

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)	
)	
LEARN WATERHOUSE, INC)	
RANDALL T. (RANDY) TREADWELL)	
ARNULFO M. ASCOSTA)	NO. CD-2004-0014
STEVE HUNTER)	
LARRY LANDIS)	
KEITH TRAWICK)	
)	
<u>RESPONDENTS</u>)	

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 ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. LEARN WATERHOUSE, INC., ("RESPONDENT LWI") P.O. Box 731, Daly Building, Prince William Street, Charlestown, Nevis, West Indies, is a foreign corporation not registered with the Alabama Secretary of State.
2. RANDALL (RANDY) T. TREADWELL ("RESPONDENT TREADWELL") 47 Cardinal Road, Savannah, GA 31406, is the CEO of RESPONDENT LWI.
3. ARNULFO M. ASCOSTA, ("RESPONDENT ASCOSTA") 4613 N. HWY 281, Edinburg, TX 78541, is the receiver of investor funds for RESPONDENT LWI.
4. STEVE HUNTER, ("RESPONDENT HUNTER") whose address is unknown, is an agent for RESPONDENT LWI.

5. LARRY LANDIS, ("RESPONDENT LANDIS") whose address is unknown, is an agent for RESPONDENT LWI.
6. KEITH TRAWICK, ("RESPONDENT TRAWICK") 1027 County Road 80, Newville, Al 36353, is an agent of RESPONDENT LWI.

STATEMENT OF FACTS

7. In November 2003, RESPONDENT LWI, through RESPONDENTS TREADWELL and TRAWICK, offered and sold securities, in the form of investment contracts, entitled Official Private Contractual Loan Agreements, into and within the State of Alabama.
8. In January 2004, RESPONDENT LWI, through RESPONDENTS TREADWELL , HUNTER and TRAWICK, offered and sold securities, in the form of investment contracts, entitled Official Private Contractual Loan Agreements, into and within the State of Alabama.
9. In June 2004, RESPONDENT LWI, through RESPONDENTS LANDIS, HUNTER and TRAWICK, offered and sold securities, in the form of investment contracts, entitled Official Private Contractual Loan Agreements, into and within the State of Alabama.
10. At the direction of RESPONDENTS, Alabama residents wired investor funds directly to an account controlled by RESPONDENT ACOSTA, for the use of RESPONDENT LWI.
11. A review of the files of the Registration Division of Alabama Securities Commission found no registration with the Commission pursuant to Sections 8-6-3 through 8-6-8 of the Alabama Securities Act, nor a claim for exemption under Section 8-6-10 or 8-6-11 of the Act for the RESPONDENTS or the securities offered and sold by the RESPONDENTS.

CONCLUSIONS OF LAW

12. RESPONDENTS are not registered as agents or broker dealers in the state of Alabama. The sale of securities by an unregistered dealer or agent in the state of Alabama is a violation of Section 8-6-3(a), Code of Alabama 1975., which states: "It is unlawful for any person to

transact business in this state as a dealer or agent for securities unless he is registered under this article."

13. The securities of RESPONDENT LWI are neither registered nor exempt from registration in the state of Alabama. The sale of unregistered securities in the state of Alabama is a violation of Section 8-6-4, Code of Alabama 1975, which states: "It is unlawful for any person to offer or sell any security in this state unless: (1) It is registered under this article; (2) The security is exempt from registration under section 8-6-10; or (3) The transaction is exempt under section 8-6-11".

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

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

ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENTS 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 18th day of June, 2004.



ALABAMA SECURITIES COMMISSION
770 Washington Avenue, Suite 570
Montgomery, AL 36130-4700
(334) 242-2984

BY:

A handwritten signature in black ink, appearing to read "Susan B. Anderson", written over a horizontal line.

SUSAN B. ANDERSON
Deputy Director/ General Counsel