

STATE OF NORTH DAKOTA

BEFORE THE

COUNTY OF BURLEIGH

SECURITIES COMMISSIONER

In the Matter of Henry Foods, Inc. d/b/a)
Delimax, and their Officers, Directors,)
Agents and Employees)
Respondent)

CONSENT ORDER

.....
The North Dakota Securities Commissioner has advised the respondent, Henry Foods, Inc. d/b/a Delimax, that the Commissioner is prepared to commence formal action pursuant to North Dakota Century Code Chapter 51-19 and has determined as follows:

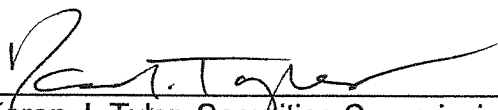
1. Respondent is a Minnesota based company that, prior to August 21, 2002, has offered franchises to three residents of North Dakota. Respondent had not registered its franchises in North Dakota, or filed for any applicable exemption, prior to August 21, 2002.
2. On August 21, 2002, the Commissioner issued a Desist and Refrain Order against the Respondent based on the unregistered sales activity in the state.
3. On August 30, 2002, respondent filed an exemption from the registration provisions of the Franchise Investment Law.
4. Pursuant to section 51-19-03 N.D.C.C., no person may offer for sale or sell any franchise in this state unless it is registered or exempt from registration.
5. Pursuant to section 51-19-13(f) N.D.C.C., 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.
6. The violations described above constitute sufficient grounds for the Commissioner to assess civil penalties against the respondent pursuant to section 51-19-13(f) N.D.C.C.
7. Respondent acknowledges its right to a hearing on this matter and waives this right to a hearing and to present arguments to the Commissioner.
8. Respondent agrees to resolve this matter with the Securities Commissioner by this Consent Order.
9. The following Order is necessary and appropriate in the public interest.

NOW, THEREFORE, IT IS ORDERED, THAT:

1. Respondent shall not offer for sale and/or sell any franchises in North Dakota unless the franchises are registered or exempt under the Franchise Investment Law.
2. Respondent shall pay a civil penalty of \$3,000 to the Office of the Securities Commissioner pursuant to section 51-19-13(f) N.D.C.C.
3. The Desist and Refrain Order issued by the Commissioner on August 21, 2002 is hereby vacated.
4. This Order shall be effective upon signature of the Commissioner.

Signed and Sealed this 20th day of October, 2002.





Karen J. Tyler, Securities Commissioner
Office of the Securities Commissioner
State Capitol-Fifth Floor
600 East Boulevard Ave.
Bismarck, ND 58505-0510
(701) 328-2910

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Respondent)

**CONSENT TO ENTRY
OF ORDER**

I, the undersigned, on behalf of Henry Foods, Inc. d/b/a Delimax, state that I have read the foregoing Consent Order and that I know and fully understand its contents and effects. I further state that respondent has waived its rights to a hearing with respect to this matter, and that it consents 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 17 day of Oct., 2002.

H. Thomas Eidsvold Pres

H. THOMAS EIDSVOLD
(print name)

Henry Foods, Inc. d/b/a Delimax
10 McKay Avenue North
P. O. Box 1057
Alexandria, MN 56308

Subscribed and Sworn before me this 17th day of OCTOBER, 2002.

Michael O. Hanson
Notary Public

(Notary Seal)

State: MN County: DOUGLAS
My Commission Expires: 1/31/05

