

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:

)

MN PARTNERS, INC.

)

FRANK DELUCCA

)

RESPONDENTS

)

ADMINISTRATIVE ORDER

NO.CD-2001-00 12

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offer and sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. MN PARTNERS ("RESPONDENT MN") is an Alabama Corporation with a business address of 3787 Opelika, Road, Suite C, Phenix City, Alabama, 36870.

2. FRANK DELUCCA, ("RESPONDENT DELUCCA") is the President of MN Partners, Inc., with a business address of 3787 Opelika, Road, Suite C, Phenix City, Alabama, 36870.

STATEMENT OF FACTS

3. The Commission is in receipt of information that RESPONDENT DELUCCA acting as an agent of RESPONDENT MN, promoted, solicited, and engaged in the offer and/or sale of Securities into within, and from the state of Alabama, to wit: investment contracts entitled Long Term Loan Agreements, to Alabama residents, Arkansas residents, and South Dakota residents.

4. Documents received by the Commission describe the "Long Term Loan Agreement" as a way for investors to receive larger "loans", by first sending in an advance fee entitled a "processing fee" in the amount of \$300.00 to RESPONDENT MN. In return the participant will receive an initial "loan" in the amount of \$50.00 for month one. For month two the applicant will receive a "loan" amount increase of \$100.00, and must begin to repay the amount by submitting a payment to RESPONDENT MN. Each month the "loan" amount increases, so that by month twelve the participant supposedly will receive \$100,000.00. RESPONDENT MN emphasizes to those solicited that "for an initial commitment of \$300.00 participants will receive a net return of \$100,000.00 per month at the end of the first year, growing to a life-time, tax-free, income exceeding a million dollars a year". Under the program, plan, or operation as described, the loans or returns are derived solely from the introduction of other clients into participation into the program and not from the sale of goods, services, or tangible property. Any "profits" derived by the early participants are necessarily funded by the losses of the greater number of the later participants.

5. On January 26, 2001, the State of South Dakota, Department of Commerce & Regulation issued an Order to Cease and Desist and Refrain, to RESPONDENTS MN and DELUCCA, for soliciting South Dakota residents to participate and invest in the "Long Term Loan Agreements". South Dakota represented that pursuant to South Dakota law, SDCL-31A-101, RESPONDENTS MN and DELUCCA promoted a fraudulent loan scheme by employing a device, scheme or artifice to defraud and by making untrue statements of a material fact or omitting to state a material fact or to engage in a course of business which operates as a fraud.

6. Also on January 26, 2001, the Arkansas Securities Department issued Cease & Desist Order No. 01-005-S, to RESPONDENTS MN PARTNERS, Multi Nutrient Partners, FRANK DELUCCA, High Yield Programs, Lee Lawrence, Christian Heritage Institute, and Earl M. Leasure, for violating provisions of the Arkansas Securities Act by the promotion of, and the solicitation to sell unregistered securities, to wit: investment contracts, entitled: "Long Term Loan

Agreements", by unregistered agents. None of the above listed individuals or entities were registered as broker-dealers or agents in the state of Arkansas.

7. Review of the files of the Commission, disclosed no record of the registration of RESPONDENTS MN, or DELUCCA, as Securities dealers or agents in the state of Alabama

8. Review of the files of the Commission, disclosed no record of registration, nor exemption from registration, of the securities of RESPONDENT MN.

#### CONCLUSIONS OF LAW

9. RESPONDENTS MN and DELUCCA, are not registered as securities dealers or agents in the state of Alabama.

10. Transacting business in the State of Alabama as a securities dealer or agent while unregistered is a violation of § 8-6-3(a), Code of Alabama, 1975.

11. The securities of RESPONDENT MN, as set forth in paragraph 3, above, are not registered, nor exempt from registration in the state of Alabama.

12. The sale of unregistered, non-exempt securities into, within, or from the state of Alabama is a violation of § 8-6-4, Code of Alabama, 1975.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purpose of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that, RESPONDENTS MN PARTNERS, and FRANK DELUCCA immediately CEASE AND DESIST from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 14 day of February, 2001.

ALABAMA SECURITIES COMMISSION  
770 Washington Street, Suite 570  
Montgomery, Alabama 36130-4700

BY:

JOSEPH P. BORG  
Director

