

**STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH**

**BEFORE THE  
SECURITIES COMMISSIONER**

In the Matter of Albemarle )  
Investments Limited; New Life )  
Technologies, Inc.; U. P. A., Inc.; )  
Mike Bierman; Todd Rooker; Patrick )  
Alan Sanders; Stanley Schulman; )  
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  
ALBEMARLE INVESTMENTS LIMITED; NEW LIFE TECHNOLOGIES, INC.; U. P. A.,  
INC.; MIKE BIERMAN; TODD ROOKER; PATRICK ALAN SANDERS; STANLEY  
SCHULMAN; AND THEIR OFFICERS, DIRECTORS, AGENTS AND EMPLOYEES:**

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. The Respondents have offered for sale and/or sold investments, including common stock of U. P. A., Inc. and notes issued by Ambemarle Investments Limited, to several residents of North Dakota in violation of §10-04-04 N.D.C.C. The subject investments are securities as defined in §10-04-02(15) 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, except for Patrick Alan Sanders, have not registered as agents in violation of §10-04-10(2) N.D.C.C. None of the Respondents were registered as broker/dealers in violation of §10-04-10(1).

**NOW, THEREFORE, IT IS ORDERED**, pursuant to §10-04-16 N.D.C.C., that the Respondents shall immediately **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.
2. From offering for sale or selling investments in North Dakota unless and until they have registered with the Securities Commissioner as dealers or agents.

This order does not prohibit the offer or sale of securities through exempt securities transactions under §10-04-06 N.D.C.C., nor does it prohibit registered dealers and agents from offering or selling exempt securities under §10-04-05 N.D.C.C.

**YOU ARE NOTIFIED** that any willful violation of this order is a Class B Felony pursuant to §10-04-18(1) N.D.C.C. Pursuant to §12.1-32-01 N.D.C.C., a Class B Felony is punishable by a \$10,000 fine and 10 years' imprisonment.

**YOU ARE FURTHER NOTIFIED** that, pursuant to §12.1-09-03 N.D.C.C., a person is guilty of a criminal offense if he 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 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 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 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 respondents have the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 6<sup>th</sup> day of October,  
2000.



*Harold P. Kocher*  
\_\_\_\_\_  
Harold P. Kocher, Chief Examiner  
Office of the Securities Commissioner  
600 East Boulevard Ave.  
State Capitol – Fifth Floor  
Bismarck, ND 58505-0510  
(701) 328-2910

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and Employees, )  
)  
)  
Respondents. )

**AFFIDAVIT OF MAILING**

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I, Jacqui Ferderer, 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, October 6, 2000, I deposited in the Central Mailing Bureau of the United States Post Office Department in the State Capitol in Bismarck, North Dakota, true and correct copies 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 prepaid, sent via Certified U. S. mail, return receipt requested, and addressed to each of the following:

Albemarle Investments Limited  
9 Buckskin Road  
Los Angeles, CA 91307

Stanley Schulman  
Albemarle Investments Limited  
9 Buckskin Road  
Los Angeles, CA 91307

Stanley Schulman  
8110 Kenyon Avenue  
Los Angeles, CA 90045

New Life Technologies, Inc.  
10301 Wayzata Boulevard  
Minnetonka, MN 55305

New Life Technologies, Inc.  
14829 64<sup>th</sup> Street  
Osseo, MN 55311

New Life Technologies, Inc.  
C/O Corporation Service Company  
1560 Broadway  
Denver, CO 80202

U. P. A., Inc.  
943 Via Ondulando  
Ventura, CA 93003

U. P. A., Inc.  
C/O Corporation Service Company  
1560 Broadway  
Denver, CO 80202

Mike Bierman  
1448 Broadview Avenue  
Chaska, MN 55318

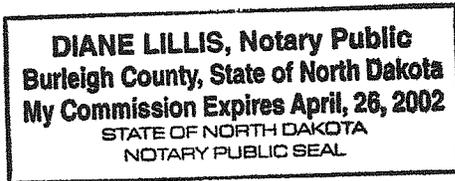
Todd Rooker  
64<sup>th</sup> Place N.  
Osseo, MN 55311

Patrick Alan Sanders  
3716 Jericho Road  
Bismarck, ND 58501

To the best of my knowledge, information, and belief, the addresses given above are the actual mailing addresses of the parties or the agents of the parties intended to be served.

  
Jacqui Ferderer, Administrative Assistant  
Office of the Securities Commissioner

Subscribed and sworn to before me this 6<sup>th</sup> day of October, 2000.



  
Diane Lillis, Notary Public  
Burleigh County, North Dakota  
My commission expires 4/26/2002