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SECURITIES COMMISSIONER



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JOSE ADAN TREVINO
MEMBER

State Securities Board

SSB DOCKET NO. 99-033

IN THE MATTER OF ATM USA
CORPORATION, CONVENIENT
BANKING SYSTEMS, WILLIAM H.
MIRACLE, and MICHAEL J. THOMAS

§
§
§
§

Order No. CDO-1362

TO: ATM USA Corporation
d/b/a Convenient Banking Systems
2500 City West Boulevard, Suite 300
Houston, Texas 77042

William H. Miracle
2500 City West Boulevard, Suite 300
Houston, Texas 77042

Michael J. Thomas
P.O. Box 80123
Phoenix, Arizona 80123

CEASE AND DESIST ORDER

Be it remembered that Respondent ATM USA Corporation d/b/a Convenient Banking Systems ("Respondent ATM USA), William H. Miracle ("Respondent Miracle"), individually and as President and Chief Executive Officer of Respondent ATM USA, and Michael James Thomas ("Respondent Thomas"), individually and as a Principal and Chief Financial Officer of ATM USA, (collectively "Respondents"), appeared before the Securities Commissioner of the State of Texas ("Securities Commissioner"), and consented to the entry of this Order and, without admitting all but the first Finding of Factor denying any, the Findings of Fact and Conclusions of Law contained herein.

FINDINGS OF FACT

1. Respondents have waived: (a) Respondents' right to notice and hearing in this matter; (b) Respondents' right to appear and present evidence; (c) Respondents' right to appeal this Order; and (d) all other procedural rights granted to them by The

Securities Act, TEX. REV. CIV. STAT. ANN. art. 551-1 et seq. <Vernon 1964 & Supp. 1999) (“Texas Securities Act”), and the Administrative Procedure Act, TEX. GOV’T. CODE ANN. §2001.001 et seq. (Vernon Supp. 1999) (“Administrative Procedure Act”).

2. Respondent ATM USA is a corporation incorporated under the laws of the State of Nevada and operated in Houston, Texas with a business address of 2500 City West Boulevard, Suite 300, Houston, Texas 77042. Respondent Miracle is the President and Chief Executive Officer of Respondent ATM USA and has a business address of 2500 City West Boulevard, Suite 300, Houston, Texas 77042. Respondent Thomas is a Principal and Chief Financial Officer of Respondent ATM USA and has a business address of P.O. Box 80123, Phoenix, Arizona 85060.
3. Convenient Banking Systems is a d/b/a otherwise known as ATM USA Corporation with a business address of 2500 City West Boulevard, Suite 300, Houston, Texas 77042.
4. Respondents offered for sale and sold securities from within the State of Texas in the form of limited partnership interests for the claimed purpose of acquiring, operating and servicing automated teller machines (ATMs).
5. Respondents offered for sale said securities at a time when said securities were not registered as required by § 7 of the Texas Securities Act.
6. Respondents acted as dealers in the offer for sale of securities at a time when Respondents were not properly registered as required by §12 of the Texas Securities Act.

CONCLUSIONS OF LAW

1. The limited partnership interests offered for sale and sold by Respondents are securities as defined by § 4.A of the Texas Securities Act.
2. A basis for the issuance of a Cease and Desist Order exists pursuant to § 23.A of the Texas Securities Act.

UNDERTAKING

1. Respondents agree they will deliver written notification to the Director of Enforcement of the State Securities Board at least 10 days prior to any future offer for sale or sale of unregistered securities from within the State of Texas or to a Texas resident. Such notice shall describe the securities intended to be offered and specify the specific securities and dealer registration exemptions that will be relied upon.

ORDER

It is therefore ORDERED that Respondents CEASE AND DESIST from offering for sale and selling the securities designated in the Findings of Facts.

It is further ORDERED that Respondents CEASE AND DESIST from acting as dealers until they are registered pursuant to the Texas Securities Act or an available dealer exemption is utilized.

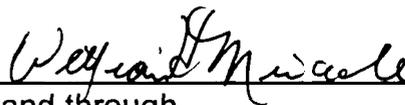
It is further ORDERED that Respondents COMPLY with their Undertaking.

SIGNED AND ENTERED this 12th day of May, 1999.


DENISE VOIGT CRAWFORD
Securities Commissioner

Respondents:

ATM USA Corporation
d/b/a Convenient Banking Systems



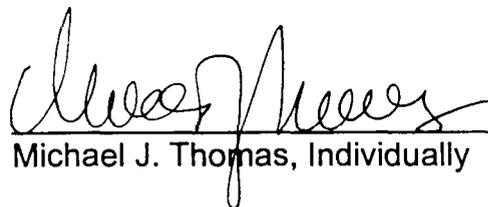
By and through
William H. Miracle
President and Chief Executive Officer



William H. Miracle, Individually

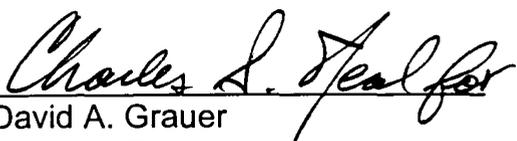


Michael J. Thomas
Chief Financial Officer



Michael J. Thomas, Individually

Approved as to Form:



David A. Grauer
Director, Enforcement Division



Karen Brisco-Richards
Attorney, Enforcement Division



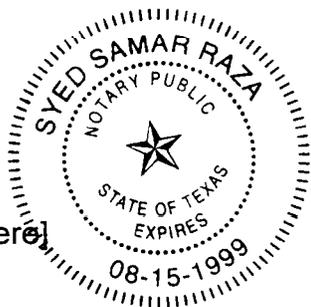
Charles S. Neal
Attorney, Enforcement Division

ACKNOWLEDGMENT

On the 23rd day of April, 1999, ATM USA Corporation d/b/a Convenient Banking Systems ("Respondent ATM USA"), by and through William H. Miracle, its President and Chief Executive Officer, personally appeared before me, executed the foregoing Order, and acknowledged that:

1. William H. Miracle is duly authorized to enter into the foregoing order on behalf of Respondent ATM USA;
2. William H. Miracle has read the foregoing Order;
3. Respondent ATM USA has been fully advised of its rights under the Texas Securities Act and the Administrative Procedure Act;
4. Respondents ATM USA knowingly and voluntarily consents to the entry of the foregoing Order and, without admitting all but the first Finding of Fact or denying any, the Findings of Fact and Conclusions of Law contained therein; and,
5. Respondent ATM USA, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.

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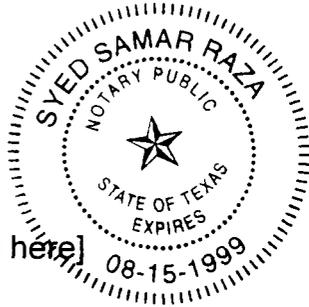
Notary Public in and for
the State of Texas

My commission expires on 8-15-99

ACKNOWLEDGMENT

On the 23rd day of April, 1999, William H. Miracle ("Respondent Miracle") personally appeared before me, executed the foregoing Order, and acknowledged that:

1. Respondent Miracle has read the foregoing Order;
2. Respondent Miracle has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent Miracle knowingly and voluntarily consents to the entry of the foregoing Order and, without admitting all but the first Finding of Fact or denying any, the Findings of Fact and Conclusions of Law contained therein; and,
4. Respondent Miracle, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.



[affix notary seal here]



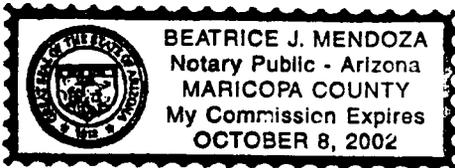
Notary Public in and for
the State of Texas

My commission expires on 8-15-99

ACKNOWLEDGMENT

On the 26th day of APRIL, 1999, Michael James Thomas ("Respondent Thomas") personally appeared before me, executed the foregoing Order, and acknowledged that:

1. Respondent Thomas has read the foregoing Order;
2. Respondent Thomas has been fully advised of his rights under the Texas Securities Act and the Administrative Procedure Act;
3. Respondent Thomas knowingly and voluntarily consents to the entry of the foregoing Order and, without admitting any but the first Finding of Fact denying any, the Findings of Fact and Conclusions of Law contained therein; and,
4. Respondent Thomas, by consenting to the entry of the foregoing Order, has knowingly and voluntarily waived its rights as set forth therein.



[affix notary seal here]

Beatrice J. Mendoza
 Notary Public in and for
 the State of Arizona

My commission expires on October 8, 2002.