

STATE OF NORTH DAKOTA

BEFORE THE

COUNTY OF BURLEIGH

SECURITIES COMMISSIONER

In the Matter of Alliance Care, Inc.; )  
CGF Securities, LLC; and )  
Ross Owen Haugen, )  
 )  
Respondents )

**CONSENT ORDER**

.....

The North Dakota Securities Commissioner has advised the respondents, Alliance Care, Inc. (Alliance); CGF Securities, LLC (CGF); and Ross Owen Haugen (Haugen), that the Commissioner is prepared to commence formal action pursuant to North Dakota Century Code Chapter 10-04 and has determined as follows:

1. Respondent, Alliance, is a securities issuer headquartered in Boca Raton, Florida. Respondent made an incomplete and inadequate filing pursuant to section 10-04-08.4 on April 3, 2003. A complete filing was not made until April 16, 2003. At no time were the securities issued by alliance registered as securities in North Dakota.
2. Respondent, CGF, is a securities dealer headquartered in Boca Raton, Florida. For all times relevant to this matter, CGF has been registered as a dealer in the state of North Dakota.
3. Respondent, Haugen, is a North Dakota resident who, for all times relevant to this matter, was registered as an agent of CGF, pursuant to a registration agreement with the Commissioner.
4. During March of 2003, respondents sold securities in Alliance Care, Inc. to residents of North Dakota.
5. Based on the information briefly set forth above, on April 15, 2003, the Commissioner issued a Cease and Desist Order against the respondents.
6. Pursuant to section 10-04-04 N.D.C.C., no person may offer for sale or sell any securities in this state unless the security is registered, exempt from registration, or is properly filed as a federal covered security.
7. Pursuant to section 10-04-10 N.D.C.C., no person may act as a dealer in the sale of securities in this state unless the dealer is registered, unless the transaction is an exempt transaction.

8. Pursuant to section 10-04-16 N.D.C.C., when it shall appear to the Commissioner that any person has engaged in, or is engaging in, or is about to engage in any act or practice which is declared illegal in this chapter, the Commissioner may issue any order and collect civil penalties against any person found in an administrative action to have violated any provision of the chapter in an amount not to exceed \$10,000 for each violation.

9. The violations described above are sufficient grounds for the Commissioner to assess civil penalties against respondents pursuant to section 10-04-16 N.D.C.C.

10. Respondents acknowledge their rights to a hearing on this matter and waive those rights to a hearing and to present arguments to the Commissioner.

11. Respondents agree to resolve this matter with the Securities Commissioner by this Consent Order.

12. The following Order is necessary and appropriate in the public interest.

**NOW, THEREFORE, IT IS ORDERED, THAT:**

1. Respondents, Alliance, CGF and Haugen, shall not transact any securities business with any person in North Dakota unless the securities related to the transactions are registered, exempt from registration, or properly filed as a federal covered security as required by North Dakota law.

2. Respondent, Alliance, shall make an offer of rescission, properly filed and approved in accordance with section 10-04-06 (9) (a) N.D.C.C., to each North Dakota resident who was sold an interest in the Respondent's securities as described above. The initial filing must be made within thirty (30) days of the entry of this Agreement. If changes to the filing are required by the Commissioner, such changes must be made within fifteen (15) days of such request by the Commissioner. Once the filing is approved, the offer shall be extended to each North Dakota investor within fifteen (15) days of the approval date. Any persons who accept the offer shall be paid by the Respondent within thirty (30) days of the acceptance of the offer.

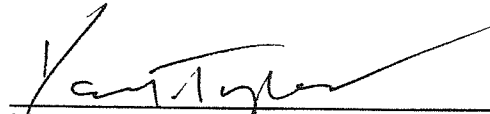
3. Respondent, Alliance, shall pay a civil penalty of \$2,000 to the North Dakota Securities Department pursuant to §10-04-16 N.D.C.C.

4. Respondents, CGF and Haugen, shall pay a civil penalty of \$4,000 to the North Dakota Securities Department pursuant to §10-04-16 N.D.C.C. \$2,000 shall be due and payable upon execution of this Consent Order. The remaining \$2,000 shall be due and payable 30 days after the execution of this Consent Order.

5. The Cease and Desist Order issued on April 15, 2003 is hereby vacated.
6. This Order shall be effective upon signature of the Commissioner.

Signed and Sealed this 14 day of July, 2003.



  
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Karen J. Tyler, Securities Commissioner  
North Dakota Securities Department  
State Capitol-5th Floor  
600 East Boulevard Ave.  
Bismarck, ND 58505-0510  
(701) 328-2910

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**CONSENT TO ENTRY  
OF ORDER**

.....  
Each of the undersigned, on behalf of the Respondents, acknowledge having read the foregoing Consent Order, knowing and understanding its contents and effects. Each undersigned person acknowledges executing this Consent to Entry of Order on behalf of the Respondents, and that all parties have waived their rights to a hearing with respect to this matter, and that they consent to entry of the Consent Order by the Securities Commissioner.

It is further expressly understood that the Consent Order constitutes the entire settlement agreement between the parties hereto, there being no other promises or agreements, either expressed or implied.

Dated this 25<sup>th</sup> day of ~~July~~ <sup>June</sup>, 2003.

Alliance Care, Inc.  
3998 Fau Boulevard, Suite 110  
Boca Raton, FL 33431

*Sally Hemlepp*  
By: Sally Hemlepp  
Its: President & CEO

Subscribed and Sworn before me this 25<sup>th</sup> day of ~~July~~ <sup>June</sup>, 2003.



Sarah L. Boynton  
MY COMMISSION # CC921243 EXPIRES  
March 22, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

*Sarah L. Boynton*  
Notary Public  
State: FL County: Palm Beach  
My Commission Expires:

Dated this 25<sup>th</sup> day of ~~July~~ <sup>June</sup>, 2003.

CGF Securities, LLC  
225 NE Mizner Blvd., Suite 750  
Boca Raton, FL 33432

Michael S. Jacobs  
By: Michael S. Jacobs  
Its: President

Subscribed and Sworn before me this 25<sup>th</sup> day of ~~July~~ <sup>June</sup>, 2003.

Sarah L. Boynton  
Notary Public  
State: FL County: Palm Beach  
My Commission Expires:



Sarah L. Boynton  
MY COMMISSION # CC921243 EXPIRES  
MARCH 22, 2004  
BONDED THRU TROY FARM INSURANCE, INC.

Dated this 26 day of ~~July~~ <sup>June</sup>, 2003.

Ross Owen Haugen  
Ross Owen Haugen  
3001 32<sup>nd</sup> Avenue South  
Grand Forks, ND 58201

Subscribed and Sworn before me this 26 day of ~~July~~ <sup>June</sup>, 2003.

Lynette Franks  
Notary Public  
State: North Dakota County: Grand Forks  
My Commission Expires: 8/25/05

(Notary Seal)

