

3. The note investment program has not been registered by qualification, notification, or coordination and no permit has been granted for its sale in Texas.
4. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
5. In connection with the offer for sale of the above-described note investment program, Respondents intentionally failed to disclose the following material facts:
 - a. Respondent Depot is subject to a Department of the Treasury, Internal Revenue Service Federal Tax Lien, filed and recorded in Travis County on October 19, 2000, in the amount of \$5,113.60.
 - b. Respondent Depot is subject to a judgment rendered in favor of Austin Community College, Austin Independent School District, City of Austin, and Travis County, in the Justice of the Peace Court, Precinct Number Five, Travis County, Texas, cause number 186081, on March 19, 2003, in the amount of \$1,783.57, with said judgment being filed and recorded on May 8, 2003.
 - c. Respondents are subject to a judgment rendered in favor of Southwestern Bell Yellow Pages, Inc., in the County Court at Law No. 2, Travis County, Texas, cause number 241,097, on October 7, 1998, in the amount of \$15,597.89, with said judgment being filed and recorded on June 20, 2002, after application of \$7300.00 in credits.
 - d. The risks associated with the note investment program, including but not limited to, Respondents' ability to assume financial responsibility for all note payments to investors in the event customers default on their financial obligations.
 - e. Information regarding the assets, liabilities, profits, losses, cash flow, and other financial data of Respondent Depot sufficient to enable a prospective investor to make an informed decision regarding the risks associated with the offering.
 - f. Information regarding the identity and background of the principals associated with Respondent Depot sufficient to enable a prospective investor to make an informed decision regarding the management of Respondent Depot and the offering.

CONCLUSIONS OF LAW

1. The above-described note investment program is a "security" as that term is 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 public harm.
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 Respondents 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 such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 11th day of October, 2004.

Denise Voigt Crawford
DENISE VOIGT CRAWFORD
Securities Commissioner