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STATE OF IDAHO

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A.M. \_\_\_\_\_ P.M. \_\_\_\_\_

JUL 8 - 1994

J. DAVID NAVARRO, Clerk  
By MARILYN T. SCANLAN  
Deputy

IN THE DISTRICT COURT OF THE FIFTH JUDICIAL DISTRICT  
OF THE STATE OF IDAHO, IN AND FOR THE COUNTY OF TWIN FALLS

STATE OF IDAHO, Department of Finance,  
  
Plaintiff,  
  
vs.  
  
WARREN P. CHAPMAN, an individual, and CAPITAL ENTERPRISES, INC., an Idaho corporation,  
  
Defendants.

Civil No. 97931

VERIFIED COMPLAINT

Comes now the State of Idaho, Department of Finance (hereafter "Department"), by and through counsel, to complain and allege as follows:

JURISDICTION

1. This Complaint is brought under the provisions of the Idaho Securities Act, title 30, chapter 14, Idaho Code, and in particular Idaho Code § 30-1442 wherein the Director of the Department is empowered to seek remedies to enjoin acts and practices which violate the Act, and to enforce compliance with

the Act.

#### DEFENDANTS

2. At all times relevant to this Complaint, defendant WARREN P. CHAPMAN ("CHAPMAN") has been an Idaho resident residing in Twin Falls, Idaho, and a director of defendant CAPITAL ENTERPRISES, INC.

3. Defendant CAPITAL ENTERPRISES, INC. ("CAPITAL ENTERPRISES") is an Idaho corporation in good standing.

4. In this Complaint, when reference is made to any act of defendants, such reference shall be deemed to mean that each defendant acted individually, jointly and severally, and participated, engaged in, directed, conspired, or aided and abetted in a material way such act unless specifically indicated otherwise.

#### BACKGROUND

5. On or about March 31, 1992, defendant CHAPMAN, representing defendant CAPITAL ENTERPRISES, solicited investments in an Oregon gold mine through advertisements in the Idaho Statesman newspaper. A copy of this advertisements is attached to this complaint as Exhibit "A". CHAPMAN was attempting to raise \$600,000 from investors in exchange for a one-half interest in the gold mine. Investors were to receive their return in gold.

6. CHAPMAN was contacted soon thereafter by investigators from the Department of Finance who explained the registration and licensing requirements under the Idaho Securities Act ("the Act"). CHAPMAN agreed in writing to cease future solicitations of

securities until he and the securities were properly registered.

7. On or about May 1, 1994, CHAPMAN appeared at the Department of Finance. He told investigators that he planned to run newspaper advertisements soliciting investments in an investment partnership. Department investigators again explained to CHAPMAN that he and the securities he planned to offer would have to be registered prior to any investment solicitations being made.

8. On or about May 5, 1994, CHAPMAN ran an advertisement in the Idaho Statesman newspaper soliciting investors to participate in an investment venture. CHAPMAN's advertisement, a copy of which is attached to this complaint as Exhibit "B", solicits investments of \$500,000. CHAPMAN represents that the investment will return \$575,000 to the investor in one year plus payments of \$41,666.66 per month for twelve months. Investors are given the further opportunity to invest their return in a steel building manufacturing business with CHAPMAN for which the investor is told he will receive a 25% interest in the business.

9. On June 6, 1994, CHAPMAN appeared at the Department of Finance in response to an investigative subpoena. CHAPMAN claimed that he was essentially an intermediary in the investment transactions and that he did not know who was behind the investments. CHAPMAN claimed that he simply talked to anonymous persons on the telephone who advised him as to what to put in the advertisements. CHAPMAN was warned for a third time that the offer or sale of unregistered securities by unlicensed individuals

was violative of the Act. CHAPMAN agreed to cease further solicitations.

10. On or about July 7, 1994, CHAPMAN, through CAPITAL ENTERPRISES, ran another advertisement soliciting investors in the Idaho Statesman newspaper. A copy of this advertisement is attached hereto as Exhibit "C". This advertisement seeks investments of \$500,000 and offers a guaranteed 15% return on the investment.

11. At no time has CHAPMAN or CAPITAL ENTERPRISES been registered to offer or sell securities in the state of Idaho.

12. At no time have the securities offered and sold by CHAPMAN or CAPITAL ENTERPRISES been registered with the Department of Finance.

COUNT ONE

OFFER AND SALE OF SECURITIES BY UNREGISTERED SALESMAN

13. Plaintiff hereby alleges and incorporates by reference the allegations contained in paragraphs 1 through 12 above and further alleges as follows:

14. Defendants CHAPMAN and CAPITAL ENTERPRISES offered or sold securities to Idaho residents during a time when they were not registered to sell securities in the State of Idaho.

15. As a result of the foregoing conduct, defendants have violated Idaho Code § 30-1406.

COUNT TWO

OFFER OR SALE OF UNREGISTERED SECURITIES

16. Plaintiff hereby alleges and incorporates by reference the allegations contained in paragraphs 1 through 15 above and further alleges as follows:

17. The investments offered by defendants to the public are investment contracts which are securities as set forth in Idaho Code § 30-1402(12) and Rule 300 pursuant to the Idaho Securities Act, IDAPA 12.01.08.300.03. (Copy of Rule 300 attached.)

18. The investment contract securities offered by defendants have never been registered with the Idaho Department of Finance as required by Idaho Code § 30-1416.

19. As a result of the foregoing conduct, defendants have violated Idaho Code § 30-1416.

COUNT THREE

ENGAGING IN AN ACT, PRACTICE OR COURSE OF BUSINESS WHICH OPERATES  
OR WOULD OPERATE AS A FRAUD OR DECEIT UPON A PERSON

20. Plaintiff hereby alleges and incorporates by reference the allegations contained in paragraphs 1 through 19 above and further alleges as follows:

21. The defendants engaged in a deceptive and manipulative practice by advertising that at least one of the investments being offered or sold was guaranteed.

22. As a result of the foregoing conduct, defendants have violated Idaho Code § 30-1403(3) and Rule 117.10 of the Rules pursuant to the Idaho Securities Act, IDAPA 12.01.08.117.10.

(Copy attached.)

COUNT FOUR

OMISSION OF MATERIAL FACTS IN CONNECTION WITH  
THE OFFER OF SECURITIES

23. Plaintiff hereby alleges and incorporates by reference the allegations contained in paragraphs 1 through 22 above and further alleges as follows:

21. The defendants omitted to provide material information to potential investors including, but not limited to, any information as to how the investors' return on investment would be generated or any information about the individuals who would be running the purported investment program.

22. As a result of the foregoing conduct, defendants have violated Idaho Code § 30-1403(2).

PRAYER FOR RELIEF

Wherefore, plaintiff prays for a Judgment in favor of plaintiff and against defendants as follows:

1. That defendants be adjudged to have violated the Idaho Securities Act.
2. That the defendants and each of their officers, agents, servants, employees, directors, subsidiaries, successors, affiliates and any other persons in active concert or participation with them, who receive actual notice of the Order, by personal service or otherwise, be preliminarily and permanently enjoined from engaging in any acts, practices or omissions which would

constitute violations of title 30, chapter 14, Idaho Code, commonly known as the Idaho Securities Act, and in particular, that they be preliminarily and permanently enjoined from:

A. Selling and offering for sale securities in any form in or from the State of Idaho until such time as the securities have been registered with the Idaho Department of Finance in accordance with title 30, chapter 14, Idaho Code;

B. Transacting securities business in or from the State of Idaho until such time as Defendants have registered as broker-dealers or as a salesmen for a broker-dealer or issuer with the Department of Finance, in accordance with title 30, chapter 14, Idaho Code;

C. While engaged in or in connection with the offer, sale or purchase of any security issued by defendants, or any other issuer, making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of circumstances under which they were made, not misleading.

D. Aiding, abetting, counselling, inducing, or causing any other person to engage in any of the types of conduct described in Paragraphs A, B or C, above.

3. That Defendants be ordered to deposit with the Court or with the plaintiff an amount of money sufficient to restore to any person in interest the consideration paid for the security, with interest at 6% per annum, and that the Court order that this money be used to restore to any person in interest any moneys or

property obtained and acquired from such persons by defendants through the use of acts and practices constituting violations of the Idaho Securities Act, in such amounts that the Court finds such persons in interest to be entitled and with such restitution to be made in such manner as the Court shall direct; or in the alternative, that a receiver be appointed to protect the assets of the defendant against waste or use and those assets be used to restore to any person in interest any moneys or property obtained through the use of acts and practices constituting violations of the Idaho Securities Act.

4. That Defendants be ordered not to claim the availability of or use any possible exemption, or offer, sell, or purchase securities that are exempt, or securities under any exempt transaction, under the Idaho Securities Act without first obtaining the prior written consent of the plaintiff.

5. That defendants be ordered to pay a civil penalty to plaintiff in the amount of \$10,000 for each violation of the Idaho Securities Act.

6. That plaintiff be awarded attorney's fees and costs incurred in preparation and prosecution of this action, and if judgment be taken by default herein, that \$5,000 is a reasonable attorney's fee.



7. For such other and further relief as this Court may deem equitable and just.

DATED this 8<sup>th</sup> day of July, 1994.

*Marilyn T. Scanlan*

MARILYN T. SCANLAN  
Deputy Attorney General  
Counsel for Plaintiff

VERIFICATION

STATE OF IDAHO )  
                          ) ss:  
County of Ada )

R. WAYNE KLEIN, Bureau Chief of the Securities Bureau of the Idaho Department of Finance, being first duly sworn, deposes and says:

That he has read the foregoing verified complaint; that he knows the contents thereof, and that the same are true to the best of his knowledge.

DATED this 8<sup>th</sup> day of July, 1994.

*Wayne Klein*

R. WAYNE KLEIN

SUBSCRIBED AND SWORN to before me this 8<sup>th</sup> day of July, 1994.

*Virginia L. Sorense*  
NOTARY PUBLIC FOR IDAHO  
Residing at: *Caldwell*  
My Comm. Exp.: *4/5/00*



**Parma 13, Melba 3**

Parma used three four-run innings to cruise to the WIC A-3 winner Melba. Scott Horace belted a two-run homer for Parma (8-10). Darin Foote had two hits for Melba (0-10).

**Parma 4-0** — 13 14 1  
**Melba 0-10** — 3 5 3  
 Freeman, Bake (5) and Hood, Beus and Cimochin — Freeman (4-3) LP—Beus 50-88; Freeman 7-5, Bake Beus 5-5  
 HITS P — Sits 3-5, Hood 2-4, Horace 2-3, Sexton 3-3, Brian 1-2, Ratcliff 1-4, Bake 2-2 M — Foote 2-3, Cimochin 1-2, Hall 1-3, Ryska 1-3, 2B—Foote, Bake, Brian, Sexton, Horace 3B—Sexton, Brian, Horace (2) P — Hood 3, Sexton 2, Ratcliff 2, Sits, Horace 2, Brian 2 M — Sampao, Ryska.

**Marsing 13, Homedale 0**

Ryan Bowers tossed a one-hitter and Clint Wood drove in three hits to boost Marsing to the WIC win over Homedale. Tom Picandi had the lone hit for Homedale. Marsing (6-4) finished third in the WIC with the win.

**Marsing 00-0** — 0 1 3  
**Homedale 12-2** — 10 12 2  
 Tom Bicanadi, Bardi (4) and Hays Ryan Bowers and Bert Valadez, WP—Bowers (4-2) LP—Bicanadi, SO-88, Bardi 1-3, Boro 0-0, Bowers 10-1  
 HITS, Homedale — Bicanadi 1-2, Marsing — Casey 2-3, J.W. Chadez 2-4, R. Bowers 1-3, Beveliss 1-2, Clint Wood 3-3, Showalter 1-3, Ro. Valadez 2-3, Gibson 1-3 — Ca. Percfield, Bowers, Beveliss, Wood, Valadez, 3B—Showalter, P.R. Ca. Percfield 2, Bowers, Beveliss 2, Wood 3, Showalter 2, Valadez.

**Ontario 13, Vale 8**

Ontario took advantage of 10 base walks and five errors to post a non-league win. Greg Garza hit three-run homer for Ontario (18-

Parma 4-0 — 13 14 1  
 Melba 0-10 — 3 5 3  
 Freeman, Bake (5) and Hood, Beus and Cimochin — Freeman (4-3) LP—Beus 50-88; Freeman 7-5, Bake Beus 5-5  
 HITS P — Sits 3-5, Hood 2-4, Horace 2-3, Sexton 3-3, Brian 1-2, Ratcliff 1-4, Bake 2-2 M — Foote 2-3, Cimochin 1-2, Hall 1-3, Ryska 1-3, 2B—Foote, Bake, Brian, Sexton, Horace 3B—Sexton, Brian, Horace (2) P — Hood 3, Sexton 2, Ratcliff 2, Sits, Horace 2, Brian 2 M — Sampao, Ryska.

**TENNIS**

**Boise 8, Borah 4**

Boise swept in girls doubles and mixed doubles in posting the SIC victory over Borah.

**Boys singles** — Bryan Daines (Bo) def. Brian Oliver 3-6, 6-1, 7-5; Brandon Fitzpatrick (Bo) def. Joe Saiby 6-1, 6-4; Jared Hunt (Bo) def. Nic Baker 6-2, 6-3.  
**Girls singles** — Kelli Bard (Bo) def. Kim Beckett 6-0, 6-0; Darcy Duffin (Bo) def. Cecily Vaughn 6-2, 6-0; Anna Snyder (Bo) def. Laura O'Toole 6-0, 6-1.  
**Boys doubles** — Ryan Warwick/Jeff Shin (Bo) def. Rick Roby/Poss Austin 6-1, 6-2; Bryan Sotmiv/Josh Copenhagen (Bo) def. Barry Lawe/Nick Saiby 6-0, 6-3.  
**Girls doubles** — Colleen King/Jenny Rule (Bo) def.

Centennial won the final two matches to pull away for the Southern Idaho Conference victory over Capital. Wendy Halvorson won her No. 3 girls singles match, while Annie Maxfield and Angie Pellant combined to win the No. 2 girls doubles title.

**Boys singles** — Cory Calos (Can) def. Dean Palmer 6-2, 6-3; Cle Beyer (Cap) def. Roy Henson 4-6, 7-8, 4-2; Bret Ryan Linnen (Can) def. Tony Wheatnigh 6-3, 7-6.  
**Girls singles** — Heather Thy (Cap) def. Kara Gochmour 7-6, 6-3; Lon Henning (Thy) def. Jeanne Ryan 7-6, 6-2; Wendy Halvorson (Can) def. Amber Rasmussen 7-6, 6-3.  
**Boys doubles** — Tony Hunt/Karl Schroeder (Cap) def. Grant Ebaugh/Joe Kearns 6-2, 6-0; Russel Boyd/Steve Payne (Cap) def. Mark Rice/Justin Endow 6-2, 6-4.  
**Girls doubles** — Jamie Hamilton/Jill Hamilton (Cap) def. Morganna Keyser/Dominique DiMotta 6-0, 6-0; Annie Maxfield/Angie Pellant (Can) def. Aika Subtana/Came Bryan 7-6, 6-0.  
**Mixed doubles** — Stephanie Chi/Mark Hawkins (Can) def. Justin Moser/Megan McCann 6-0, 6-0; Jennifer Northness/Jeff Northness (Can) def. Ricardo Silva/Julie West 6-2, 6-1.

**SEEKING WORKING PARTNER**

Partner furnishes letter from bank verifying funds in the amount of \$500,000 that are available for investment "Exhibit A."  
 Partner will receive total partner package in about one week with complete details of transaction, parties involved, etc. to complete "due diligence" and thoroughly check out the package for approval.

Partner completes "due diligence" and checks the credibility of the package as to:

1. Bank's "Letter of Credit for Security of Investment"
2. Trust Account Credibility
3. All Players Involved in the Package

**IF PARTNER APPROVES THE PACKAGE:**

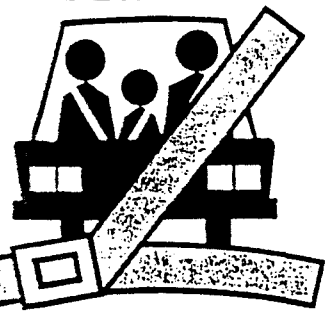
1. Partner and all players sign the package.
2. Partner transfers \$500,000 to Trust Account.
3. Partner receives Letter of Credit from bank of his choice from listed banks, "Exhibits B & C" for \$575,000 payable in 366 days on demand.
4. In addition partner and Warren Chapman will receive \$83,333.33 per month for 12 months starting in 60 days or less from closing of package.
5. Partner has option to take his 50% or \$41,666.66 per month in cash for 12 months or invest it with Warren Chapman in the Steel Home Business, of which the partner would own 25%.

NOTE: Exhibits A, B & C will be sent upon request. There is no financial obligation until total package and players are disclosed and checked out by partner. Verification of funds does not cause or imply any obligation, only that funds are available if package is approved by partner. Only two units available.

For more information contact:  
 Warren Chapman  
 P.O. Box 1599  
 Twin Falls, Idaho 83303  
 (208) 734-6825

ALABAMA	1.00	100%
ALASKA	1.00	100%
ARIZONA	1.00	100%
ARKANSAS	1.00	100%
CALIFORNIA	1.00	100%
COLORADO	1.00	100%
CONNECTICUT	1.00	100%
DELAWARE	1.00	100%
FLORIDA	1.00	100%
GEORGIA	1.00	100%
ILLINOIS	1.00	100%
INDIANA	1.00	100%
IOWA	1.00	100%
KANSAS	1.00	100%
KENTUCKY	1.00	100%
LOUISIANA	1.00	100%
MAINE	1.00	100%
MARYLAND	1.00	100%
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WISCONSIN	1.00	100%
WYOMING	1.00	100%

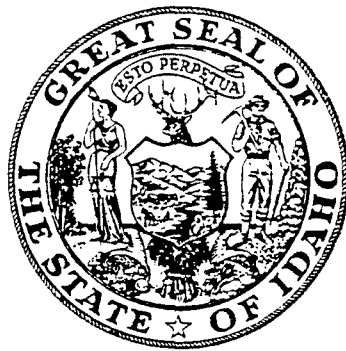
**Buckle Up, Idaho!**



ALABAMA	1.00	100%
ALASKA	1.00	100%
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WASHINGTON	1.00	100%
WEST VIRGINIA	1.00	100%
WISCONSIN	1.00	100%
WYOMING	1.00	100%



**STATE OF IDAHO**  
**AN UNOFFICIAL COPY OF THE RULES**  
**PURSUANT TO THE IDAHO**  
**SECURITIES ACT**



**DEPARTMENT OF FINANCE**

*Effective Date: July 1, 1993*

transaction, which record includes the name of such customer; the name, amount and price of the security; and the date and time when such transaction took place. (7-1-93)

**117. DEALING WITH CUSTOMERS (Rule 117).** The term "Deceptive or Manipulative Act or Practice," as used in these rules is hereby defined to include:  
(7-1-93)

**01. Penny Stocks.** Recommending speculative low-priced securities to customers without knowledge of or attempt to obtain information concerning the customers' investment objectives, their financial situation and other necessary data.  
(7-1-93)

**02. Short Term Mutual Funds.** Short-term trading in mutual fund shares which have a sales or redemption charge without consideration of the investor's best interest.  
(7-1-93)

**03. Churning.** Inducing trading in any customer account which is excessive in frequency in view of the financial resources and character of the account; or recommending the purchase of securities or the continuing purchase of securities in amounts which are inconsistent with the reasonable expectation that the customer has the financial ability to meet such a commitment.  
(7-1-93)

**04. Best Market.** In any transaction for or with a customer failing to use reasonable diligence to ascertain the best interdealer market for the subject security and buy or sell in such market so that the resultant price to the customer is as favorable as possible under prevailing market conditions.  
(7-1-93)

**05. Third Parties.** In any transaction for or with a customer, interjecting a third party between a broker-dealer, salesman or associate and the best available market, except in cases where the broker-dealer, salesman or associate can demonstrate that, to his knowledge at the time of the transaction, the total cost or proceeds of the transaction, as confirmed to the broker-dealer, salesman or associate acting for, or with the customer, was better than the prevailing interdealer market for the security.  
(7-1-93)

**06. Bona Fide Distribution.** Failing to make a bona fide public distribution at the public offering price of securities of a public offering which immediately trade at a premium in the secondary market, regardless of whether such securities are acquired by the broker-dealer as an underwriter, a selling group member or from a member participating in the distribution as an underwriter or selling group member, or otherwise.  
(7-1-93)

**07. Fictitious Accounts.** Establishment of fictitious accounts in order to execute transactions which otherwise would be prohibited, such as the purchase of "hot issues."  
(7-1-93)

**08. Unauthorized Transactions.** Causing the execution of transactions which are unauthorized by customers or the sending of confirmations in order to cause customers to accept transactions not actually agreed upon.  
(7-1-93)

**09. Bribery.** Giving, permitting to be given, or offering to give, directly or indirectly, anything of value to any person for the purpose of influencing or rewarding the action of such person in connection with the publication or circulation in any newspaper, investment service or similar publication, of any matter which has, or is intended to have an effect upon the market price of any security; provided that this rule shall not be construed to apply to matter which is clearly distinguishable as paid advertising.  
(7-1-93)

**10. Loss Guarantees.** Guaranteeing a customer against loss in any securities account of such customer carried by the broker-dealer, salesman or associate or in any securities transaction effected by the broker-dealer, salesman or associate with or for such customer.  
(7-1-93)

**11. Profit/Loss Sharing.** Sharing directly or indirectly in the profits or losses in any account of a customer carried by the broker-dealer, salesman or associate or any other broker-dealer, unless such broker-dealer, salesman or associate obtains prior written authorization from the broker-dealer carrying the account; and unless such a broker-dealer, salesman or associate shares in the profits or losses in any account of such customer only in direct proportion to the financial contributions made to such account by the broker-dealer, salesman or associate; provided, however, that this Section shall not apply to accounts of the immediate family of such broker-dealer, salesman or associate. For purposes of this rule, "Immediate Family" shall include parents, mother-in-law or father-in-law, husband or wife, children or any relative to whose support the broker-dealer, salesman or associate otherwise contributes directly or indirectly.  
(7-1-93)

**12. Delivery Delays.** Causing any unreasonable delay in the delivery of a security purchased by a customer, or failing to take necessary action to correct such delay or insure prompt delivery of such securities after their purchase. Any delay of sixty (60) days or more shall be presumed to be unreasonable. The burden shall then be on the broker-dealer, salesman, associate, or investment adviser to show otherwise, to the satisfaction of the Director.  
(7-1-93)

**13. False Inside Information.** In connection with an offer, sale, or purchase of a security, falsely leading a customer to believe that the broker-dealer or

**300. INTERPRETATIONS/DEFINITIONS (Rule 300).**

(7-1-93)

**01. Transact Business.** Idaho Code, Section 30-1406. For purposes of the Act, "to transact business" shall mean to buy or to sell or contract to buy or to sell or dispose of a security or interest in a security for value. It shall also mean any offer to buy or offer to sell or dispose of, and every solicitation of clients or of any offer to buy or to sell, a security or interest in a security for value. With respect to investment advisers or investment adviser representatives, "transact business" shall include preparation of financial plans involving securities, recommendations to buy or sell securities or interests in a security for value, and solicitation of investment advisory clients. (7-1-93)

**02. Annuity Contract.** Idaho Code, Section 30-1402(12). That portion of Section 30-1402(12), Idaho Code, that states that a security "does not include any . . . annuity contract under which an insurance company promises to pay money, either in a lump sum, or periodically for life or some other specified period," is interpreted to mean annuity contracts or optional annuity contracts that meet all of the following conditions: (7-1-93)

- a. The annuity or optional annuity contract is issued by a corporation (the "insurer"), which is subject to the supervision of the Idaho Department of Insurance; (7-1-93)



**RULE 300**

- b. The insurer assumes the investment risk under the contract. The insurer shall be deemed to assume the investment risk under the contract if:
  - (7-1-93)
  - i. The value of the contract does not vary according to the investment experience of a separate account; and (7-1-93)
  - ii. The insurer for the life of the contract: guarantees the principal amount of purchase payments and interest credited thereto, less any deduction, without regard to its timing, for sales, administrative or other expenses, or charges; and credits a specified rate of interest, as defined in 17 CFR 230.151(c), to net purchase payments and interest credited thereto; and (7-1-93)
  - iii. The insurer guarantees that the rate of any interest to be credited in excess of that described in Subsection 300.02.b. of this section will not be modified more frequently than once per year; (7-1-93)
- c. The contract is not marketed primarily as an investment. (7-1-93)

**03. Investment Contract.** Idaho Code, Section 30-1402(12). "Investment contract" as used in Section 30-1402(12), Idaho Code, includes, but is not limited to, either or both of the following: (7-1-93)

- a. Any investment in a common enterprise with the expectation of profit to be derived primarily through the managerial efforts of someone other than the investor. In this Section, a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with and dependent upon the efforts and successes of those seeking the investment or of a third party (also known as vertical commonality); (7-1-93)
- b. Any investment by which an offeree furnishes value to an offeror and a portion of this value is subjected to the risks of the enterprise, and the furnishings of said value are induced by the offeror's promises or representations which give rise to a reasonable understanding that a valuable benefit of some kind, over and above said value, will accrue to the offeree as a result of the operation of the enterprise, and the offeree does not receive the right to exercise practical and actual control over the managerial decisions of the enterprise. (7-1-93)

**04. Unsolicited Order or Offer.** Idaho Code, Section 30-1435(1)(d). (7-1-93)