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KENNETH W. ANDERSON, JR.
MEMBER

SSB Docket No. 01-29

IN THE MATTER OF
INTERNATIONAL BUSINESS
CONSORTIUM, INC. AND
WILLIAM L. BROTHERTON, SR.

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Order No. CDO-1442

TO: International Business Consortium, Inc.
6609 S. Shields Street
Fort Collins, Colorado 80526

Dr. William L. Brotherton, Sr.
6609 S. Shields Street
Fort Collins, Colorado 80526

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, TEX. REV. CIV. STAT. ANN. art. 581-1 et seq. (Vernon 1964 & Supp. 2001) ("Texas Securities Act").

The Staff of the Enforcement Division ("the Staff") of the Texas State Securities Board ("the Securities Board") has presented evidence sufficient for the Securities Commissioner to find that:

FINDINGS OF FACT

1. International Business Consortium, Inc. ("IBC") is a Colorado company whose last known address is 6609 S. Shields Street, Fort Collins, Colorado 80526.
2. Dr. William L. Brotherton, Sr. ("Brotherton") is an individual who at all times material hereto has been President of IBC with the last known business address the same as IBC.

3. IBC and Brotherton (hereinafter collectively referred to as "Respondents") placed, or permitted to be placed, an advertisement on the Internet, located at Internet website "http://ibcwcprogram.com", making available shares of IBC stock to Texas residents and others. IBC projects annual dividends of \$4,000 to \$34,000 for each \$1,000 invested and annual dividends of \$20,000 to \$170,000 for a one-time investment of \$5,000 in the advertisement on such website. The advertisement occurred after September 1, 2001.
4. The shares of IBC stock have not been registered by qualification, notification or coordination and no permit has been granted for the sale of shares of IBC stock in the State of Texas.
5. For the period from November 1, 1996, to the present, Respondents have not been registered to sell securities or render investment advice in the State of Texas.
6. Respondents fail to disclose in the above-referenced Internet website the material fact that a Summary Order to Cease and Desist was issued against IBC, Brotherton and others by the State of Pennsylvania Securities Commission, Docket No. 0106-10, on or about June 19, 2001.
7. Respondents fail to disclose in the above-referenced Internet website the material fact that a Preliminary Injunction on Consent and Order Freezing Assets and Granting Other Relief was entered against IBC and Brotherton by Judge Walker D. Miller in the United States District Court for the District of Colorado in Securities and Exchange Commission v. International Business Consortium, Inc. Civil Action No. 01-WM-1340 on or about July 20, 2001, based on charges that IBC and Brotherton perpetuated a fraudulent, unregistered offering of company stock over the Internet.
8. Respondents fail to disclose in the above-referenced Internet website the material fact that a Summary Order to Cease and Desist was issued against IBC and Brotherton by the State of Washington, Department of Financial Institutions, Securities Division, Case No. 01-06-216, on or about July 30, 2001.
9. Respondents fail to disclose in the above-referenced Internet website the material fact that a Cease and Desist Order was issued against IBC and Brotherton by the State of Ohio, Department of Commerce, Division of Securities, Order No. 01-262, on or about September 12, 2001.
10. Respondents fail to disclose in the above-referenced Internet website the material fact that an Order of Prohibition and Revocation was issued against IBC and Brotherton by the State of Wisconsin, Division of Securities, Department of Financial Institutions, File No. S-01137(EX), on or about September 24, 2001.

CONCLUSIONS OF LAW

1. The above-referenced shares of stock in IBC are "securities" as that term is defined in Section 4.A of the Texas Securities Act.

2. The above-referenced Internet advertisement constitutes the offer for sale of securities in Texas as the term "offer for sale" is defined in Section 4.E of the Texas Securities Act.
3. Respondents violated Section 7 of the Texas Securities Act by offering for sale in Texas the above-described securities.
4. Respondents are acting as "dealers" or "agents" in securities as those terms are defined in Section 4.C and 4.D of the Texas Securities Act.
5. Respondents violated Section 12 of the Texas Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Texas Securities Act.
6. Respondents have made offers of securities in Texas that are materially misleading or otherwise likely to deceive the public through failing to disclose in the advertisement located at website "<http://ibcwcprogram.com>" the information contained in Findings of Fact, paragraphs 6-10.
7. Respondents' conduct, acts and practices threaten immediate and irreparable harm to the public.
8. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Texas Securities Act.

ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from acting as securities agents or dealers until they are registered or an available exemption is utilized.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities to Texas residents until the securities have been registered with the Securities Commissioner or an available exemption is utilized.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities to Texas residents through the use of fraud or through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Under Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served. The request for a hearing must be in writing, directed to the Securities Commissioner, stating the grounds for the request to set aside or modify the order. Failure to request a hearing will result in the order becoming final and nonappealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$5,000 or imprisonment in the penitentiary for not more than two years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 20th day of November, 2001.

Denise Voigt Crawford
DENISE VOIGT CRAWFORD
Securities Commissioner