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STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

BEFORE THE  
SECURITIES COMMISSIONER

IN THE MATTER OF )  
ELEVENTH HOUR, INC., AMERICAN )  
CONSOLIDATED GROWTH CORPORATION, )  
NORMAN L. FISHER, GARY FLATER, )  
AND THEIR OFFICERS, DIRECTORS, )  
AGENTS, AND EMPLOYEES, )  
RESPONDENTS. )

CONSENT ORDER

.....

The North Dakota Securities Commissioner has advised the Respondents that he is prepared to commence formal action pursuant to North Dakota Century Code Chapter 10-04 and the Commissioner has determined the following:

1. That the Findings of Fact and the Conclusions of Law as expressed in the Commissioner's Investigation, Decision, Order and Notice of Opportunity for Hearing dated February 7, 1997 are complete and accurate and that the civil penalty of \$153,000 assessed by the Commissioner in that order is not excessive and is fully justified under North Dakota law given the violations of North Dakota law found.
2. Respondents herein consent to the Findings of Fact and the Conclusions of Law and to all provisions of the Investigation, Decision, Order and Notice of Opportunity for Hearing dated February 7, 1997 and have forever waived their opportunity to have this matter heard before any court or any administrative forum.
3. Respondents waive their right to a hearing in this matter and withdraw their request to have a hearing in regard to the Investigation, Decision, Order and Notice of Opportunity for hearing issued by the Commissioner on February 7, 1997.
4. Respondents acknowledge their right to be represented by legal counsel throughout this proceeding, and have, in fact, consulted with their attorney, Kermit Bye and their attorney, Randolph Dement, in regard to this matter. Respondents have agreed to an informal disposition of this matter, without a hearing or other additional proceeding.
5. The following Order is necessary and appropriate in the public interest.

**NOW, THEREFORE, THE COMMISSIONER HEREBY ORDERS THAT:**

1. Respondents shall not transact any securities business with any person in North Dakota unless registered as a dealer or properly exempted under Ch. 10-04 of the North Dakota Century Code.
2. Respondents shall not employ any person to represent them as a securities salesman for any securities business with any person in North Dakota unless such person is registered as a salesman or properly exempted under Ch. 10-04 of the North Dakota Century Code.
3. The \$153,000 in civil penalties assessed in the Investigation, Decision, Order and Notice of Opportunity for Hearing, as issued by the Commissioner on February 7, 1997, remains in effect, but those penalties shall be deemed satisfied if Respondent makes Rescission to Helen Igoe, or any successors in interest, in the amount of \$80,000 to be paid according to the Schedule of Payments attached hereto and incorporated herein by reference. Failure to comply with any of the terms as stated herein or in the attached Schedule of Payments is a default.
4. In the event of a default, the total remaining balance of the Rescission ordered and agreed upon herein is due and payable immediately by the Respondents and interest thereon shall accrue at the rate of 12% per annum from the date of default. In addition, the Civil Penalties assessed in the Commissioner's Investigation, Decision, Order and Notice of Opportunity for Hearing dated February 7, 1997 will not be discharged and will be due and payable immediately by the Respondents and interest thereon shall accrue at the rate of 12% per annum from the date of the default. Any subsequent legal action required to enforce this Consent Order will be heard in the Burleigh County District Court in Bismarck, North Dakota. Respondents acknowledge the jurisdiction of that court in this matter and waive any jurisdictional objections to that court as the proper forum to resolve any matters arising out of this Consent Order.
5. Respondents shall immediately notify Allen C. Hoberg, Administrative Law Judge, that they have settled this matter and that they have withdrawn their request for a hearing in regard to the Commissioner's Investigation, Decision, Order, and Notice of Opportunity for Hearing issued by the Commissioner on February 7, 1997.
6. All terms of this order apply to the successors in interest of all persons named herein.
7. This Order shall be effective upon signature of the Commissioner.

Dated at Bismarck, North Dakota, on July 21, 1997.



*Cal Hoovestol*

CAL HOOVESTOL  
SECURITIES COMMISSIONER  
State Capitol-5th Floor  
600 East Boulevard Ave.  
Bismarck, ND 58505-0510  
(701) 328-2910

## SCHEDULE OF PAYMENTS

Pursuant to Order #3 in the Consent Order in the Matter of Eleventh Hour, Inc. American Consolidated Growth Corporation, Norman L. Fisher, Gary Flater, and their Officers, Directors, Agents, and Employees, and incorporated into that order by reference, respondents hereby agree to make a Rescission to complainant, Ms. Igoe, in the sum of \$80,000 to be paid in accordance with the following schedule.

August 1, 1997	\$15,000
September 1, 1997	\$5,000
October 1, 1997	\$5,000
November 1, 1997	\$5,000
December 1, 1997	\$5,000
January 1, 1998	\$5,000
February 1, 1998	\$5,000
March 1, 1998	\$5,000
April 1, 1998	\$5,000
May 1, 1998	\$5,000
June 1, 1998	\$5,000
July 1, 1998	\$5,000
August 1, 1998	\$5,000
September 1, 1998	\$5,000

All payments shall be made directly to Ms. Igoe c/o First Trust Company of North Dakota, Box 1778, Bismarck, ND 58502-1778, with a copy of payment check sent to the Commissioner for verification purposes. Payments shall be received by Ms. Igoe c/o First Trust Company at the address noted above on or before the payment date. If payment is not received within ten days after the payment date, that failure is deemed to be a default.

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RESPONDENTS. )

CONSENT TO ENTRY  
OF ORDER

The undersigned, acting on behalf of the Respondents, states that they have read the foregoing Consent Order, that they know and fully understand its contents and effects; that they are authorized to execute this Consent to Entry of Order on behalf of the Respondents; that Respondents have waived their rights to a hearing with respect to this matter, and that Respondents consent to entry of the Consent Order by the Securities Commissioner without admitting or denying the Commissioner's findings contained therein. 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.

Respondents acknowledge the jurisdiction of the Burleigh County District Court in this matter and they waive any jurisdictional objections to the enforcement of this Consent Order in that court.

Dated this 9<sup>th</sup> day of July, 1997.

Eleventh Hour, Inc., American  
Consolidated Growth Corporation, and  
their Officers, Directors, Agents, and  
Employees, Respondents.

By: Louis F. Coppage  
(Type or Print Name)

Signed: [Signature]  
Capacity: Chairman

Subscribed and Sworn before me this 9<sup>th</sup> day of July, 1997.

LORRAINE D. OWEN

print or type name:

Notary Public, state and county:

Colorado, Arapahoe Co.

(SEAL)

Dated this 9<sup>th</sup> day of July, 1996. 1997  
My Commission Expires: May 7, 1999

Norman L. Fisher  
Signed: *Norman L. Fisher*

Subscribed and Sworn before me this 9<sup>th</sup> day of July, 1997.

(SEAL) LORRAINE D. OWEN  
print or type name:  
Notary Public, state and county: ARAPAHOE CO,  
My Commission Expires: May 7, 1999 Colo

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 1996.

Gary Flater  
Signed: \_\_\_\_\_

Subscribed and Sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997.

(SEAL) \_\_\_\_\_  
print or type name:  
Notary Public, state and county:  
My Commission Expires:

STATE OF NORTH DAKOTA  
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Respondents acknowledge the jurisdiction of the Burleigh County District Court in this matter and they waive any jurisdictional objections to the enforcement of this Consent Order in that court.

Dated this 10<sup>th</sup> day of July, 1996. 1997

Eleventh Hour, Inc., American  
Consolidated Growth Corporation, and  
their Officers, Directors, Agents, and  
Employees, Respondents.

By: Louis F. Coppage  
(Type or Print Name)

Signed: [Signature]  
Capacity: Chairman

Subscribed and Sworn before me this 10<sup>th</sup> day of July, 1997.

LORRAINE D. OWEN  
print or type name:

(SEAL)

Notary Public, state and county: WYAPAHOE Co. COLORADO

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 1996. My Commission Expires:

Norman L. Fisher

Signed: \_\_\_\_\_

Subscribed and Sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997.

(SEAL)

print or type name:  
Notary Public, state and county:  
My Commission Expires:

Dated this 9 day of July, 1997.

Gary Flater

Signed: [Signature]

Subscribed and Sworn before me this 10<sup>th</sup> day of July, 1997.

(SEAL)

LORRAINE D. OWEN  
print or type name: Arapahoe Co  
Notary Public, state and county: Colorado  
My Commission Expires: May 7, 1999