

**STATE OF NORTH DAKOTA**

**SECURITIES DEPARTMENT**

In the Matter of:	)	<b>CEASE AND DESIST ORDER,</b>
Freedom USA Investing, LLC, a North	)	<b>NOTICE OF CIVIL PENALTY,</b>
Dakota limited liability company, and	)	<b>ORDER FOR RESCISSION,</b>
James Young,	)	<b>AND NOTICE OF RIGHT TO</b>
Respondents.	)	<b>REQUEST A HEARING</b>

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**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO:**

**FREEDOM USA INVESTING, LLC, a North Dakota limited liability company, and JAMES YOUNG, 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, Freedom USA Investing, LLC, is a North Dakota limited liability company with its principal address at 2011 33<sup>rd</sup> Avenue South, Fargo, North Dakota, which is offering for sale real estate investment contracts, by general internet advertising at <http://freedomusainvesting.com/real-estate-investors/> to North Dakota residents, among others. Said website states in part, "We seek passive investors who want a great return on investment, secured by a 1<sup>st</sup> lien position on a house by house basis. We offer a 12% return on cash. Investment range requested is from \$50,000 to \$250,000. (Term is 1 day to 6 months-average

is 30 days)” Freedom USA Investing, LLC, is not now and has never been registered as a broker-dealer or issuer-dealer in North Dakota.

2. Respondent, James Young, is an agent of Freedom USA Investing, LLC, and as such, offered for sale real estate investment contracts, by general internet advertising at <http://freedomusainvesting.com/real-estate-investors/> to North Dakota residents, through Freedom USA Investing, LLC. James Young is not now and has never been registered as an agent with the North Dakota Securities Department.
3. The real estate investment contracts being offered for sale to North Dakota residents are securities 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 sales of the subject securities were made in apparent violation of N.D.C.C. § 10-04-04.
5. The Respondent, Freedom USA Investing, LLC, is not registered as a broker-dealer or issuer-dealer with the Securities Department and all offers and sales of the subject securities were made in apparent violation of N.D.C.C. § 10-04-10(1).
6. The Respondent, James Young, is not registered as an agent with the Securities Department and all offers and sales of the subject securities were made in apparent violation of N.D.C.C. § 10-04-10(2).

7. Pursuant to N.D.C.C. § 10-04-17, a securities transaction is subject to rescission if it was conducted in violation of the Securities Act or rules. Any sales of the subject securities by Respondents are subject to rescission.
8. Pursuant to N.D.C.C. § 10-04-16(1), the Securities Commissioner has the authority to Order that a person Cease and Desist from violations of the Securities Act, to rescind transactions made in violation of the Securities Act, and to assess civil penalties in an amount not to exceed \$10,000 for each violation of the Securities Act.
9. This Order is issued in the public interest and for the protection of investors.

**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, issuer-dealers or agents.

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 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). 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.

#### **ORDER FOR RESCISSION**

The Securities Commissioner further Orders that the Respondents shall make rescission of any real estate investment contracts sold for the full amount paid for the securities, plus interest at the statutory rate, and any attorneys fees reasonably attributed to the investor's attempt to recover hereunder, pursuant to the provisions of N.D.C.C. §§ 10-04-16(1) and 10-04-17.

**NOTICE OF RIGHT TO REQUEST 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 31<sup>st</sup> day of July, 2012.



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

STATE OF NORTH DAKOTA

SECURITIES DEPARTMENT

In the Matter of: )  
Freedom USA Investing, LLC, a North )  
Dakota limited liability company, and )  
James Young, )  
Respondents. )

**AFFIDAVIT OF SERVICE  
BY MAIL**

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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 this 31<sup>st</sup> day of July, 2012, 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 each of the following documents:

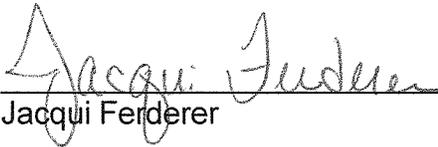
**CEASE AND DESIST ORDER, NOTICE OF CIVIL PENALTY, ORDER FOR RESCISSION, AND NOTICE OF RIGHT TO REQUEST A HEARING**

Copies of the above documents were securely enclosed in an envelope with postage duly prepaid, sent via certified mail, return receipt requested, addressed to each of the following:

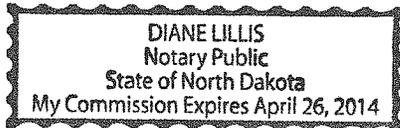
James Young  
Freedom USA Investing, LLC  
2011 33<sup>rd</sup> Avenue South  
Fargo, ND 58103

Freedom USA Investing, LLC  
Attn: James Young, Registered Agent  
2011 33<sup>rd</sup> Avenue South  
Fargo, ND 58103

To the best of my knowledge, information, and belief, the address given above is the last known mailing address for the party intended to be served.

  
\_\_\_\_\_  
Jacquie Ferderer

Subscribed and sworn to before me this 31<sup>st</sup> day of July, 2012.



  
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Diane Lillis, Notary Public  
Burleigh County, North Dakota  
My commission expires 4/26/2014