

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH *62582*

BEFORE THE
SECURITIES COMMISSIONER

In the Matter of Integrowth Financial)
Group,)
Respondent)

**NOTICE OF CIVIL PENALTY
AND RIGHT TO REQUEST A
HEARING**

.....
WHEREAS, on June 28, 1999, the Commissioner issued a Cease and Desist Order against Alliance Trust and Clifton Wilkinson, based on several violations of North Dakota securities laws; and,

WHEREAS, on June 28, 1999, the Cease and Desist Order was sent to Clifton Wilkinson, the trustee of Alliance Trust, and the Cease and Desist Order was received by Mr. Wilkinson on July 1, 1999; and,

WHEREAS, respondent did not provide a request for hearing, nor did respondent deny any facts relied upon by the Commissioner underlying the Cease and Desist Order dated June 28, 1999; and,

WHEREAS, on July 23, 1999, the Commissioner issued an additional Cease and Desist Order against Alliance Trust, Clifton Wilkinson, Integrowth Financial Group, Inc. and Steve Hiltbrand, based on several new violations of North Dakota securities laws, and violations of the Cease and Desist Order dated June 28, 1999; and,

WHEREAS, on July 23, 1999, the second Cease and Desist Order was sent to Clifton Wilkinson, the trustee of Alliance Trust, Integrowth Financial Group, and Steve Hiltbrand; and,

WHEREAS, the Cease and Desist Order was received by Mr. Wilkinson on July 26, 1999 and the Cease and Desist Order was received by Integrowth Financial Group and Steve Hiltbrand on or before July 27, 1999.

NOW, THEREFORE, it is hereby Ordered that respondents, Integrowth Financial Group is hereby assessed and shall make payment to the Commissioner, a **civil penalty in the amount of \$20,000** for the violations set forth in the Cease and Desist Order dated July 23, 1999. The payment of the civil penalties assessed herein are due and payable immediately upon receipt of this Order.

NOTICE OF RIGHT TO REQUEST HEARING

YOU ARE NOTIFIED that pursuant to §10-04-12 N.D.C.C. you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN TEN (10) DAYS AFTER THE RECEIPT OF THIS ORDER. The respondent has the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 24th day of August, 1999.



Syver Vinje

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

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AFFIDAVIT OF SERVICE
BY MAIL

.....
I, Jacqui Ferderer, being first duly sworn, state that I am a citizen of the United States over the age of twenty-one years and not a party to or interested in the above-entitled proceeding.


On, August 25, 1999, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, a true and correct copy of the following document:

**NOTICE OF CIVIL PENALTY AND
RIGHT TO REQUEST A HEARING**

A copy of the above document was securely enclosed in an envelope with postage duly prepaid, sent via certified mail, return receipt requested, and addressed to:


Integrowth Financial Group
1702 E. Highland Avenue, Suite 213
Phoenix, AZ 85016

To the best of my knowledge, information, and belief, the addresses given above is the actual address of the parties intended to be served.



Jacqui Ferderer

Subscribed and sworn to before me this 25 day of August, 1999.



Diane Kambeitz, Notary Public
Burleigh County, North Dakota
My commission expires 3/10/2000