

2. GunnAllen Financial, Inc., (CRD # 17609) is a broker-dealer and investment adviser headquartered in Tampa, Florida, which, for all times relevant to this matter, has been registered as a broker-dealer in North Dakota. For all times relevant to this matter, GunnAllen Financial, Inc. has also been registered as an investment adviser with the Securities and Exchange Commission, and is properly notice filed in North Dakota.
3. Brookstone Securities, Inc., (CRD # 13366) is a broker-dealer and investment adviser headquartered in Lakeland, Florida, and which is registered as a broker-dealer in North Dakota. An application for registration of Respondent, Vivian V. Gwin, as an agent of Brookstone Securities, Inc. has been submitted electronically to the North Dakota Securities Department on June 19, 2007.
4. Each of the following entities (J & J Properties of Minnesota, LLC; J & J Investment Properties of Minnesota, LLC; Investment Properties of Minnesota; J & J Acquisitions and Investments, LLC; Amerifunding Group, LLC; Progressive Home Services, Inc.; and American Home Builders And Development Corporation, Inc. – Collectively referred to herein as "J & J") were apparently created and controlled by James W. Abbott and Joseph A. Cole. These entities issued securities, in the form of promissory notes, to residents of North Dakota.
5. Respondent, Vivian V. Gwin, (CRD #4228943), has been registered as an agent in North Dakota with various broker-dealer firms, and has maintained a place of business in Bismarck, North Dakota, since July, 2000. She is not currently registered as an agent in the state of North Dakota. She most recently was registered as an agent of GunnAllen Financial, Inc. and maintained an office of GunnAllen Financial, Inc. at 3801 Lockport Street, Bismarck, North Dakota, under the trade name, "Financial Planning Centers

Network” and as, “Viv Gwin, Financial Advisor Inc.”, a North Dakota corporation, until her registration was terminated on February 28, 2007.

6. Gwin has occasionally been registered as an investment adviser representative in North Dakota. She most recently was registered as an investment adviser representative with GunnAllen Financial, Inc. until her registration was terminated on February 28, 2007.

7. The Development Group, LLC, is a North Dakota limited liability company with its principal office at the home address of the Respondent, 1886 Bonn Blvd., Bismarck, North Dakota. For times relevant to this matter, the Respondent has been an officer and governor of the Development Group, LLC. Respondent has, at times, been an owner of The Development Group, LLC.

8. As an officer of The Development Group, Respondent has and has had access to and controlled the funds of The Development Group, LLC, including those funds received based on the sales of the promissory notes hereafter described. Richard Gwin, the spouse of Vivian Gwin, is also a current officer, governor and owner of The Development Group, LLC.

9. From November 22, 2004 to November 28, 2005, the Respondent engaged in the offer and sale of promissory notes issued by J & J to a number of North Dakota residents. During this time period, Respondent was registered with Capital Analysts, Inc. At least 21 of the persons who purchased the notes were clients of the Respondent and Capital Analysts, Inc. The notes offered or sold by Respondent were securities, as defined in N.D.C.C. § 10-04-02(19).

10. As compensation for the sale of the notes, the Respondent, her husband and The Development Group, LLC received compensation from J & J, in the aggregate, in excess

of \$200,000. Checks were made payable to "Rick and Viv Gwin", "Richard A. Gwin", "Richard Gwin", and "The Development Group, LLC" and were denominated "Finder's Fee Payment" and "Interest Payment". On April 14, 2005, Respondent, Vivian Gwin, emailed instructions ". . . that interest payments we are getting on other people's money need to be made to Richard A. Gwin only". Compensation appeared to be 10 to 15 percent per annum of the amount invested by the respective clients, payable monthly or quarterly. All payments to the Respondent and investors ceased in March, 2006.

11. The promissory notes offered or sold by Gwin were not 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 were not 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/or sales of the promissory notes were made in apparent violation of N.D.C.C. § 10-04-04.

12. The Respondent did not disclose to Capital Analysts, Inc. that she was engaging in outside business activities in connection with this matter, though such disclosure was required by NASD Rule 3030.

13. The Respondent was registered as an agent of Capital Analysts, Inc., however, she did not properly disclose the securities transactions to Capital Analysts, Inc. as required by NASD Rule 3040. The transactions were not approved by Capital Analysts, Inc. and were not conducted on the books and records of Capital Analysts, Inc.

14. Respondent was "selling away" from her broker-dealer, in violation of NASD Rules, and thereby engaged in a dishonest or unethical practice as defined by N.D.A.C. § 73-02-09-03.

15. Pursuant to the facts set forth above, Respondent, Vivian Gwin, has violated the securities laws and engaged in dishonest, fraudulent or unethical practices in the securities industry. As such, there are sufficient grounds for the Commissioner to revoke an agent's or investment advisor representative's registrations under N.D.C.C. § 10-04-11 and such acts constitute a sufficient ground for a finding by the Commissioner that Respondent is "not of good business reputation" as defined in N.D.C.C. § 10-04-10(6) and that approval of her application for registration should therefore be refused.

**ORDER TO SUMMARILY POSTPONE THE APPROVAL
OF RESPONDENT'S APPLICATION FOR REGISTRATION**

Pursuant to the provisions of N.D.C.C. § 10-04-10(6) and based on the Findings of Fact set forth above, the Commissioner hereby Orders that the approval of the application for registration as an agent of Vivian V. Gwin be postponed pending a hearing or an opportunity for a hearing regarding the Commissioner's proposed Order Refusing Registration.

NOTICE OF PROPOSED ORDER REFUSING REGISTRATION

YOU ARE HEREBY NOTIFIED THAT the North Dakota Securities Commissioner hereby proposes to issue an Order Refusing Registration as an Agent on application of

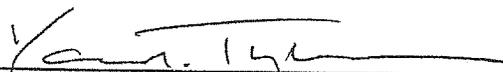
Vivian V. Gwin. The Order that the Commissioner proposes to issue is attached hereto and incorporated herein by reference.

NOTICE OF RIGHT TO REQUEST A 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. You have the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 26th day of June, 2007.




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

4. Each of the following entities (J & J Properties of Minnesota, LLC; J & J Investment Properties of Minnesota, LLC; Investment Properties of Minnesota; J & J Acquisitions and Investments, LLC; Amerifunding Group, LLC; Progressive Home Services, Inc.; and American Home Builders And Development Corporation, Inc. – Collectively referred to herein as “J & J”) were apparently created and controlled by James W. Abbott and Joseph A. Cole. These entities issued securities, in the form of promissory notes, to residents of North Dakota.

5. Respondent, Vivian V. Gwin, (CRD #4228943), has been registered as an agent in North Dakota with various broker-dealer firms, and has maintained a place of business in Bismarck, North Dakota, since July, 2000. She is not currently registered as an agent in the state of North Dakota. She most recently was registered as an agent of GunnAllen Financial, Inc. and maintained an office of GunnAllen Financial, Inc. at 3801 Lockport Street, Bismarck, North Dakota, under the trade name, “Financial Planning Centers Network” and as, “Viv Gwin, Financial Advisor Inc.”, a North Dakota corporation, until her registration was terminated on February 28, 2007.

6. Gwin has occasionally been registered as an investment adviser representative in North Dakota. She most recently was registered as an investment adviser representative with GunnAllen Financial, Inc. until her registration was terminated on February 28, 2007.

7. The Development Group, LLC, is a North Dakota limited liability company with its principal office at the home address of the Respondent, 1886 Bonn Blvd., Bismarck, North Dakota. For times relevant to this matter, the Respondent has been an officer and governor of the Development Group, LLC. Respondent has, at times, been an owner of The Development Group, LLC.

8. As an officer of The Development Group, Respondent has and has had access to and controlled the funds of The Development Group, LLC, including those funds received based on the sales of the promissory notes hereafter described. Richard Gwin, the spouse of Vivian Gwin, is also a current officer, governor and owner of The Development Group, LLC.

9. From November 22, 2004 to November 28, 2005, the Respondent engaged in the offer and sale of promissory notes issued by J & J to a number of North Dakota residents. During this time period, Respondent was registered with Capital Analysts, Inc. At least 21 of the persons who purchased the notes were clients of the Respondent and Capital Analysts, Inc. The notes offered or sold by Respondent were securities, as defined in N.D.C.C. § 10-04-02(19).

10. As compensation for the sale of the notes, the Respondent, her husband and The Development Group, LLC received compensation from J & J, in the aggregate, in excess of \$200,000. Checks were made payable to "Rick and Viv Gwin", "Richard A. Gwin", "Richard Gwin", and "The Development Group, LLC" and were denominated "Finder's Fee Payment" and "Interest Payment". On April 14, 2005, Respondent, Vivian Gwin, emailed instructions ". . . that interest payments we are getting on other people's money need to be made to Richard A. Gwin only". Compensation appeared to be 10 to 15 percent per annum of the amount invested by the respective clients, payable monthly or quarterly. All payments to the Respondent and investors ceased in March, 2006.

11. The promissory notes offered or sold by Gwin were not 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 were not 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/or sales of the promissory notes were made in apparent violation of N.D.C.C. § 10-04-04.

12. The Respondent did not disclose to Capital Analysts, Inc. that she was engaging in outside business activities in connection with this matter, though such disclosure was required by NASD Rule 3030.

13. The Respondent was registered as an agent of Capital Analysts, Inc., however, she did not properly disclose the securities transactions to Capital Analysts, Inc. as required by NASD Rule 3040. The transactions were not approved by Capital Analysts, Inc. and were not conducted on the books and records of Capital Analysts, Inc.

14. Respondent was "selling away" from her broker-dealer, in violation of NASD Rules, and thereby engaged in a dishonest or unethical practice as defined by N.D.A.C. § 73-02-09-03.

15. Pursuant to the facts set forth above, Respondent, Vivian Gwin, has violated the securities laws and engaged in dishonest, fraudulent or unethical practices in the securities industry. As such, there are sufficient grounds for the Commissioner to revoke an agent's or investment advisor representative's registrations under N.D.C.C. § 10-04-11 and such acts constitute a sufficient ground for a finding by the Commissioner that Respondent is "not of good business reputation" as defined in N.D.C.C. § 10-04-10(6) and that approval of her application for registration should therefore be refused.

ORDER REFUSING REGISTRATION AS AN AGENT

Pursuant to the provisions of N.D.C.C. § 10-04-10 and based on the findings of fact set forth above, the Securities Commissioner hereby Orders that approval of the application of Respondent, Vivian V. Gwin, for registration as an agent of Brookstone Securities, Inc., a registered broker-dealer, be refused.

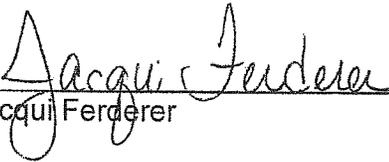
IN TESTIMONY WHEREOF, witness my hand and seal this _____ day of _____, 2007.

(SEAL)

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

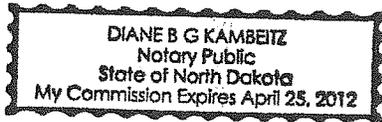
Anthony L. Turbeville, President
Brookstone Securities, Inc.
520 South Florida Avenue
Lakeland, FL 33801

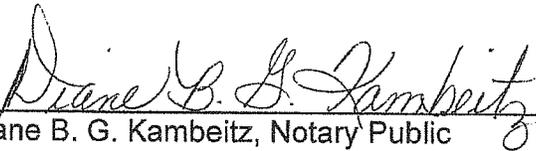
To the best of my knowledge, information, and belief, the address given above is the actual mailing address of the party intended to be served or of the attorney representing that party.



Jacquie Ferderer

Subscribed and sworn to before me on this 27th day of June, 2007.





Diane B. G. Kambeitz, Notary Public
Burleigh County, North Dakota
My commission expires 4/25/2012