

**STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH**

**BEFORE THE
SECURITIES COMMISSIONER**

In the matter of)
Recomm International Display, Atel Business)
Credit, and Finova Capital Corporation)
)
and their Officers, Directors,)
Agents, and Employees,)
Respondents.)

CEASE AND DESIST ORDER

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**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO
RECOMM INTERNATIONAL DISPLAY, ATEL BUSINESS CREDIT, FINOVA
CAPITAL CORPORATION AND THEIR OFFICERS, DIRECTORS, AGENTS, AND
EMPLOYEES:**

1. 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 or Chapter 51-19 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
2. The Respondents have offered for sale, solicited an order or offer to buy, or sold securities, as defined in N.D.C.C. §10-04-02(13), of "Advisory Board" investments and/or an "Advisory Board" franchise to residents of North Dakota in violation of N.D.C.C. §51-19-02(5);

3. The subject investments 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;
4. The Respondents have failed to register as dealers in violation of N.D.C.C. §10-04-10(1);
5. The Respondents have failed to register any salesman in violation of N.D.C.C. §10-04-10(2);
6. The Respondents have failed to register a franchise, as defined in N.D.C.C. §51-19-02(5)(a), to North Dakota residents; and
7. The subject franchise has not been registered with the Securities Commissioner under N.D.C.C. §51-19-03, and the Respondents are not exempt from registration under N.D.C.C. §51-19-04.

NOW, THEREFORE, IT IS ORDERED, pursuant to N.D.C.C. §10-04-16 and N.D.C.C. §51-19-13, that the Respondents immediately **CEASE AND DESIST**:

- a. From offering for sale or selling in North Dakota the subject investments or franchises, 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 N.D.C.C. §10-04-05, to exempt transactions under N.D.C.C. §10-04-06, or to franchise exemptions under N.D.C.C. §51-19-04; and

- b. From offering for sale or selling investments or franchises in North Dakota unless and until they have registered with the Securities Commissioner as dealers, salesmen, or franchisors; provided, however, that nothing in this part of the order shall apply to exempt securities transactions under N.D.C.C. §10-04-06 or franchise exemptions under N.D.C.C. §51-19-04.

NOTICE OF CIVIL PENALTIES

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) and N.D.C.C. §51-19-13(2)(g).

NOTICE OF RIGHT TO REQUEST HEARING

YOU ARE NOTIFIED that pursuant to N.D.C.C. §10-04-12 and N.D.C.C. §51-19-13(2)(g), 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 12th day of April, 1996.

(SEAL)



CAL HOOVESTOL
SECURITIES COMMISSIONER