

**STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH**

**BEFORE THE
SECURITIES COMMISSIONER**

In the Matter of Upward)
Industries, Inc., Venture)
Funding Group, Inc., Thomas)
R. Meinders, 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
UPWARD INDUSTRIES, INC., VENTURE FUNDING GROUP, INC., THOMAS R.
MEINDERS, AND THEIR OFFICERS, DIRECTORS, AGENTS AND EMPLOYEES:**

The Securities Commissioner has reason 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 and/or sold investments which are securities 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; or § 10-04-08 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.

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 an investment in Upward Industries, Inc., or any other investment interest however denominated, unless and until such investment interests have been registered with or approved by the Securities Commissioner
2. From offering for sale or selling investments in North Dakota unless and until they have been registered with the Securities Commissioner as dealers or salesmen.

This order does not prohibit registered dealers and salesmen from offering or selling exempt securities under § 10-04-05 N.D.C.C.

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 order a civil penalty herein but expressly reserves the authority to assess civil penalties 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 § 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 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 24th day of August 1998.



Syver Vinje
Syver Vinje
North Dakota Securities Commissioner
600 East Boulevard Avenue
State Capitol - Fifth Floor
Bismarck, ND 59505-0510
(701) 328-2910

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)
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AFFIDAVIT OF MAILING

.....
I, Jacqui Ferderer, being first duly sworn, state 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, August 24, 1998 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**

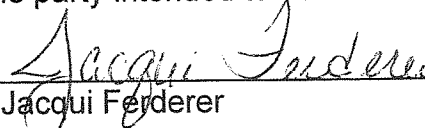
A copy of the above document was securely enclosed in an envelope with postage duly prepaid, sent via certified mail, return receipt requested and addressed to:

UPWARD INDUSTRIES, INC.
5495 HADRIAN COURT
LITHONIA, GEORGIA 30058

VENTURE FUNDING GROUP, INC.
7255 WEST ELDORA STREET
LAS VEGAS, NEVADA 89117

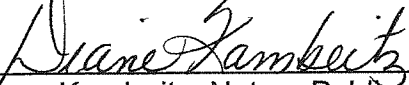
MR. THOMAS R. MEINDERS
PRESIDENT
VENTURE FUNDING GROUP, INC.
7255 WEST ELDORA STREET
LAS VEGAS, NEVADA 89117

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.



Jacqui Ferderer

Subscribed and sworn to before me on August 24, 1998.



Diane Kambeitz, Notary Public
Burleigh County, North Dakota
My commission expires 03/10/2000