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Texas State Securities Board

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MEMBER

BETH ANN BLACKWOOD
MEMBER

SSB Docket No. ENF-04-CDO-1573

IN THE MATTER OF §
AMERICAN MERCHANT CONSULTANTS, INC., §
MICHAEL HARJO, and RICHARD HICKMAN §

TO: American Merchant Consultants, Inc.
17220 Newhope St. Suite 218
Fountain Valley, CA 92708

Michael Harjo
17220 Newhope St. Suite 218
Fountain Valley, CA 92708

Richard Hickman
17220 Newhope St. Suite 218
Fountain Valley, CA 92708

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. 2004-2005) ("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. Respondent American Merchant Consultants, Inc. ("Respondent AMC") maintains a last known address of 17220 Newhope St., Suite 218, Fountain Valley, CA 92708.
2. Respondent Michael Harjo maintains a last known address of 17220 Newhope St., Suite 218, Fountain Valley, CA 92708.
3. Respondent Richard Hickman maintains a last known address of 17220 Newhope St., Suite 218, Fountain Valley, CA 92708.
4. Respondents are offering for sale in Texas an investment program whereby investors purchase automated teller machines ("ATMs") and enter into agreements for Respondent AMC to place, connect, service, and maintain the ATMs. The net profits generated by the ATMs are to be divided equally between the investor and Respondent AMC.
5. The investment program described above has not been registered by qualification, notification or coordination and no permit has been granted for its sale in Texas.
6. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
7. In connection with the offer for sale of the above-described investment program, Respondents, acting through sales agents Okto Marketing Group, Inc. and Richard Kaszonyi, are intentionally failing to disclose the following material facts:
 - (a) the identities and backgrounds of the officers and directors of Respondent AMC; and
 - (b) information regarding the assets, liabilities, profits, losses, cash flow, and other financial data of Respondent AMC sufficient to enable a prospective investor to make an informed decision regarding the risks associated with the offering.

CONCLUSIONS OF LAW

1. The above-described investment program offered by Respondents is a security as defined by Section 4.A of the Texas Securities Act.
2. Respondents are violating Section 7 of the Texas Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.

3. Respondents are violating 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.
4. Respondents are engaging in fraud in connection with the offer for sale of securities.
5. Respondents' conduct, acts and practices threaten immediate and irreparable harm to the investing public.
6. 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 Respondent immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.

NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state 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 non-appealable.

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 fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 27th day of
September, 2004.

A handwritten signature in cursive script that reads "Denise Voigt Crawford". The signature is written in black ink and is positioned above the printed name.

DENISE VOIGT CRAWFORD
Securities Commissioner