



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
MONTEREY DEL MAR, S.A. and)
BOB HIBSHMAN,) Case No AP-04-51
)
Respondents.)

Serve both at: Whitney Information Network, Inc.
WIN CR II Trust
Ron Simon, Registered Agent
1402 Beechwood Trail
Fort Myers, Florida 33919;

ORDER TO CEASE AND DESIST

On the 3rd day of June 2004, Mary S. Hosmer, Assistant Commissioner for Enforcement, submitted a petition for a cease and desist order. After reviewing the petition, the Commissioner issues the following findings of fact, conclusions of law and summary order:

FINDINGS OF FACT

1. Monterey del Mar, S.A. ("Monterey"), is a Panama corporation with an address at c/o Ingram, Orillac, Charles & Guardia, Calle 52 Y Elvra Mendez, Edificio Vallarino, 5to Piso, Local #2, Panama, Republic of Panama. Monterey was owned and operated solely by Robert W. Demes ("Demes") and William Ramirez ("Ramirez"). Demes purported to be the President of Monterey, while Ramirez was represented to be an executive officer and director for Monterey. In June, 2003, Monterey ownership was purchased by Whitney Information Network, Inc., through an affiliate, WIN CR II Trust.
2. Bob Hibshman ("Hibshman") is, at the times referenced in this Cease and Desist, acting as an individual agent for Monterey, with an address at 1621 E. Cape Coral Pkwy, Cape Coral, FL 33904.
3. Ron Simon is the registered agent for Whitney Information Network, Inc., with an address at 1621 E. Cape Coral Pkwy, Cape Coral, FL 33904.

4. As used in this Cease and Desist Order, the term “Respondents” refers to Monterey and Hibshman.
5. On February 24, 2003, Monterey del Mar, filed a Securities and Exchange Commission Form D, Second Amendment, with the Missouri Secretary of State, Securities Division, regarding the issuance of common stock securities. In that filing, Monterey reported to have received an investment from one Missouri resident who was an accredited investor. Also in that filing, Monterey represented that it had not sold, nor did it intend to sell, investments to non-accredited investors.
6. On September 23, 2003, the Missouri Division of Securities (“the Division”) sent a letter of inquiry to Respondents that requested the name and address of any Missouri investor, whether the investor was an accredited or non-accredited investor, the name and address of any Missouri resident who was solicited, the prior business or personal relationship between Monterey or its solicitors and each individual who purchased or was solicited.
7. On November 10, 2003, the Division received a response from Monterey. Counsel for Whitney Information Network, that purchased the ownership interests of Monterey in June of 2003, prepared the response. The response included the following information:
 - a. Monterey provided the names and addresses of two Missouri residents who acted together to enter into one subscription agreement with Monterey.
 - b. Whitney Information Network was “unaware of any business or personal relationship between Monterey or its solicitors and the two Missouri investors.”
8. Included in this response was a Private Placement Memorandum dated on August 15, 2002. In that document Monterey Del Mar was described as a “development stage Panama Corporation that was organized on June 10, 2002 to acquire and develop residential and resort real property in Costa Rica.”
9. An investigator with the Division contacted the Missouri residents (“MR1” and “MR2”) who were identified in Monterey’s response. MR1 and MR2 related the following to the Division’s investigator:
 - a. In July, 2002, MR1 and MR2 attended a weekend seminar hosted in the St. Louis, Missouri, area by the Whitney Information Network. MR1 and MR2 had learned about the seminar from an advertisement in the newspaper. After that weekend seminar, MR2 attended a “bootcamp” held in Cape Coral, Florida, by the Whitney Information Network.
 - b. Shortly after MR2 attended the bootcamp conducted by Whitney Information Network, MR2 received an email that purported to be affiliated with Whitney

Information Network. This email recommended to Whitney students an investment in Monterey.

- c. MR1 and MR2 received a packet of information from Monterey concerning Monterey and the potential for investment.
10. Sometime in 2002 after receiving this information, Hibshman contacted MR1 and MR2. During this conversation Hibshman told MR1 and/or MR2, among other things, the following:
- a. That there was only one more investor slot open, and a decision to invest had to be quickly made.
 - b. That an investment into Monterey would “probably double”.
 - c. When MR2 questioned the accredited investor information contained on the subscription agreement, Hibshman told MR2 that that type of issue was standard on the forms and not to worry about it. MR2 completed the subscription agreement and indicated that MR1 and MR2 were not accredited investors.
 - d. That they would receive a return on their investment in approximately one year.
 - e. In addition, Hibshman told the investors how to complete the subscription form, including directions on which boxes should be checked and where the form should be signed.
11. On January 16, 2003, MR1 and MR2 made a joint investment of \$100,000 with Monterey.
12. Neither MR1 nor MR2 were accredited investors.
13. MR1 and MR2 have not received a return on their investment.
14. Respondent made or caused to be made, in a document filed with the commissioner a statement that was false or misleading in a material respect.
15. Respondent in connection with the offer, sale or purchase of a security to Missouri residents, Respondents made the following untrue statements of material facts:
- a. In filings with the Securities Division, Monterrey claimed that the company had sold to an accredited investor in Missouri, when in fact this was not true;
 - b. The investment made by MR1 and MR2 would “probably double”; and
 - c. MR1 and MR2 would receive a return on their investment in about a year.

16. This Order is in the public interest.

CONCLUSIONS OF LAW

1. §409.401(o), RSMo, Cumulative Supp. 2002, includes “stock” within the definition of a security. The investments offered by Respondents as described in the above findings of fact constitute securities.
2. §409.101(2), RSMo 2000, provides that it is unlawful, in connection with the offer, sale or purchase of any security, for any person to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading. The conduct described in the above findings of fact constitutes a violation of this section.
3. §409.404 RSMo 2000, provides that:

It is unlawful for any person to make or cause to be made, in any document filed with the commissioner or in any proceeding under this act, any statement which is, at the time and in the light of the circumstances under which it is made, false or misleading in any material respect.
4. §409.408(b), RSMo, 2000 provides, in part, that:

If the commissioner shall believe, from evidence satisfactory to him, that such person is engaged or about to engage in any of the fraudulent or illegal practices or transactions above in this subsection referred to, he may issue and cause to be served upon such person and any other person or persons concerned or in any way participating in or about to participate in such fraudulent or illegal practices or transactions, an order prohibiting such person and such other person or persons from continuing such fraudulent or illegal practices or transactions or engaging therein or doing any act or acts in furtherance thereof.
5. Making an untrue statement of material fact, in connection with the offer or sale of a security, constitutes an illegal practice under §409.408(b), RSMo 2000.
6. Making or causing to be made, in any document filed with the commissioner a false or misleading statement, constitutes an illegal practice under §409.408(b), RSMo 2000.

7. The Missouri Commissioner of Securities is empowered to issue such orders as he may deem just. §409.408(b), RSMo, 2000.

ORDER

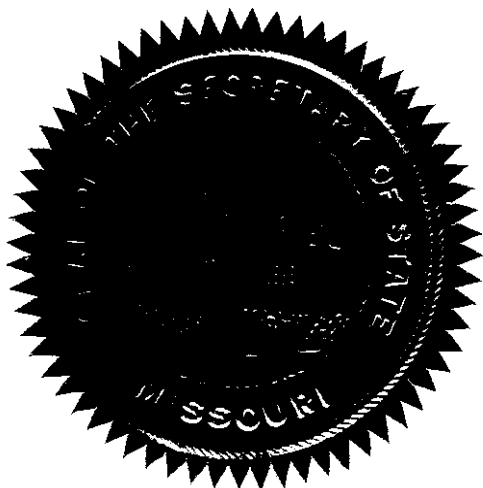
NOW, THEREFORE, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order are prohibited from:


- A. Offering or selling stock or other securities by or through Monterey del Mar.
- B. Violating §409.101(2), RSMo 2000, by making any untrue statements of material fact, including statements that:
 - 1. the investments will “probably double”; or
 - 2. investors will receive a return on their investment in about a year.
- C. Violating §409.404, RSMo 2000, by making or causing to be made, in any document filed with the commissioner, any statement, which is false or misleading in any material respect.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 22nd DAY OF June, 2004.

MATT BLUNT
SECRETARY OF STATE




DOUGLAS M. OMMEN
COMMISSIONER OF SECURITIES