STATE OF OREGON
DEPARTMENT OF CONSUMER AND BUSINESS SERVICES
DIVISION OF FINANCE AND CORPORATE SECURITIES

In the Matter of: William Alvin Faubion and Peter Michael Nissen a/k/a Michael Peter Nissen, Respondents.	Case No. S-14-0061-A ORDER TO CEASE AND DESIST, ORDER ASSESSING CIVIL PENALTIES, ORDER DENYING EXEMPTIONS, BAR FROM FINANCIAL SERVICES BUSINESS ACTIVITIES, AND CONSENT TO ENTRY OF ORDER AS TO PETER MICHAEL NISSEN a/k/a MICHAEL PETER NISSEN ONLY

WHEREAS the Director of the Department of Consumer and Business Services ("the Director") has conducted an investigation of certain business activities conducted by William Alvin Faubion and Peter Michael Nissen a/k/a Michael Peter Nissen (collectively, the "Respondents"), and the Director has determined that the Respondents sold unregistered securities in violation of the Oregon Securities Law, Oregon Revised Statutes Chapter 59 and Oregon Administrative Rules Chapter 441; and

WHEREAS Peter Michael Nissen a/k/a Michael Peter Nissen ("Nissen" or "Respondent Nissen") wishes to resolve and settle this matter with the Director;

NOW THEREFORE, as evidenced by the authorized signatures subscribed on this Order, Nissen hereby CONSENTS to entry of this Order to Cease and Desist, Order Assessing Civil Penalties, Order Denying Exemptions, Bar from Financial Services Business Activities, and Consent to Entry of Order ("Order") upon the Director's Findings of Fact and Conclusions of Law as stated hereinafter.

/ / /

/ / /

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

FINDINGS OF FACT

The Director FINDS that:

1. During 2011, William Alvin Faubion ("Faubion") and Nissen were business partners in an enterprise that operated a publishing business in southern Oregon. Their enterprise involved business entities with similar-sounding names.

2. During 2011, while operating their publishing business, Faubion and Nissen worked together to solicit funds from an Oregon investor.

3. Nissen resides in Grants Pass, Oregon. Faubion resides in Sherwood, Oregon.

4. During 2011, Faubion and Nissen both did business in Oregon as Gable & Gray Corporation, and as partners in Gable & Gray Publishing.

5. Gable & Gray Corporation was a corporation formed in Oregon in 1987 and it dissolved in 1990. Faubion was the president and secretary of Gable & Gray Corporation. In 2011, Gable & Gray Corporation was not an active corporation in good standing with the Oregon Secretary of State, Corporation Division.

6. Nissen formed another entity, Gable & Grey Printing Inc. Gable & Grey Printing Inc. was a corporation formed in Oregon on April 13, 2011, and it dissolved on June 15, 2012. Nissen served as the registered agent for Gable & Grey Printing Inc.

7. A partnership agreement for Gable & Gray Publishing, dated June 27, 2011, lists Ashland, Oregon as the principal place of business of Gable & Gray Publishing, and it lists publishing as the purpose of the partnership. The partnership agreement includes a list of the partners and the capital contributed by the partners. It lists Nissen and Faubion as partners who contributed $90,000 each.

8. In 2011, Nissen and Faubion solicited an investor "LZ" to invest money in their business. They represented to LZ they were in the business of publishing travel guidebooks and selling advertisements to restaurants and other small businesses.

9. Based on representations the Respondents made to LZ before she invested,

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

she understood the Respondents needed additional capital for business travel and recruitment of sales representatives. The Respondents did not provide LZ with a prospectus or other disclosure document explaining the risks of the investment.

10. In 2011, LZ withdrew $20,000 from her IRA account and invested the $20,000 with the Respondents, expecting to earn a profit. She paid for the investment by check payable to Gable & Grey Printing. In exchange for her $20,000, LZ received a copy of the Gable & Gray Publishing partnership agreement, dated June 27, 2011, and LZ received a stock certificate, dated June 27, 2011, for 10,000 shares of common stock in Gable & Gray Corporation. Nissen signed the stock certificate as president, and Faubion signed it as corporate secretary.

11. The stock certificate describes Gable & Gray Corporation as "duly incorporated and in good standing under the laws of the State of Oregon". In fact, Gable & Gray Corporation had not been actively registered with the Oregon Secretary of State, Corporations Division, since 1990.

12. Based on representations the Respondents made to LZ before she invested, she understood that Nissen and Faubion had invested $90,000 each of their own funds in the business. In fact, nobody had invested $90,000 in their business.

13. Prior to LZ's investment, the Respondents did not adequately disclose to LZ: (a) that Gable & Gray Corporation was not a corporation in good standing in Oregon when she invested; (b) the actual risks of the investment; (c) that the Respondents were not licensed to sell securities; and (d) that the investment was an unregistered security.

14. Neither Respondent has ever been licensed by the Oregon Department of Consumer and Business Services, Division of Finance and Corporate Securities ("DFCS") as a securities salesperson, investment adviser representative, or broker-dealer.

15. Faubion, Nissen, Gable & Gray Corporation, Gable & Gray Publishing, and Gable & Grey Printing, have never registered securities with DFCS or notice filed a

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

federal covered security with DFCS. The investment the Respondents sold to LZ was not registered with DFCS under the Oregon Securities Law.

16. Instead of profiting from the investment, LZ has not recovered her investment principal. In 2012, LZ filed a complaint with DFCS.

CONCLUSIONS OF LAW

The Director CONCLUDES that:

17. The investment the Respondents sold to LZ was an investment contract, and therefore a "security" under ORS 59.015(19)(a).

18. The security that Respondents sold to LZ was not registered under ORS Chapter 59 and OAR Chapter 441.

19. The Respondents sold an unregistered security to an Oregon investor, in violation of ORS 59.055.

20. The Respondents sold a security without a license as a securities salesperson, broker-dealer or investment adviser representative, in violation of ORS 59.165.

21. In connection with the sale of a security to LZ, the Respondents made untrue statements of a material fact, in violation of ORS 59.135(2), by representing to LZ that Nissen and Faubion had each invested $90,000 of their own funds in Gable & Gray Publishing.

22. In connection with the purchase or sale of securities to LZ, the Respondents omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in violation of ORS 59.135(2), by failing to adequately disclose to LZ: (a) that Gable & Gray Corporation was not a corporation in good standing in Oregon when she invested; (b) the actual risks of the investment; (c) that the Respondents were not licensed to sell securities; and (d) that the investment was an unregistered security.

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

ORDER

23. The Director, pursuant to ORS 59.245 hereby ORDERS Nissen to CEASE and DESIST from violating any provision of the Oregon Securities Law.

24. Pursuant to ORS 59.045(2), Nissen, and any business or corporation owned or controlled by Nissen, directly or indirectly, are permanently DENIED the use of securities and transaction exemptions that would otherwise be available to them under ORS 59.025 and ORS 59.035.

25. Nissen will cooperate with related investigations and administrative proceedings brought by the Director. Cooperation includes but is not limited to timely appearing and providing truthful, candid testimony at any administrative proceeding brought by the Director concerning Nissen and/or Faubion and violations of this Order and/or other violations of the Oregon Securities Law.

26. Nissen is permanently BARRED from all of the following financial services business activities in Oregon:

A. applying for, holding, or renewing any investment adviser, investment adviser representative, broker-dealer or securities salesperson license in the State of Oregon;

B. applying to register or renew any securities in the State of Oregon; and

C. applying for, holding, or renewing any license or registration required by the Director in Oregon, including but not limited to insurance, consumer finance, collection agency, manufactured structure dealer, or mortgage lending.

27. Pursuant to the authority of ORS 59.995, the DIRECTOR hereby ASSESSES CIVIL PENALTIES in the amount of $30,000 (thirty thousand dollars) against Nissen, for violations of ORS 59.055, ORS 59.165, and ORS 59.135(2).

28. The Director SUSPENDS $29,000 (twenty-nine thousand dollars) of the civil penalties assessed in Paragraph 27, above, so long as Nissen complies with all terms of

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

this Order, including but not limited to the restitution terms set forth in Paragraph 30, below, and all requirements of the Oregon Securities Law; PROVIDED HOWEVER, that the suspended portion of the civil penalties shall be immediately due and payable upon a determination by the Director that Nissen has violated any term of this Order, including but not limited to the restitution terms set forth in in Paragraph 30, below, or any provision of the Oregon Securities Law.

29. Nissen must pay $1,000 (one thousand dollars) of the civil penalties to the Oregon Department of Consumer and Business Services at the time of execution of this Order.

30. Nissen must pay a total of $9,000 (nine thousand dollars) in restitution to LZ. Nissen must pay restitution to LZ in monthly installments of at least $500 (five hundred dollars) per month, beginning in July 2015 and continuing each month thereafter through January 2017, or until Nissen has paid a total of $9,000 (nine thousand dollars) in restitution to LZ. Restitution payments will be due on the tenth day of each month. Nissen must pay restitution payments directly to LZ, unless the Director expressly approves other payment arrangements. Upon request of the Director, Nissen will promptly provide the Director with proof of payment, satisfactory to the Director, of the restitution Nissen paid to LZ. There is no prepayment penalty if Nissen pays the restitution to LZ earlier than the scheduled payment plan.

31. The entry of this Order in no way limits further remedies which may be available to the Director under Oregon law.

Dated this 16th day of July, 2015.

PATRICK M. ALLEN, Director
Department of Consumer and Business Services

/s/ David Tatman
David Tatman, Administrator
Division of Finance and Corporate Securities

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387

Approved as to form:

/s/ Donald L Scales
Donald L. Scales, OSB#973890
Counsel for Respondent Nissen

CONSENT OF RESPONDENT NISSEN TO ENTRY OF ORDER

I, Peter Michael Nissen a/k/a Michael Peter Nissen, state that I am a resident of the State of Oregon, that I have read the foregoing Order and that I know and fully understand the contents hereof; that the factual allegations stated herein are true and correct; that I have been advised of my right to a hearing, and that I have been represented by counsel in this matter; that I voluntarily consent to the entry of this Order without any force or duress, expressly waiving any right to a hearing in this matter; that I understand that the Director reserves the right to take further actions against me to enforce this Order or to take appropriate action upon discovery of other violations of the Oregon Securities Law by me; and that I will fully comply with the terms and conditions stated herein.

I understand that this Consent Order is a public document.

/s/ Peter Michael Nissen
Peter Michael Nissen
a/k/a Michael Peter Nissen

SUBSCRIBED AND SWORN to before me this 6th day of July, 2015.

State of: Oregon

County of: Jackson

/s/ Janice Kristina Hollingsworth
Signature of Notary Public

Division of Finance and Corporate Securities
Labor and Industries Building
350 Winter Street NE, Suite 410
Salem, OR 97301-3881
Telephone: (503) 378-4387