

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

BEFORE THE
SECURITIES COMMISSIONER

In the Matter of Equity Estates)
Galleries, Inc., Alex Pierce,) CEASE AND DESIST ORDER
and other Officers, Directors,) AND NOTICE OF OPPORTUNITY
Agents, Servants and Employees of) FOR HEARING
Equity Estates Galleries, Inc.)

THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO EQUITY
ESTATES GALLERIES, INC., ALEX PIERCE, AND OTHER OFFICERS,
DIRECTORS, AGENTS, SERVANTS AND EMPLOYEES:

1. It appears to the Securities Commissioner that Equity
Estates Galleries, Inc. and Alex Pierce ("Respondents"), have
engaged, are engaging, or are about to engage in certain acts,
practices, or transactions, as more fully described below, which
are prohibited under Chapter 10-04 of the North Dakota Century Code
("N.D.C.C."). It further appears to the Securities Commissioner
that it is necessary or appropriate in the public interest or for
the protection of investors to restrain these acts, practices, or
transactions.

2. The Respondents have offered for sale, solicited an order
or offer to buy, or sold in North Dakota securities in the form of
investment contracts.

3. The subject securities have not been registered with the
Securities Commissioner under Section 10-04-04, N.D.C.C.; are not
exempt securities under Section 10-04-05, N.D.C.C.; and have not
been offered for sale or sold in exempt transactions under Section
10-04-06, N.D.C.C.

4. The Respondents are not registered as dealers or salesmen under Section 10-04-10, N.D.C.C.

NOW, THEREFORE, IT IS ORDERED, pursuant to Section 10-04-16, N.D.C.C., that Equity Estates Galleries, Inc., Alex Pierce, and all other officers, directors, agents, servants, and employees of Equity Estates Galleries, Inc. immediately cease and desist:

- A. From offering for sale or selling in North Dakota the subject securities, or any other security however denominated of any issuer, unless and until such securities have been registered with the Securities Commissioner; provided, however, that nothing in this part of the order shall apply to exempt securities under Section 10-04-05, N.D.C.C., or to exempt transactions under Section 10-04-06, N.D.C.C.
- B. From offering for sale or selling in North Dakota the subject securities, or any other security however denominated of any issuer, unless and until they have been registered as dealers or salesmen with the Securities Commissioner; provided, however, that nothing in this part of the order shall apply to exempt transactions under Section 10-04-06, N.D.C.C.

YOU ARE NOTIFIED that the above-cited violations, if proven, are sufficient grounds for the imposition of a civil penalty, pursuant to Section 10-04-16, N.D.C.C.

YOU ARE ALSO NOTIFIED that any person aggrieved by this order may request a hearing before the Securities Commissioner if such a request is made within ten days after receipt of this order.

IN TESTIMONY WHEREOF, witness my hand and seal this 20 day
of November, 1991.

(SEAL)

19

GLENN POMEROY
SECURITIES COMMISSIONER

Subscribed and sworn to before me this 20 day of November,
1991.

/s/
MARGARET BRINTNELL, Notary Public
Burleigh County, North Dakota
My commission expires 8-9-95.