

STATE OF NORTH DAKOTA

SECURITIES DEPARTMENT

In the Matter of:)	
Que-Corp, also known as Que-Corp)	CEASE AND DESIST ORDER,
Private Invitations, and their Officers,)	NOTICE OF CIVIL PENALTY,
Directors, Agents, and Employees,)	AND
)	NOTICE OF RIGHT TO
Respondents.)	REQUEST A HEARING

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THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO:

QUE-CORP, also known as QUE-CORP PRIVATE INVITATIONS, and their OFFICERS, DIRECTORS, AGENTS, AND EMPLOYEES, RESPONDENTS.

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, Que-Corp, also known as Que-Corp Private Invitations, (“Que-Corp”) is an entity with post office addresses of 22704 Ventura Blvd., Suite 430, Woodland Hills, CA 91364 and 22351 Ventura Blvd., Suite 160, Woodland Hills, CA 91364, offering for sale by mail and telephone a “principal protected investment” in “Special Priority Shares” in a “***National Service Organization*** that makes pay-outs starting immediately” “while enjoying an absolute and complete **100% U.S. Govt. Insured Guarantee** against any loss of your principal!!”
2. The Respondents have offered for sale said investment by direct mail to at least one resident of North Dakota.

3. The investment offering as described above is a security as defined in N.D.C.C. §10-04-02(19).
4. The subject securities have not been registered with the Securities Department under N.D.C.C. §§ 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; and are not federal covered securities or have not been properly filed as federal covered securities under N.D.C.C. § 10-04-08.4. All offers and/or sales of the subject investments were made in apparent violation of N.D.C.C. § 10-04-04.
5. The Respondent Que-Corp was not and is not registered as a broker-dealer with the Securities Department, in apparent violation of N.D.C.C. § 10-04-10(1).
6. None of the Respondent's officers, directors, agents or employees engaged in the offering were registered as an agent with the Securities Department, in apparent violation of N.D.C.C. § 10-04-10(2).
7. The Respondents have offered and sold the above-referenced securities by use of material misrepresentations and/or omissions, have engaged in a scheme or artifice to defraud investors and/or have otherwise engaged in fraudulent or deceptive practices 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 Respondents shall immediately **CEASE AND DESIST**:

1. From offering for sale or selling in North Dakota the subject securities, or any other securities however denominated, unless and until such securities have been registered with the Securities Department.
2. From offering for sale or selling securities, or effecting transactions in securities, in North Dakota unless and until they have registered with the Securities Commissioner as broker-dealers or agents.
3. From using material misstatements or omissions, engaging in a scheme or artifice to defraud investors, or from engaging in any fraudulent or deceptive practices, in connection with the offer and/or sale of securities in this state.

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 N.D.C.C. § 10-04-18(1). 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 that person 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 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). 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 A 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.

IN TESTIMONY WHEREOF, witness my hand and seal this 29th day of March, 2010.

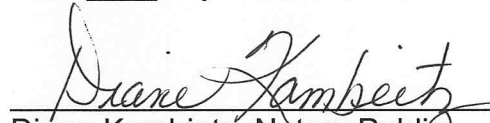



Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
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State Capitol – Fifth Floor
Bismarck, ND 58505-0510
(701) 328-2910

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.


Jacquie Ferderer

Subscribed and sworn to before me this 29th day of March, 2010.


Diane Kambietz, Notary Public
Burleigh County, North Dakota
My commission expires 4/25/2012

