

STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

BEFORE THE  
SECURITIES COMMISSIONER

In the matter of )  
Melvin C. Klindt; Berean )  
Non-Profit Corporation; )  
and its Officers, Directors, )  
Agents and Employees )  
)  
)  
Respondents, )

CONSENT ORDER

Based upon the attached Consent to Entry of Order, Securities Commissioner Cal Hoovestol (hereinafter "Commissioner") has advised Melvin C. Klindt; Berean Non-Profit Corporation; and its Officers, Directors, Agents and Employees that he was prepared to commence formal action pursuant to Chapter 10-04 of the North Dakota Century Code ("N.D.C.C.") and has determined as follows:

1. It appeared that Respondents may have been offering for sale, solicited an order or offer to buy, or sold securities to residents of North Dakota in violation of N.D.C.C. § 10-04-04;

2. the subject securities may not have been registered with the Securities Commissioner under N.D.C.C. § 10-04-07; 10-04-07.1; 10-04-08; or 10-04-08.1; may not have been 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 may have failed to register as dealers in violation of N.D.C.C. 10-04-10(1);

4. the Respondents may have failed to register any salesman in violation of N.D.C.C. 10-04-10(2);

5. the transaction described above, if proven, would constitute sufficient grounds for the imposition of civil penalties not to exceed ten thousand dollars for each violation under N.D.C.C. § 10-04-16;

6. Respondents admit that they have waived their right to a hearing in this matter and to present arguments to the Commissioner and that the Commissioner has determined not to commence formal action pursuant to N.D.C.C. Chapter 10-04;

7. Respondents and the Commissioner acknowledge their right to be represented by legal counsel throughout this proceeding, and have agreed to an informal disposition of this matter, without a hearing;

8. Respondents consent to the entry of this order without admitting or denying the findings of fact and conclusions of law contained herein;

9. The following Order is necessary and appropriate in the public interest.

NOW, THEREFORE, IT IS HEREBY ORDERED, THAT:

1. Respondents are prohibited from transacting any securities business with any person in North Dakota unless registered as a dealer or properly exempted under N.D.C.C. Chapter 10-04.

2. Respondents are prohibited from employing any person to represent them as a securities salesman for any securities business

with any person in North Dakota unless such person is registered as a salesman or properly exempted under N.D.C.C. Chapter 10-04.

3. Respondents are prohibited from selling securities in North Dakota unless such securities are registered or exempted under N.D.C.C. Chapter 10-04.

4. North Dakota farmers and other North Dakota residents who apply for or receive loans from the Respondents' loan project will not be required to pay up-front fees or any money investments before they receive the loan funds.

5. The Commissioner shall release Melvin C. Klindt; Berean Non-Profit Corporation; John Scholz; Investment Funding International, Inc.; Dr. Frank N. Scott, Jr.; Prime Plan Ltd., USA; George B. Dabbs; The William MacKenzie Trust; Bobby L. Rogers; The Capital Trust; Clarence Eugene Bolton; Paul Thuot; Bolton & Associates; Martin Hackman; International Consulting Corp. S.A.; Dr. Robert Hyde; First Asset Security Trust; Pierre Viphear-Tan; World's Vending; Michael C. Klindt and their Officers, Directors, Agents and Employees from the Cease and Desist Order and Notice of Opportunity For Hearing issued on May 1, 1995, and the May 1, 1995 Cease and Desist Order is vacated.

6. The Commissioner is willing to enter into this Consent Order based upon the representations made in an affidavit signed by Melvin C. Klindt on May 25, 1995.

7. The Securities Commissioner will mail a copy of this Consent Order to all parties listed as Respondents and the investigation file has been closed for all parties.

8. This Order shall be effective upon signature of the Securities Commissioner.

Dated at Bismarck, North Dakota, this 6 day of June,  
1995.

(SEAL)

Cal Hoovestol  
CAL HOOVESTOL  
SECURITIES COMMISSIONER

COPY

In the matter of )  
 Melvin C. Klindt; Berean )  
 Non-Profit Corporation; )  
 and its Officers, Directors, )  
 Agents and Employees )  
 )  
 Respondents, )

CONSENT TO ENTRY OF ORDER

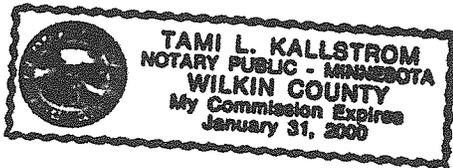
The undersigned, acting on behalf of Respondents states that he has read the foregoing Consent Order; that he knows and fully understands its contents and effect; that he is authorized to execute this Consent to Entry of Order on behalf of Respondents; that Respondents have waived their right to a hearing with respect to this matter; and that Respondents consent to entry of the Consent Order by the Securities Commissioner without admitting or denying the findings of fact and conclusion of law contained herein. It is further expressly understood that the Consent Order constitutes the entire settlement agreement between the parties hereto, there being no other promises or agreements, either expressed or implied.

Dated this 5th day of June, 1995.

Melvin C. Klindt  
 Berean Nonprofit Corporation  
 736 North 5th St. Ste 202  
 P. O. Box 107  
 Breckenridge, MN 56520-0107  
 Without Prejudice, U.C.C. 1-207

By: Melvin C. Klindt  
 Its: President & Bd Chairman

Subscribed and sworn to before me this 5th day of June, 1995.



Tami L. Kallstrom

Notary Public

My commission expires 1/31/2000