

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

BEFORE THE
SECURITIES COMMISSIONER

In the Matter of Richard F. Pinnow
and Liberty International Networking
Company, its Officers, Directors,
Agents, Servants or Employees

)
)
) CEASE AND DESIST ORDER
) AND NOTICE OF
) OPPORTUNITY FOR HEARING
)

THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO RICHARD F. PINNOW AND LIBERTY INTERNATIONAL NETWORKING COMPANY, ITS OFFICERS, DIRECTORS, AGENTS, SERVANTS OR EMPLOYEES:

1. It appears to the Securities Commissioner that Richard F. Pinnow and Liberty International Networking Company, ("Respondents"), and its officers, directors, agents, servants or employees 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.Cent.Code). It further appears to the Securities Commissioner that it is necessary or appropriate in the public interest or for the protection of investors to restrain these acts, practices, or transactions.

2. The Respondents have offered for sale, solicited an order or offer to buy, or sold securities in North Dakota.

3. The subject securities have not been registered with the Securities Commissioner under section 10-04-04 N.D.Cent.Code; are not exempt securities under Section 10-04-05 N.D.Cent Code; and

have not been offered for sale or sold in exempt transactions under Section 10-04-06 N.D.Cent Code.

4. The Respondents are not registered as dealers or salesmen under Section 10-04-10 N.D.Cent Code.

NOW, THEREFORE, IT IS ORDERED, pursuant to Section 10-04-16 N.D.Cent.Code that Richard F. Pinnow d/b/a/ Liberty International Networking Company, its officers, directors, agents, servants, or employees immediately cease and desist:

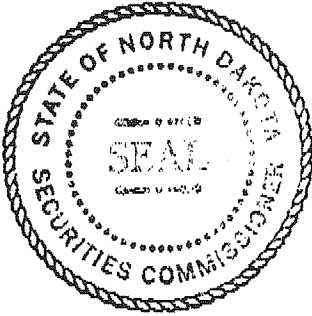
- A. From offering for sale or selling in North Dakota the subject securities, or any other security however denominated of any issuer, unless and until such securities have been registered with the Securities Commissioner; provided, however, that nothing in this part of the order shall apply to exempt securities under Section 10-04-05 N.D.Cent.Code, or to exempt transactions under Section 10-04-06, N.D.Cent.Code;
- B. From offering for sale or selling in North Dakota subject securities, or any other security however denominated of any issuer, unless and until they have registered as dealers or salesmen with the Securities Commissioner; provided, however, that nothing in this part of the order shall apply to exempt transactions under Section 10-04-06, N.D.Cent.Code.

YOU ARE NOTIFIED that the above-cited violations, if proven, are sufficient grounds for the imposition of a civil penalty, pursuant to section 10-04-16 N.D.Cent.Code.

YOU ARE NOTIFIED that a hearing will be held in this matter if a request for such hearing is filed in writing by any interested party within ten days after the receipt hereof.

IN TESTIMONY WHEREOF, witness my hand and seal this 4th day of October, 1993.

(SEAL)



Cal Hoovestol

CAL HOOVESTOL
SECURITIES COMMISSIONER