

STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

BEFORE THE  
SECURITIES COMMISSIONER

In the Matter of Harmony Consultants, )  
Inc.; Conejo Valley Consultants, Inc.; )  
Mel Rosoff a/k/a Mel Fields; )  
and their Officers, Directors, )  
Agents, and Employees, )  
Respondents. )

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

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**THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO  
HARMONY CONSULTANTS, INC.; CONEJO VALLEY CONSULTANTS, INC.; AND  
MEL ROSOFF A/K/A MEL FIELDS:**

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 to at least one resident of North Dakota in violation of N.D.C.C. § 10-04-04. The subject investments are securities as defined in N.D.C.C. § 10-04-02(15).
2. The subject investments have not been registered with the Securities Department under N.D.C.C. § 10-04-07; N.D.C.C. § 10-04-07.1; N.D.C.C. § 10-04-08; or N.D.C.C. § 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 properly filed as federal covered securities under N.D.C.C. § 10-04-08.4.

3. None of the Respondents were registered as a broker-dealer with the Securities Department, in apparent violation of N.D.C.C. § 10-04-10(1).
4. The Respondent, Mel Rosoff, was not registered as an agent with the Securities Department, in apparent violation of N.D.C.C. § 10-04-10(2).

**NOW, THEREFORE, IT IS ORDERED**, pursuant to N.D.C.C. § 10-04-16, that the Respondent shall immediately **CEASE AND DESIST**:

1. From offering for sale or selling in North Dakota the subject investments, or any other security however denominated, unless and until such securities have been registered with the Securities Department.
2. From offering for sale or selling securities in North Dakota unless and until they have registered with the Securities Department as broker-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 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 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.

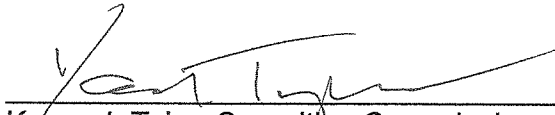
#### NOTICE OF RIGHT TO REQUEST HEARING

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 8<sup>th</sup> day of March,

2006.



  
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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

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**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 8 day of March, 2006, 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,  
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, addressed to each of the following:

Mel Rosoff  
Harmony Consultants, Inc.  
520 Washington Blvd., Suite 485  
Marina Del Ray, CA 90292

Mel Fields  
Harmony Consultants, Inc.  
520 Washington Blvd., Suite 485  
Marina Del Ray, CA 90292

Harmony Consultants, Inc.  
520 Washington Blvd., Suite 485  
Marina Del Ray, CA 90292

Conejo Valley Consultants, Inc.  
79 Daily Drive, Suite 517  
Camarillo, CA 93010

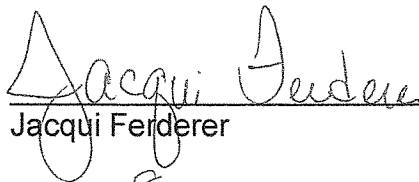
Conejo Valley Consultants, Inc.  
17 Northstar PMB 205  
Camarillo, CA 93010

Harriet Rosoff  
79 Daily Drive, Suite 517  
Camarillo, CA 93010

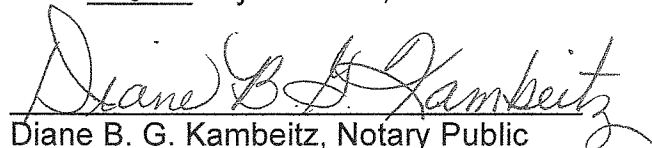
Mel Fields  
2277 Placita San Leandro  
Camarillo, CA 93010

Mel Rosoff  
2277 Placita San Leandro  
Camarillo, CA 93010

To the best of my knowledge, information, and belief, the address given above is the actual mailing address for the party intended to be served or of the attorney representing that party.

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

Subscribed and sworn to before me this 8 day of March, 2006.

  
\_\_\_\_\_  
Diane B. G. Kambeitz, Notary Public  
Burleigh County, North Dakota  
My commission expires 4/25/2006

