

State of Missouri
Office of Secretary of State

Case No. AP-06-39

IN THE MATTER OF:

GREAT RIVER SOY PROCESSING
COOPERATIVE,

Respondent,

Serve at:

515 Laurelwood
Sikeston, MO 63801

CONSENT ORDER

WHEREAS, the above-titled proceeding has come before the Commissioner of Securities through a Joint Petition for a Consent Order submitted by the Enforcement Section of the Securities Division ("Division") of the Office of Secretary of State, through its Chief Counsel, Patrick T. Morgan, and Respondent, on October 17, 2006 (the "Joint Petition");

WHEREAS, the Division has alleged in that Joint Petition that Respondent offered unregistered, nonexempt securities in the form of membership interests in Missouri in violation of Section 409.3-301, RSMo;

WHEREAS, Respondent neither admits nor denies the allegations in the Joint Petition;

WHEREAS, Respondent and the Division desire to settle these allegations;

WHEREAS, Respondent and the Division stipulate and agree that the Commissioner of Securities has jurisdiction over these matters pursuant to Chapter 409, RSMo;

WHEREAS, Respondent and the Division stipulate and agree that the Commissioner of Securities has authority to enter this Consent Order pursuant to Section 409.6-604(h), RSMo;

WHEREAS, Respondent agrees to be fully bound by the terms and conditions specified herein and waives its right to a hearing with respect to this matter, to judicial review of this matter, or to otherwise challenge or contest the terms and conditions of this consent order or the Joint Petition;

WHEREAS, the Commissioner adopts the Allegations of Fact in the Joint Petition as a true and correct findings of fact;

WHEREAS, the Commissioner adopts the Allegations of Statutory Violations in the Joint Petition as true and correct conclusions of law; and

WHEREAS, the Commissioner, after consideration of the above and with the consent of Respondent and the Division, finds the following Consent Order, pursuant to Section 409.6-604(h), RSMo, to be in the public interest and necessary for the protection of public investors, and consistent with the purposes of the Missouri Securities Act of 2003 and the provisions of Chapter 409, RSMo;

ORDER

NOW, THEREFORE, it is hereby **AGREED** and **ORDERED** that:

- A. Respondent must pay a civil penalty to the State of Missouri in the amount of \$6,000 within 30 calendar days from entry of this Consent Order. Respondent's payment must be by cashier's check or money order payable to the Missouri Secretary of State. Respondent must deliver or send its payment to the Securities Division, 600 W. Main Street, PO Box 1276, Jefferson City, Missouri 65102;
- B. Respondent must pay the Division's \$2,037 costs of investigation and administration of this matter within 30 calendar days from entry of this Consent Order. Respondent's payment must be by cashier's check, money order, or any other immediately available funds and must be made payable to the Missouri Secretary of State's Investor Education and Protection Fund. Respondent must deliver or send the payment to the Securities Division, 600 W. Main Street, PO Box 1276, Jefferson City, Missouri 65102;
- C. Respondent must pay \$7,000 to the Missouri Investor Education and Protection Fund within 30 calendar days from entry of this Consent Order. Respondent's payment must be by cashier's check, money order, or any other immediately available funds and must be made payable to the Missouri Secretary of State's Investor Education and Protection Fund. Respondent must deliver or send this payment to the Securities Division, 600 W. Main Street, PO Box 1276, Jefferson City, Missouri

65102; and

- D. Respondent shall make a rescission offer pursuant to section 409.5-510, RSMo, to persons who purchased Respondent's Membership Interests from Respondent between September 20, 2004 and September 22, 2006. Respondent must send or deliver this rescission offer to all such purchasers no later than 30 calendar days from entry of this Consent Order;
- E. Respondent shall pay its own costs and attorneys fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY, MISSOURI THIS 25TH DAY OF OCTOBER, 2006.

ROBIN CARNAHAN
SECRETARY OF STATE

(Signed/Sealed)
MATTHEW D. KITZI
COMMISSIONER OF SECURITIES