 16th day of September, 2016.



(Notary Public)

