

In the Matter of Preferred Trust)
and Management, LTD. and)
Michael & Marlene Hupka,)
Respondents.)

**CEASE AND DESIST ORDER,
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
PREFERRED TRUST AND MANAGEMENT, LTD.; AND MICHAEL & MARLENE
HUPKA:**

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, Michael & Marlene Hupka, as an agent of Respondent, Preferred Trust and Management, LTD., has offered for sale and/or sold investment(s) in Preferred Trust and Management, LTD. to at least 1 resident(s) of North Dakota in violation of §10-04-04 N.D.C.C. The subject investment(s) are securities as defined in §10-04-02(15) N.D.C.C.
2. The subject investment(s) have not been registered with the Securities Commissioner under N.D.C.C. §§ 10-04-07, §10-04-07.1, §10-04-08, or §10-04-08.1; are not exempt securities under N.D.C.C. §10-04-05; and have not been offered for sale or sold in exempt transactions under N.D.C.C. §10-04-06.

3. Preferred Trust and Management, LTD was not registered as a dealer, nor was the Respondent registered as an agent. As such, each transaction was made in violation of N.D.C.C. §10-04-10.

4. The program is a scheme or artifice to defraud investors, and each offer and each sale was made in violation of N.D.C.C. §10-04-15.

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

3. From engaging in any scheme or artifice to defraud investors or engaging in any other fraudulent act, as that term is used in N.D.C.C. §10-04-15.

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 dealers and agents from offering or selling exempt securities under N.D.C.C. §10-04-05.

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

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 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 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 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 10th day of April, 2001.



A handwritten signature in black ink that reads "Syver Vinje". The signature is written in a cursive style with a horizontal line underneath it.

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

STATE OF NORTH DAKOTA

BEFORE THE

COUNTY OF BURLEIGH

SECURITIES COMMISSIONER

In the Matter of Preferred Trust)
and Management, LTD. and)
Michael & Marlene Hupka,)
Respondents.)

**AFFIDAVIT OF SERVICE
BY MAIL**

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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, April 10th, 2001, 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 PENLATY,
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 each of the following:

Michael & Marlene Hupka
425 20th Street, NW
Minot, ND 58703

A copy of the above document was securely enclosed in an envelope with postage prepaid, sent via Registered mail, and addressed to each of the following:

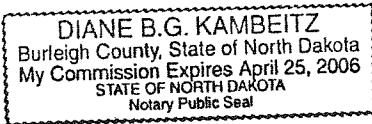
Preferred Trust & Management, LTD
Baldwin Hercules House
Prospect, St. Vincent, WI

Preferred Group, LTD
CNR of James & Bay Street, Suite K-366
Kingstown, St. Vincent, WI

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 Feuderer
Jacqui Feuderer

Subscribed and sworn to before me on April 10th, 2001.



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