

**STATE OF NEW HAMPSHIRE  
BUREAU OF SECURITIES REGULATION  
DEPARTMENT OF STATE  
CONCORD, NEW HAMPSHIRE**

\_\_\_\_\_  
IN THE MATTER OF: )  
)  
)

Upper Valley Commercial Corporation )  
David E. Patten )  
Alvin S. Fadden )

No. INV.2013-00031

Respondents )  
\_\_\_\_\_)

**CONSENT ORDER**

For purposes of establishing an interim Order to Cease and Desist, the above listed Respondents have submitted an offer to cease and desist from violations of RSA 421-B pending any further action by the State of New Hampshire, Department of State, Bureau of Securities Regulation (hereinafter referred to as "the Bureau"). Accordingly, the Respondents, without admitting or denying the allegations do hereby consent to the following undertakings and sanctions;

1. The Respondent David E. Patten (hereinafter "Patten") is an officer and principal of Upper Valley Commercial Corporation (hereinafter "UVCC") located at 2769 Dartmouth College Highway, North Haverhill, New Hampshire 03774. The Respondent Alvin S. Fadden (hereinafter "Fadden") is an officer and principal of UVCC.
2. Patten, Fadden and UVCC, are subject to the BSR's jurisdiction pursuant to RSA 421-B.
3. Currently, UVCC is primarily in the business of borrowing money from individual members of the public with the promise of returning the money plus interest. The money that is received by UVCC is evidenced by either a promissory note issued by UVCC payable to the individual lender, or is evidenced simply by a "demand deposit card" (essentially a ledger entry) maintained by UVCC and reflecting its obligation to the individual lender (depositor).
4. The promissory notes are securities as defined by RSA 421-B:2,XX. The promissory notes and demand deposit cards are also securities as defined by RSA 421-B:2,XX as they are investment contracts in that they represent an investment of money in a common enterprise with the expectation of profit from the efforts of

UVCC.

5. The offer and sale of unsecured, interest bearing, promissory notes and demand deposit cards by UVCC constitutes the sale of a security under RSA 421-B:2,XIX. In 1965, UVCC was licensed to sell such securities which activity was then regulated by the Insurance Department.
6. As set forth above, UVCC has been and continues to be engaged in the issuance and sale of unregistered securities and the distribution of securities without a license. Absent a cease and desist order this activity will continue. As noted above, each "rollover" of an existing promissory note constitutes the issuance and sale of a new unregistered security by UVCC. The promissory notes can no longer be lawfully rolled over.
7. A Cease and Desist Order is necessary to prohibit further unlawful activity.

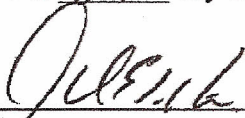
Based on the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Order. **THEREFORE, IT IS HEREBY ORDERED THAT:**

1. Pursuant to RSA 421-B:23, Patten, Fadden and UVCC are hereby Ordered to Cease and Desist from committing violations under RSA 421-B and from further issuing any loans, promissory notes or demand deposit cards, provided, however, that for purposes of this Consent Order, refusing to honor a demand by a customer or other creditor, shall not be considered a violation.
2. Pursuant to RSA 421-B:23 and RSA 421-B:21, Patten, Fadden and UVC are hereby Ordered not to honor any demands by note holders or demand deposit creditors.
3. This Consent Order constitutes an interim Order of the Bureau.
4. This Consent Order does not waive, in any respect, the Bureau's jurisdiction, authority and right to bring further proceedings under RSA 421-B as it deems necessary and appropriate to determine the extent and scope of the violations of RSA 421-B at which time this Order may be modified, amended or extended by the parties to it.
5. Patten, Fadden and UVCC each agrees to waive the right to a hearing pursuant to RSA 421-B:23 with respect to this Consent Order.

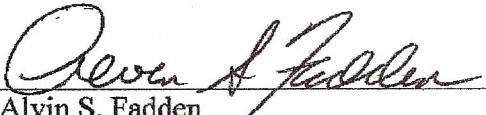
Entered this 27<sup>th</sup> day of December 2013.

  
Barry Glennon, Director

Entered this 27<sup>th</sup> day of December, 2013.

  
David E. Patten

Entered this 27 day of December, 2013.

  
Alvin S. Fadden

Entered this 27<sup>th</sup> day of December, 2013.

Upper Valley Commercial Corporation

By:  President  
David E. Patten