

**STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH**

**BEFORE THE
SECURITIES COMMISSIONER**

In the Matter of McDowell International,)
Incorporated of North Dakota; McDowell)
International, Incorporated of)
Washington; McDowell Industries;)
Northern Plains Agriculture,)
Incorporated; Agsources, Incorporated;)
Valley Agriculture, Incorporated;)
Matthew McDowell; and their)
Officers, Directors, Agents, and)
Employees,)
Respondents.)

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

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**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO
MCDOWELL INTERNATIONAL, INCORPORATED OF NORTH DAKOTA; MCDOWELL
INTERNATIONAL, INCORPORATED OF WAHSINGTON; MCDOWELL INDUSTRIES;
NORTHERN PLAINS AGRICULTURE, INCORPORATED; AGSOURCES,
INCORPORATED; VALLEY AGRICULTURE, INCORPORATED; MATTHEW
MCDOWELL; AND THEIR OFFICERS, DIRECTORS, AGENTS, AND EMPLOYEES:**

The 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 Respondents have offered for sale and sold stock and pre-incorporation subscriptions for stock, which are securities as defined in §10-04-02(13) N.D.C.C., to residents of North Dakota in violation of §10-04-04 N.D.C.C.
2. The subject investments have not been registered with the Securities Commissioner under §10-04-07; §10-04-07.1; §10-04-08; or §10-04-08.1 N.D.C.C.; are not exempt securities under §10-04-05 N.D.C.C; and have not been offered for sale or sold in exempt transactions under §10-04-06 N.D.C.C.
3. The Respondents have not registered as dealers in violation of §10-04-10(1) N.D.C.C.
4. The Respondents have not registered any salesman in violation of §10-04-10(2) N.D.C.C.

5. The Respondents have engaged in "a scheme or artifice to defraud" in the offer and/or sale of these securities to North Dakota residents.
6. The Respondents have provided false and misleading information in the offer and/or sale of these securities to North Dakota residents.

NOW, THEREFORE, IT IS ORDERED, pursuant to §10-04-16 N.D.C.C., that the Respondents immediately shall **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 salesmen.
3. From engaging in any scheme or artifice to defraud investors, or otherwise engaging in a fraudulent or deceptive act while offering for sale or selling securities or investments in North Dakota or to North Dakota residents.

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

SUSPENSION OF EXEMPTION

YOU ARE NOTIFIED that pursuant to the authority of the Commissioner set forth in §10-04-06.1 N.D.C.C., it is hereby ordered that any exemption for the sale of any security referenced in this order is hereby suspended, and Respondents may not rely on any exemption set forth in §10-04-05 or §10-04-06 N.D.C.C. for the offer and/or sale of any security or investment in North Dakota or to North Dakota residents.

NOTICE OF CIVIL PENALTIES

YOU ARE NOTIFIED that the above-cited violations are sufficient grounds for the imposition of civil penalties pursuant to §10-04-16(1) N.D.C.C. The Securities Commissioner does not order a civil penalty herein but expressly reserves the authority to assess civil penalties 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 §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 22nd day of December, 1998.



Syver Vihje
North Dakota Securities Commissioner
600 East Boulevard Ave.
State Capitol – Fifth Floor
Bismarck, ND 58505-0510
(701) 328-2910

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AFFIDAVIT OF MAILING

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.

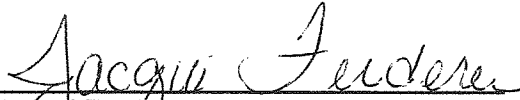
On this 22nd day of December, 1998, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, a true and correct copy of each of the following documents:

**CEASE AND DESIST ORDER, SUSPENSION OF EXEMPTION,
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 duly prepaid, sent via certified mail, return receipt requested, addressed to each of the following:


Matthew McDowell
McDowell International, Inc.
P. O. Box 10568
Fargo, ND 58106

To the best of my knowledge, information, and belief, the address given above is the actual mailing address for the party intended to be served or of the attorney representing that party.



Jacqui Ferderer

Subscribed and sworn to before me this 22nd day of December, 1998.



Diane Kambeitz, Notary Public
Burleigh County, North Dakota
My commission expires 03/10/2000