

STATE OF NORTH DAKOTA

BEFORE THE

COUNTY OF BURLEIGH

SECURITIES COMMISSIONER

In the Matter of L. H. Ross & Co., Inc.; )  
Mintz & Fraade, P.C.; Michael Assenza; )  
Kelly Chance; Shannon Norris; Dean )  
Baker; and their Officers, Directors, )  
Agents and Employees, )  
Respondents. )

**CEASE AND DESIST ORDER,  
NOTICE OF CIVIL PENALTY, AND  
NOTICE OF RIGHT TO  
REQUEST A HEARING**

.....  
**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO  
L. H. ROSS & CO., INC.; MINTZ & FRAADE, P.C.; MICHAEL ASSENZA; KELLY  
CHANCE; SHANNON NORRIS; DEAN BAKER; AND THEIR OFFICERS,  
DIRECTORS, AGENTS AND EMPLOYEES,;**

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. The Respondent, L. H. Ross and Company, Inc. (Ross), by and through its agents, Michael Assenza, Kelly Chance, Shannon Norris, and Dean Baker, have offered for sale and/or sold investment(s) to at least one resident of North Dakota in violation

of Section 10-04-04 N.D.C.C. The subject investment(s) are securities as defined in Section 10-04-02(15) N.D.C.C.

2. Some of the subject investment(s) have not been registered with the Securities Commissioner under Section 10-04-07; Section 10-04-07.1; Section 10-04-08; or Section 10-04-08.1 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.; and were not properly filed as federal covered securities under Section 10-04-08.4 N.D.C.C.
3. The Respondent, Ross, was not registered as a dealer in violation of Section 10-04-10(1) N.D.C.C.
4. The Respondents, Michael Assenza, Kelly Chance, Shannon Norris, and Dean Baker, have not registered as agents in violation of Section 10-04-10(2) N.D.C.C.
5. One of the offerings described above related to L. H. Ross & Co., Inc. stock. Payment by the North Dakota Resident for said stock was sent and made payable to Respondent, Mintz & Fraade, P.C., who was acting as an agent of Ross for this offering. Respondent, Mintz & Fraade, P.C., was not registered as an agent of Ross in North Dakota, in violation of Section 10-04-10(2) N.D.C.C.

**NOW, THEREFORE, IT IS ORDERED**, pursuant to Section 10-04-16 N.D.C.C., that the Respondent shall immediately **CEASE AND DESIST**:

1. From offering for sale or selling in North Dakota the subject investment, or any other investment interest however denominated, unless and until such investment interests have been registered with the Securities Commissioner.

2. From offering for sale or selling investments in North Dakota unless and until they have registered with the Securities Commissioner as dealers or agents.

This order does not prohibit the offer or sale of securities through exempt securities transactions under Section 10-04-06 N.D.C.C., nor does it prohibit registered dealers and agents from offering or selling exempt securities under Section 10-04-05 N.D.C.C.

**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 Section 12.1-32-01 N.D.C.C., a Class B Felony is punishable by a \$10,000 fine and 10 years' imprisonment.**

**YOU ARE FURTHER NOTIFIED that, pursuant to Section 12.1-09-03 N.D.C.C., 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.**

#### **NOTICE OF CIVIL PENALTIES**

**YOU ARE NOTIFIED** that the above-cited violations are sufficient grounds for the imposition of civil penalties pursuant to Section 10-04-16 (1) N.D.C.C. The Securities Commissioner does not herein assess a civil penalty, but the Commissioner expressly reserves the authority to assess civil penalties, not to exceed \$10,000 per violation, regarding the violations outlined above, any other violations subsequently discovered, or any future securities violations or violations of this order.

**NOTICE OF RIGHT TO REQUEST HEARING**

**YOU ARE NOTIFIED** that pursuant to Section 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 respondents have the right to be represented by legal counsel at the hearing.

**IN TESTIMONY WHEREOF**, witness my hand and seal this 1<sup>st</sup> day of October, 2003.



  
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Karen J. Tyler, Securities Commissioner  
North Dakota Securities Department  
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 October 1, 2003, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, true and correct copies of the following document:

**CEASE AND DESIST ORDER, NOTICE OF CIVIL PENALTY, AND NOTICE OF RIGHT TO REQUEST A HEARING**

A copy of the above document was securely enclosed in an envelope with postage prepaid, sent via Certified U. S. mail, return receipt requested, and addressed to the following:

L. H. Ross & Co., Inc.  
One Boca Place  
2255 Glades Road, Suite 425W  
Boca Raton, FL 33431

Alan P. Fraade  
Mintz & Fraade, PC  
488 Madison Avenue  
New York, NY 10022


Dean R. Baker  
L. H. Ross & Co., Inc.  
One Boca Place  
2255 Glades Road, Suite 425W  
Boca Raton, FL 33431

Michael J. Assenza  
5529 N. Military Trail  
Boca Raton, FL 33064

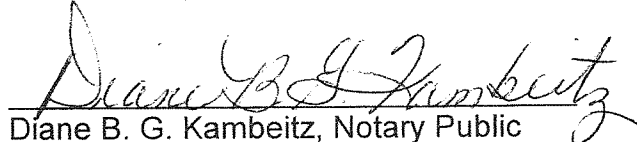
Kelly L. Chance  
3097 NW 72nd Avenue  
Margate, FL 33068

Shannon L. Norris  
L. H. Ross & Company, Inc.  
705 Palmetto Park Road  
Boca Raton, FL 33432

To the best of my knowledge, information, and belief, the address given above is  
the last known address of the party intended to be served.

  
Jacqui Ferderer

Subscribed and sworn to before me this 1<sup>st</sup> day of October, 2003.

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

