

STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

BEFORE THE  
SECURITIES COMMISSIONER

In the Matter of )  
Prosperity Unlimited Trust, Annette Cain )  
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  
PROSPERITY UNLIMITED TRUST, ANNETTE CAIN 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, solicited an order or offer to buy, or sold investments in Prosperity Unlimited Trust, 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 failed to register as dealers in violation of §10-04-10(1) N.D.C.C.
4. The Respondents have failed to register any salesman in violation of §10-04-10(2) N.D.C.C.
5. The Respondents have guaranteed that the subject investment will produce an increase in value at a minimum average of 7% per month, and said guarantee of returns is a fraudulent act in violation of §10-04-15 N.D.C.C.
6. The Respondents have failed to respond to an inquiry of this office as sent to Respondents on February 18, 1997 and received by Respondents on February 22, 1997. This failure to respond is in violation of §10-04-16.1 N.D.C.C.

**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; provided, however, that nothing in this part of the order shall apply to exempt securities under §10-04-05 N.D.C.C. or to exempt transactions under §10-04-06 N.D.C.C.;
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; provided, however, that

nothing in this part of the order shall apply to exempt securities transactions under §10-04-06 N.D.C.C.;

3. From providing a guarantee on rates of return on investments or otherwise engaging in a fraudulent act while offering for sale or selling investments in North Dakota; and
4. From failing to comply with the reasonable requests for information from the Office of the Securities Commissioner in regard to your activities in offering for sale or selling investments in North Dakota.

#### 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 hereby orders payment of a civil penalty in the amount of \$10,000.

#### 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 FOURTEEN (14) 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 31st day of March, 1997.



*Cal Hoovestol*  
\_\_\_\_\_  
CAL HOOVESTOL  
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, Diane Lillis, 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.

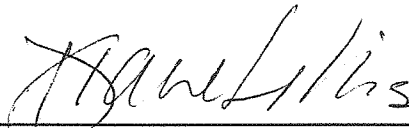
On, Monday, March 31, 1997, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, a true and correct copy of the following document:

**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 duly prepaid, sent via certified mail, return receipt requested, and addressed to:

Annette Cain – Director of Administration  
Prosperity Unlimited Trust  
c/o 2765 N. Scottsdale Rd. Suite 104-B  
Scottsdale, AZ 85257

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

  
\_\_\_\_\_  
Diane Lillis

Subscribed and sworn to before me on March 31, 1997.

  
\_\_\_\_\_  
Matthew Bahrenburg, Notary Public  
Burleigh County, North Dakota  
My commission expires 04/26/2002