

STATE OF NORTH DAKOTA

SECURITIES DEPARTMENT

In the Matter of James R. Bullis; and)	CEASE AND DESIST ORDER,
Montgomery, Goff & Bullis, P.C.;)	ORDER FOR CIVIL PENALTY,
)	ORDER FOR RESCISSION,
)	AND NOTICE OF RIGHT
Respondents.)	TO REQUEST A HEARING

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**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO
JAMES R. BULLIS AND MONTGOMERY, GOFF & BULLIS, P. C.:**

The North Dakota Securities Commissioner has a reasonable basis to believe that the Respondents have engaged in, are engaging in, or are about to engage in, 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 is necessary and appropriate in the public interest and for the protection of investors to restrain these acts, practices, or transactions of the Respondents.

1. Respondent, James R. Bullis, is an attorney licensed to practice law in the State of North Dakota.
2. Bullis is not now and has never been registered as a securities agent in North Dakota. Bullis is not now and has never been registered as an investment adviser representative in North Dakota. Bullis has never applied for or received any registration issued by the North Dakota Securities Department.
3. Respondent, Montgomery, Goff & Bullis, P.C. (MGBPC), is a professional corporation organized in North Dakota on January 1, 2000. MGBPC is

headquartered in Fargo, North Dakota, and has been headquartered in Fargo North Dakota since its inception.

4. The business of MGBPC, as stated on forms filed with the Secretary of State, is to provide legal services.
5. MGBPC is not now and has never been registered as a broker-dealer* in North Dakota. MGBPC is not now and has never been registered as an investment adviser in North Dakota. MGBPC has never applied for or received any registration issued by the North Dakota Securities Department.
6. On information and belief, Bullis is one of the founders of MGBPC, and for all times relevant to this matter, has owned an interest in MGBPC. Bullis is currently the registered agent for MGBPC.
7. Bullis is, and for all times relevant to this matter, has been affiliated with MGBPC. For all times relevant to this matter, Bullis has conducted business from the office of MGBPC, and has continually conducted business in connection with MGBPC.
8. From 1996 to 2003, a series of companies were created and merged together which all contained the name "Intellisol". These companies (hereinafter collectively referred to as "Intellisol") operated as the United States affiliate of an Australian company. The purpose of Intellisol was to develop and distribute computer software.
9. Bullis and MGBPC had occasionally provided legal services to Intellisol.
10. Intellisol has ceased its operations, has dissolved, and no longer exists.

* The term "broker-dealer" as found in the Securities Act was "dealer" prior to a legislative change in the 2005 legislative session. The term "broker-dealer" is intended to be inclusive of the term "dealer".

11. From 1997 to 2000, Michael A. Volk was an employee of Intellisol. He held several positions and acted as an officer of Intellisol.
12. Volk was never registered as an agent of any registered broker-dealer. Volk has never been affiliated with any registered broker-dealer.
13. Bullis and MGBPC provided extensive legal services to Volk and his wife, Heidi Motschenbacher.
14. HiTech Ventures, LLC (HiTech) was a North Dakota company organized by Bullis on March 21, 2000. On information and belief, HiTech was wholly owned by Volk.
15. HiTech was never registered as a broker-dealer in North Dakota. HiTech never applied to be a broker-dealer in North Dakota.
16. On information and belief, HiTech never engaged in any business operations, but acted only as an entity that bought and sold Intellisol stock.
17. Bullis and MGBPC provided legal services to HiTech.
18. Midwest Technology Investment Group, LLC (Midwest) was a North Dakota company organized by Bullis on March 21, 2000. On information and belief, Midwest was wholly owned by Volk.
19. Midwest was never registered as a broker-dealer in North Dakota. Midwest never applied to be a broker-dealer in North Dakota.
20. On information and belief, Midwest never engaged in any business operations, but acted only as an entity that bought and sold Intellisol stock.
21. Bullis and MGBPC provided legal services to Midwest.
22. For all times relevant to this matter, Scott Wilson was an officer, director, and owner of Intellisol.

23. Wilson was never registered as an agent of any registered broker-dealer. Wilson has never been affiliated with any registered broker-dealer.
24. For times relevant to this matter, Feiness Investments PTE, Ltd. (Feiness) has apparently been an international business entity. On information and belief, Feiness was wholly owned by Wilson.
25. Feiness was never registered as a broker-dealer in North Dakota. Feiness never applied to be a broker-dealer in North Dakota.
26. On information and belief, Feiness never engaged in any business operations, but acted only as an entity that owned and sold Intellisol stock.
27. For all times relevant to this matter, Philip Dodds was an officer, director and owner of Intellisol.
28. Dodds was never registered as an agent of any registered broker-dealer. Dodds has never been affiliated with any registered broker-dealer.
29. For times relevant to this matter, Megarade Trading PTE, Ltd. (Megarade) has apparently been an international business entity. On information and belief, Megarade was wholly owned by Dodds.
30. Megarade was never registered as a broker-dealer in North Dakota. Megarade never applied to be a broker-dealer in North Dakota.
31. On information and belief, Megarade never engaged in any business operations, but acted only as an entity that owned and sold stock in Intellisol.
32. For times relevant to this matter, International Trade Finance (International) has apparently been an international business entity. On information and belief, International was wholly owned by Dodds.

33. International was never registered as a broker-dealer in North Dakota. International never applied to be a broker-dealer in North Dakota.
34. On information and belief, International never engaged in any business operations, but acted only as an entity that owned and sold stock in Intellisol.
35. ProEquities, Inc. (ProEquities) is an Alabama headquartered broker-dealer. For all times relevant to this matter, ProEquities has been a registered broker-dealer in North Dakota.
36. Bruce A. Hager is a North Dakota resident who has been registered as an agent with several broker-dealers from 1988 to 2004. From 1997 to 2004, Hager was registered as an agent of ProEquities.
37. During 2000 and 2001, Hager was not registered as an agent of any broker-dealer other than ProEquities. During this time, the registration of Hager was limited to products approved by and sold through ProEquities. Hager's business at ProEquities was conducted under the business name "Financial Advisors", which was a trade name established by Bruce Hager in 1997.
38. Bullis had occasionally provided legal services to Hager.
39. On October 12, 2004, Hager voluntarily ceased to be registered as an agent of ProEquities.
40. On July 13, 2004, Hager applied to be registered as an agent of Bison Capital, Inc., a broker-dealer registered in North Dakota and then owned, in part, by Hager. The Securities Commissioner did not approve that application, and issued a proposed Order to Deny that Application on January 20, 2005. Hager withdrew his

application and did not request a hearing on the proposed Order of Denial. Hager is not currently registered as agent in North Dakota.

41. Hager has consented to the entry of an Order that would bar him from association with any broker-dealer that is a member of the National Association of Securities Dealers, Inc. (NASD). This Order is based, in part, on Hager's association with Bullis.
42. Hager has been charged with twenty-five felonies related generally to the activities described in this Order. Criminal proceedings are ongoing.
43. Intellisol stock is a security as defined by N.D.C.C. § 10-04-02(15). Intellisol stock was not registered as a security in North Dakota.
44. In early 2000, Volk had acquired the right to purchase Intellisol stock from one of its founders. In order to acquire money for the purchase of that stock, Volk, in association with Hager and Bullis, solicited a group of at least 13 individuals which, in turn, formed an entity known as Fargo Capital Group. Fargo Capital Group paid \$1.2 million for the purchase of Intellisol shares. This was not an isolated transaction.
45. On information and belief, Bullis and Hager were compensated for their services in connection with this transaction, in part, through the transfer of Intellisol stock from HiTech to ND Technology Investment Group, LLC, a North Dakota company that was formed by Bullis and then owned by Montgomery, Goff, and Bullis. Hager was compensated by a later transfer of shares from ND Technology Investment Group, LLC.

46. From March of 2000 to May of 2001, Bullis assisted Hager and Volk with 13 sales of Intellisol stock in North Dakota in addition to the sale to Fargo Capital Group, as discussed above. These transactions generated proceeds of \$1,307,024. Hager and Bullis each received compensation based on their activities in connection with these transactions. The funds for the purchase of these securities were delivered to MGBPC and Bullis.
47. Softech Venture Investors Group, LLC (Softech) was a North Dakota LLC that was organized by Bullis on March 21, 2000. For all times during its existence, Bullis has served as its agent for service of process, and Volk served as the president of Softech.
48. Softech was created for the apparent purpose of acquiring funds from investors and using such funds for the purchase of Intellisol stock.
49. Softech membership units are securities as defined in N.D.C.C. § 10-04-02(15). Softech membership units were not registered as securities in North Dakota, and Softech did not apply to register these membership units in North Dakota. Softech did not apply for any exemption from registration.
50. Softech was not registered as a broker-dealer in North Dakota.
51. On information and belief, Softech had no employees and did not engage in any business operations. The sole known officer of Softech was Volk.
52. On information and belief, Softech never elected a board of directors and never had a membership meeting.

53. On information and belief, Softech never opened a banking account. Instead, all of its financial transactions were conducted through the client trust account established by MGBPC, and were made subject to the direction of Bullis.
54. Softech Venture Investors Group Series B, LLC (Softech B) was a North Dakota LLC that was organized by Bullis on July 15, 2000. For all times during its existence, Bullis has served as its agent for service of process.
55. Softech B was created for the apparent purpose of seeking funds from investors and using such funds for the purchase of Intellisol stock.
56. Softech B membership units are securities as defined in N.D.C.C. § 10-04-02(15). Softech B membership units were not registered as securities in North Dakota, and Softech B did not apply to register these membership units in North Dakota. Softech B did not apply for any exemption from registration.
57. Softech B was not registered as a broker-dealer in North Dakota.
58. On information and belief, Softech B had no employees and did not engage in any business operations. The sole known officer of Softech B was Volk.
59. On information and belief, Softech B never elected a board of directors and never had a membership meeting.
60. On information and belief, Softech B never opened a banking account. Instead, all of its financial transactions were conducted through the client trust account established by MGBPC, and were made subject to the direction of Bullis.
61. Softech Venture Investors Group Series C, LLC (Softech C) was a North Dakota LLC that was organized by Bullis on October 1, 2000. For all times during its existence, Bullis has served as its agent for service of process.

62. Softech C was created for the apparent purpose of seeking funds from investors and using such funds for the purchase of Intellisol stock.
63. Softech C membership units are securities as defined in N.D.C.C. § 10-04-02(15). Softech C membership units were not registered as securities in North Dakota, and Softech C did not apply to register these membership units in North Dakota. Softech C did not apply for any exemption from registration.
64. Softech C was not registered as a broker-dealer in North Dakota.
65. On information and belief, Softech C had no employees and did not engage in any business operations. The sole known officer of Softech C was Volk.
66. On information and belief, Softech C never elected a board of directors and never had a membership meeting.
67. On information and belief, Softech C never opened a banking account. Instead, all of its financial transactions were conducted through the client trust account established by MGBPC, and were made subject to the direction of Bullis.
68. From January thru April of 2000, Bullis and MGBPC received payments in the amount of \$1,291,600 from 37 people. These people were interested in investing in Intellisol or in an entity that owned or would own Intellisol stock. These people were solicited to invest predominately by Hager. At least two investors, James Larson and Dennis White, were directly solicited to invest by Bullis.
69. In connection with some of these payments, Bullis provided a subscription agreement and/or an investor questionnaire to the investor. One purpose of the subscription agreement and/or investor questionnaire was to receive information

from the investor that demonstrated that the investor was accredited or sophisticated. These documents were drafted by Bullis.

70. The subscription agreement and investor questionnaire discussed above indicated that the investment would be in Softech. No reference was made to Softech B.
71. Several investors during this time period did not complete either a subscription agreement or an investor questionnaire. For those persons, neither Bullis nor Softech had any reason to believe that these investors were either accredited or sophisticated. Notwithstanding this, none of the investments were rejected, and none of the funds were returned to any investor.
72. Bullis never drafted a prospectus or offering circular for Softech or Softech B. No prospectus or offering circular was ever prepared for Softech or Softech B. Bullis was aware that none of the people who paid money to MGBPC during this period ever received an offering circular or a prospectus.
73. Of the funds collected from January through April of 2000, \$899,100 was deposited into the client trust account of MGBPC and credited to sub-account # JRB-665. On information and belief, that sub-account was allocated to Softech.
74. Additionally, \$392,500 of those funds was deposited into the client trust account of MGBPC and credited to sub-account # JRB-700. On information and belief, that sub-account was allocated to Softech B.
75. On April 14, 2000, Bullis and MGBPC transferred \$899,100 from the Softech sub-account (JRB-665) to sub-account # JRB-671 of the client trust account of MGBPC. On information and belief, sub-account # JRB-671 is the sub-account for Feiness.

76. On April 14, 2000, Bullis and MGBPC transferred \$200,781 from the Softech B sub-account (JRB-700) to sub-account # JRB-671 of the client trust account of MGBPC. On information and belief, sub-account # JRB-671 is the sub-account for Feiness.
77. These funds were co-mingled and then distributed as follows:
- | | | |
|----|--------------------------------------|-----------|
| a. | To Financial Advisors (Bruce Hager): | \$55,500 |
| b. | To MGBPC: | \$79,381 |
| c. | To Scott Wilson: | \$965,000 |
78. On information and belief, the funds paid to MGBPC, as discussed above, include commissions and legal fees. MGBPC billing records relating to the Softech and Softech B do not substantiate any legal fees sufficient to justify the above payment. It appears that the figure set forth above includes at least \$55,500 in commissions.
79. No Intellisol stock was transferred from Feiness to Softech or Softech B on April 14, 2000. On information and belief, there was no contract between Feiness and Softech or Softech B discussing the sale of Intellisol stock.
80. On May 18, 2000, 190,000 shares of Intellisol stock were transferred from Feiness to Softech. The stock transfer register does not indicate that Feiness ever transferred any Intellisol stock to Softech B.
81. On July 6, 2000, Bullis provided certificates of interest to investors regarding their investments in Softech.
82. Also on April 14, 2000, Bullis and MGBPC transferred \$191,719 from the Softech B sub-account (JRB-700) to sub-account JRB-674 of the client trust account of MGBPC. On information and belief, sub-account JRB-674 is allocated to HiTech.

83. No Intellisol stock was transferred from HiTech to Softech B on April 14, 2000, and there was no contract between HiTech and Softech B discussing the sale of Intellisol stock.
84. On August 1, 2001, HiTech transferred 43,093 shares of Intellisol stock to Softech B.
85. The funds transferred to HiTech were co-mingled with payments from persons wishing to purchase Intellisol stock. Information regarding those investments is set forth below:
 - a. On March 17, 2000, Prasad Yalamanchili paid \$180,000 for the purchase of shares of Intellisol stock. These funds were paid into sub-account JRB-674.
 - b. On March 17, 2000, Sweetwater Partners Limited Partnership and/or Prasad Yalamanchili paid \$180,000 for the purchase of shares of Intellisol stock. These funds were paid into sub-account JRB-674.
 - c. On March 17, 2000, Thomas H. Tarantino and/or Prasad Yalamanchili paid \$36,000 for the purchase of shares of Intellisol stock. These funds were paid into sub-account JRB-674.
 - d. On May 9, 2000, John S. Dean paid \$100,000 for the purchase of shares of Intellisol stock. These funds were paid into sub-account JRB-674.
 - e. On May 9, 2000, in three separate transactions referred to collectively in the records of MGBPC, Joseph F. Crary, BethAnn R. Crary, and Tim and Sandra Crary, paid \$141,000 for the purchase of shares of Intellisol stock. These funds were paid into sub-account JRB-674.

- f. On June 26, 2000, James Ellefson paid \$100,000 for the purchase of shares of Intellisol stock. These funds were paid into sub-account JRB-674.
 - g. On June 26, 2000, Gary A. Paulsrud paid \$100,000 for the purchase of shares of Intellisol stock. These funds were paid into sub-account JRB-674.
86. These co-mingled funds were paid out to several parties, as follows:
- | | | |
|----|--------------------------------|-----------|
| a. | To Michael Volk: | \$408,900 |
| b. | To MGBPC: | \$22,669 |
| c. | To Financial Advisors (Hager): | \$22,050 |
| d. | International Finance Trade | \$575,100 |
87. On information and belief, the funds paid to MGBPC, as discussed above, include commissions and legal fees. The \$22,669 figure includes \$619 in itemized legal fees. On information and belief, \$22,050 paid to MGBPC were commissions based on these transactions.
88. From September thru December of 2000, Bullis and MGBPC received payments in the amount of \$833,380 from 14 people. Most of these funds were deposited into the client trust account of MGBPC, and credited to sub-account # JRB-708. On information and belief, sub-account JRB-708 is allocated to Softech C.
89. Additionally, there were investments in Softech C in the amount of \$18,895 which are not recorded in the records of sub-account JRB-708, nor are they otherwise known to be recorded on the financial records of MGBPC.
90. In connection with some of these payments, Bullis provided a subscription agreement and/or an investor questionnaire to the investor. One purpose of the subscription agreement and/or investor questionnaire was to receive information

from the investor that demonstrated that the investor was accredited or sophisticated. On information and belief, these documents were drafted by Bullis.

91. Several Softech C investors did not complete either a subscription agreement or an investor questionnaire. As such, neither Bullis nor Softech C had any reason to believe that these investors were either accredited or sophisticated. Notwithstanding this, none of the investments were rejected, and none of the funds were returned to any investor.

92. Bullis never drafted a prospectus or offering circular for Softech C, and no prospectus or offering circular was ever prepared for Softech C. Bullis was aware that no investors ever received an offering circular or a prospectus.

93. At least three of the Softech C investors, Marc Rue, James Larson and Dennis White, were directly solicited to invest by Bullis.

94. The funds collected into sub-account JRB-708 were paid out as follows:

a.	HiTech Ventures	\$427,000
b.	Michael Volk	\$100,042
c.	Financial Advisors (Hager)	\$51,919
d.	MGBPC	\$109,419
e.	Scott Wilson	\$145,000

95. On information and belief, the funds paid to MGBPC, as discussed above, include commissions and legal fees. On information and belief, MGBPC received commissions of \$51,919 based on these transactions.

96. From August 31 to September 12, 2000, Bullis and MGBPC transferred \$51,919 from the Softech C sub-account to Financial Advisors (Bruce Hager). These funds were transferred through three separate payments.
97. From September to December of 2000, Bullis provided certificates of interest to investors regarding their investments in Softech C. Those certificates were not properly executed, in that they were not signed by Volk. Investors never received fully executed certificates representing their interests in Softech C.
98. The Intellisol stock discussed above is a security as defined in N.D.C.C. § 10-04-02(15).
99. The Softech membership units discussed above are securities as defined in N.D.C.C. § 10-04-02(15).
100. The Softech B membership units discussed above are securities as defined in N.D.C.C. § 10-04-02(15).
101. The Softech C membership units discussed above are securities as defined in N.D.C.C. § 10-04-02(15).
102. N.D.C.C. § 10-04-04 requires that securities offered or sold in North Dakota be registered or exempt from registration. None of the stock or membership units discussed herein have been registered with the Securities Department under N.D.C.C. §§ 10-04-07, 10-04-07.1, 10-04-08, or 10-04-08.1. None of the stock or membership units discussed herein are an exempt security under N.D.C.C. § 10-04-05. None of the stock or membership units discussed herein have been offered for sale or sold in an exempt transaction under N.D.C.C. § 10-04-06. None of the

stock or membership units discussed herein are a federal covered securities, nor were they filed as a federal covered securities under N.D.C.C. § 10-04-08.4.

103. The facts set forth above demonstrate that the respondents have each engaged in 62 violations of Section 10-04-04 N.D.C.C.

104. N.D.C.C. § 10-04-02(3) defines, in relevant part, a “broker-dealer” as a person who is “engaged in the business of effecting transactions in securities”. The facts set forth above demonstrate that the Respondent, MBGPC, was acting as a broker-dealer with respect to the securities transactions in Intellisol stock, and in the membership units of Softech, Softech B, and Softech C.

105. N.D.C.C. § 10-04-10(1) requires that any person acting as a broker-dealer be registered as a broker-dealer unless the securities are sold through an exempt transaction. The securities transactions described above did not involve an exempt transaction under N.D.C.C. § 10-04-06.

106. The facts set forth above demonstrate that the respondent, MBGPC, has engaged in 62 violations of N.D.C.C. § 10-04-10(1).

107. N.D.C.C. § 10-04-02(1) defines, in relevant part, an “agent” as “an individual who represents a broker-dealer or an issuer . . . in effecting or attempting to effect purchases or sales of securities.” The facts set forth above demonstrate that the Respondent, Bullis, was acting as an agent with respect to the securities transactions in Intellisol stock, and in the membership units of Softech, Softech B, and Softech C.

108. N.D.C.C. § 10-04-10(2) requires that any person acting as an agent be registered as an agent unless the securities are sold through an exempt transaction. The

securities transactions described above did not involve an exempt transaction under N.D.C.C. § 10-04-06.

109. The facts set forth above demonstrate that the respondent, Bullis, has engaged in 62 violations of N.D.C.C. § 10-04-10(2).
110. Pursuant to N.D.C.C. § 10-04-17, any purchaser of securities which were sold in violation of the Securities Act is entitled to Rescission, plus interest calculated at 6% per annum.
111. Pursuant to N.D.C.C. § 10-04-16 (1), the Securities Commissioner has the authority to Order that a person Cease and Desist from violations of the Securities Act, to rescind transactions made in violations of the Securities Act, and to assess civil penalties in an amount not to exceed \$10,000 for each violation of the Securities Act.
112. This Order is issued in the public interest, and for the protection of investors.

NOW, THEREFORE, IT IS ORDERED, pursuant to N.D.C.C. § 10-04-16, that:

1. The Respondents shall immediately **CEASE AND DESIST** from offering for sale or selling in North Dakota the subject securities, or any other securities however denominated, unless and until the securities has been registered with the Securities Department.
2. The Respondent, MGBPC, shall immediately **CEASE AND DESIST** from offering for sale or selling securities, or effecting transactions in securities, in North Dakota unless and until it has registered with the Securities Department as a broker-dealer.

3. The Respondent, Bullis, shall immediately **CEASE AND DESIST** from offering for sale or selling securities, or effecting transactions in securities, in North Dakota unless and until he has registered with the Securities Department as an agent.

This order does not prohibit the offer or sale of securities through exempt securities transactions under N.D.C.C. § 10-04-06, nor does it prohibit registered broker-dealers and agents from offering or selling exempt securities under N.D.C.C. § 10-04-05 or federal covered securities offered pursuant to a notice filing made to the Securities Department pursuant to N.D.C.C. § 10-04-08.4.

YOU ARE NOTIFIED that any willful violation of this order is a Class B Felony pursuant to Section 10-04-18(1) N.D.C.C. Pursuant to N.D.C.C. § 12.1-32-01(3), a Class B Felony is punishable by a \$10,000 fine and 10 years' imprisonment, with respect to a natural person. Pursuant to N.D.C.C. § 12.1-32-01.1(2), a Class B Felony is punishable by a \$35,000 fine with respect to an organization.

YOU ARE FURTHER NOTIFIED that, pursuant to N.D.C.C. § 12.1-09-03, a person is guilty of a criminal offense if he intentionally "alters, destroys, mutilates, conceals, or removes a record, document, or thing with intent to impair its verity or availability" in an official proceeding. As such, intentional destruction of any documents related to this matter may result in criminal prosecution.

ORDER FOR CIVIL PENALTY

YOU ARE NOTIFIED that the above-cited violations are sufficient grounds for the imposition of civil penalties pursuant to N.D.C.C. § 10-04-16(1), in an amount not to exceed \$10,000 for each violation.

The Securities Commissioner proposes to issue a Civil Penalty in the amount of \$1,240,000 against the respondent, MGBPC, based on violations of N.D.C.C. §§ 10-04-04 and 10-04-10(1).

The Securities Commissioner proposes to issue a Civil Penalty in the amount of \$1,240,000 against the respondent, Bullis, based on violations of N.D.C.C. §§ 10-04-04 and 10-04-10(2).

The Commissioner reserves the authority to modify this civil penalty amount, to any amount not to exceed \$10,000 for each violation, and to direct any penalties to the Investor Restitution Fund for the purpose of repaying aggrieved investors, as appropriate.

ORDER FOR RESCISSION

The Securities Commissioner further Orders that the respondents shall make rescission for the total investment price of all investments described above, plus interest at the statutory rate, and attorneys fees reasonably attributed to an investors' attempt to recover the purchase price of the Intellisol and Softech Investments as described in this Order. Addendum A to this Order is a schedule of the investors and investment amount. Addendum A is attached hereto and incorporated herewith. The total rescission amount includes interest calculated as of the date of this Order, and may include attorneys' fees that have not been calculated on Addendum A.

The investors named on Addendum A, and their heirs and estates, are intended third party beneficiaries of this provision, and may seek to enforce their interests under this paragraph.

NOTICE OF RIGHT TO REQUEST HEARING

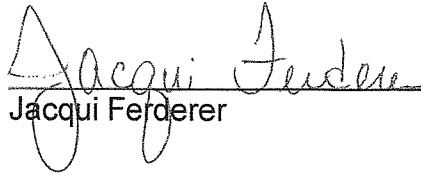
YOU ARE NOTIFIED that pursuant to N.D.C.C. § 10-04-12 you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN FIFTEEN (15) DAYS AFTER THE RECEIPT OF THIS ORDER. The respondents have the right to be represented by legal counsel at the hearing.

Dated at Bismarck, North Dakota on this 21 day of March, 2006.

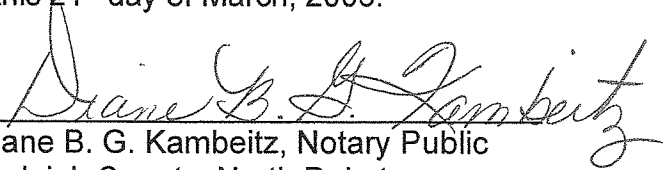


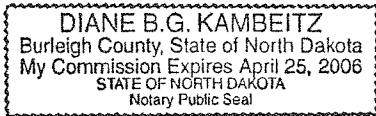


Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
State Capitol, Fifth Floor
600 East Boulevard
Bismarck, ND 58505-0510
Ph. # (701) 328-2900


Jacqui Ferderer

Subscribed and sworn to before me this 21st day of March, 2006.


Diane B. G. Kambeitz, Notary Public
Burleigh County, North Dakota
My commission expires 4/25/2006



ATTACHMENT A

NAME	INVESTMENT TYPE	INVESTMENT DATE	AMOUNT	INTEREST	TOTAL
Fargo Capital Group	Intellisol, Inc.	March 15, 2000	\$1,200,000	\$433,200	\$1,633,200
Prasad Yalamanchili	Intellisol, Inc.	March 18, 2000	\$180,000	\$64,890	\$244,890
Sweetwater Partners, LP	Intellisol, Inc.	March 18, 2000	\$180,000	\$64,890	\$244,890
Thomas H. Tarantino	Intellisol, Inc.	March 18, 2000	\$36,000	\$12,978	\$48,978
John Dean	Intellisol, Inc.	May 30, 2000	\$100,000	\$34,850	\$134,850
Joseph Cray	Intellisol, Inc.	May 30, 2000	\$66,000	\$23,001	\$89,001
Chuck & BethAnn Cray	Intellisol, Inc.	May 30, 2000	\$50,000	\$17,425	\$67,425
Tim & Sandra Cray	Intellisol, Inc.	May 30, 2000	\$25,000	\$8,713	\$33,713
Gary Paulsrud	Intellisol, Inc.	June 19, 2000	\$100,000	\$34,533	\$134,533
James Ellefson	Intellisol, Inc.	January 2, 2001	\$100,000	\$31,317	\$131,317
Mark S. Green	Intellisol, Inc.	October 10, 2000	\$85,000	\$27,781	\$112,781
James Ellis	Intellisol, Inc.	January 1, 2001	\$35,000	\$10,967	\$45,967
Venture Development Company	Intellisol, Inc.	August 31, 2000	\$300,024	\$100,058	\$400,082
Venture Development Company	Intellisol, Inc.	May 8, 2001	\$50,000	\$14,608	\$64,608
Charles Bauer, Jr.	Softech Venture Group, LLC	February 22, 2000	\$40,000	\$14,593	\$54,593
Loretta Bernhoft	Softech Venture Group, LLC	March 15, 2000	\$10,000	\$3,610	\$13,610
Ronald Derke	Softech Venture Group, LLC	April 7, 2000	\$10,000	\$3,573	\$13,573
Terry Domres	Softech Venture Group, LLC	April 17, 2000	\$10,000	\$3,557	\$13,557
Duane Dumas	Softech Venture Group, LLC	March 2, 2000	\$95,500	\$34,682	\$130,182
Shirley Eggermont	Softech Venture Group, LLC	March 8, 2000	\$25,000	\$9,054	\$34,054
L. N. Ferrier	Softech Venture Group, LLC	February 3, 2000	\$40,000	\$14,720	\$54,720
Gerald Knapp	Softech Venture Group, LLC	April 7, 2000	\$25,000	\$8,933	\$33,933
James Larson	Softech Venture Group, LLC	April 20, 2000	\$3,600	\$1,279	\$4,879
Caroline Levi	Softech Venture Group, LLC	February 18, 2000	\$40,000	\$14,620	\$54,620
Kevin Levi	Softech Venture Group, LLC	March 13, 2000	\$30,000	\$10,840	\$40,840
Roger Luck	Softech Venture Group, LLC	March 7, 2000	\$10,000	\$3,623	\$13,623
Ralph Martin	Softech Venture Group, LLC	March 1, 2000	\$110,000	\$39,967	\$149,967
Steve Ohly	Softech Venture Group, LLC	April 14, 2000	\$15,000	\$5,343	\$20,343
John S. Pierce	Softech Venture Group, LLC	March 14, 2000	\$25,000	\$9,029	\$34,029
Terry Sanders	Softech Venture Group, LLC	February 24, 2000	\$100,000	\$36,450	\$136,450
Gerald Radebaugh	Softech Venture Group, LLC	March 13, 2000	\$20,000	\$7,227	\$27,227
Joel F. Schock	Softech Venture Group, LLC	February 23, 2000	\$30,000	\$10,940	\$40,940
William Shriock	Softech Venture Group, LLC	February 23, 2000	\$75,000	\$27,350	\$102,350
Ron Stensgard	Softech Venture Group, LLC	March 1, 2000	\$100,000	\$36,333	\$136,333

Michael Teigen	Softech Venture Group, LLC	March 7, 2000	\$20,000	\$7,247	\$27,247
Mark Tufte	Softech Venture Group, LLC	March 8, 2000	\$5,000	\$1,811	\$6,811
Jim & Sandra Weinmann	Softech Venture Group, LLC	April 6, 2000	\$50,000	\$17,875	\$67,875
Jonpierre Wiest	Softech Venture Group, LLC	April 11, 2000	\$10,000	\$3,567	\$13,567
Brent Blake	Softech Venture Group, Series B, LLC	April 7, 2000	\$110,000	\$3,573	\$13,573
Brian Feist	Softech Venture Group, Series B, LLC	March 1, 2000	\$30,000	\$39,967	\$149,967
Mark Feist	Softech Venture Group, Series B, LLC	March 8, 2000	\$50,000	\$10,865	\$40,865
John Goff	Softech Venture Group, Series B, LLC	March 14, 2000	\$50,000	\$18,058	\$68,058
Daniel Hager	Softech Venture Group, Series B, LLC	March 1, 2000	\$37,500	\$13,625	\$51,125
Mark Jackson	Softech Venture Group, Series B, LLC	March 1, 2000	\$25,000	\$9,021	\$34,021
Bruce J. Kopp	Softech Venture Group, Series B, LLC	March 16, 2000	\$10,000	\$3,573	\$13,573
Norm Leslie	Softech Venture Group, Series B, LLC	April 7, 2000	\$5,000	\$1,811	\$6,811
James Pella	Softech Venture Group, Series B, LLC	March 8, 2000	\$25,000	\$9,083	\$34,083
Dennis White	Softech Venture Group, Series B, LLC	March 1, 2000	\$50,000	\$18,100	\$68,100
Patrick Schmidt	Softech Venture Group, Series B, LLC	March 9, 2000	\$50,000	\$18,167	\$68,167
Ronald Ward	Softech Venture Group, Series B, LLC	March 1, 2000	\$133,800	\$44,199	\$177,999
Adrian Wiest	Softech Venture Group, Series C, LLC	September 19, 2000	\$5,000	\$1,652	\$6,652
Ron & Dawn Aberle	Softech Venture Group, Series C, LLC	September 19, 2000	\$10,000	\$3,303	\$13,303
Robert Loftgren	Softech Venture Group, Series C, LLC	September 19, 2000	\$50,000	\$16,517	\$66,517
Clyde J. Ripplinger	Softech Venture Group, Series C, LLC	September 19, 2000	\$10,000	\$3,303	\$13,303
Jeff & Joyce Wold	Softech Venture Group, Series C, LLC	September 19, 2000	\$450,000	\$148,650	\$598,650
Keith T. McElrath	Softech Venture Group, Series C, LLC	September 19, 2000	\$20,000	\$6,607	\$26,607
James Ellis & Elizabeth Riley	Softech Venture Group, Series C, LLC	September 19, 2000	\$15,000	\$4,955	\$19,955
George & Bargbara Kololmer	Softech Venture Group, Series C, LLC	September 19, 2000	\$10,000	\$3,303	\$13,303
Marc Rue	Softech Venture Group, Series C, LLC	September 19, 2000	\$95,000	\$31,223	\$126,223
Stephen and Wanda Ohly	Softech Venture Group, Series C, LLC	December 29, 2000	\$29,580	\$9,273	\$38,853
James Larson	Softech Venture Group, Series C, LLC	December 31, 2000	\$4,460	\$1,398	\$5,858
Dennis White	Softech Venture Group, Series C, LLC	December 31, 2000	\$14,495	\$4,544	\$19,039
Totals			\$4,655,959	\$1,630,204	\$6,286,163