STATE OF NORTH CAROLINA

Department of The Secretary of State

THE NORTH CAROLINA SECURITIES DIVISION,	)	
Petitioner,	)	
	)	**FINAL ORDER TO CEASE & DESIST AS TO CHARLES ALLEN SMITH and SEAN KEATING HELMS**
vs.	)	
INTELLICASE CORPORATION; ROBERT GORDON GOODING; CHARLES ALLEN SMITH; and SEAN KEATING HELMS,	)	**FILE NO. 06-046-CC**
Respondents.	)	

THIS CAUSE coming on before the undersigned, upon the record in the above-captioned matter, to consider the request made in the Administrative Petition filed in this matter on June 3, 2008, for issuance of a Final Order to Cease and Desist against Respondent Charles Allen Smith and Respondent Sean Keating Helms, ordering each Respondent to cease all violations of the North Carolina Securities Act; and

BASED UPON the record in this administrative proceeding, the undersigned makes the following:

FINDINGS OF FACT

(1) On June 3, 2008, Petitioner, the Securities Division of the North Carolina Department of the Secretary of State, filed an Administrative Petition containing certain allegations against Respondent **CHARLES ALLEN SMITH**, hereinafter "Respondent Smith", and Respondent **SEAN KEATING HELMS**, hereinafter "Respondent Helms", in which Petitioner requested both temporary and permanent relief with regard to each Respondent pursuant to N.C.G.S. §78A-47(b) (2).

(2) On June 5, 2008, the Administrator, through her Deputy Securities Administrator, entered a Temporary Order to Cease and Desist against all Respondents in this matter, including Respondent Smith and Respondent Helms.

(3) On June 11, 2008, Respondent Helms was personally served with a copy of the Administrative Petition, the Temporary Order to Cease and Desist, and a Notice of Rights and Opportunity for a Hearing by David L. Rose, an investigator employed by Petitioner.

(4) On June 12, 2008, Respondent Smith with was personally served with a copy of the Administrative Petition, the Temporary Order to Cease and Desist, and a Notice of Rights and Opportunity for a Hearing by David L. Rose, an investigator employed by Petitioner.

(5) The Notice of Rights and Opportunity for a Hearing served upon each Respondent informed each Respondent that, upon his failure to request a hearing in writing, file a responsive pleading, or make a submission within thirty (30) business days

following service, that the Temporary Order to Cease and Desist shall become final and remain in effect unless modified or vacated by the Administrator.

(6) Respondent Helms has failed to file a request for hearing, responsive pleading, submission, or otherwise appear in this administrative proceeding within the time allowed by N.C.G.S. §78A-47(b) (2).

(7) Respondent Smith has failed to file a request for hearing, responsive pleading, submission, or otherwise appear in this administrative proceeding within the time allowed by N.C.G.S. §78A-47(b) (2).

(8) The Temporary Order to Cease and Desist issued on June 5, 2008, in this matter, including the Findings of Fact and Conclusions of Law therein, is hereby incorporated completely by reference thereto.

(9) It is necessary for the protection of investors and the public interest, consistent with the purposes of the Securities Act, that the Temporary Order to Cease and Desist issued in this matter be made permanent and final.

BASED ON THE FOREGOING Findings of Fact, the undersigned makes the following:

CONCLUSIONS OF LAW

(1) The Administrator has jurisdiction over the persons of Respondent Helms and Respondent Smith and has jurisdiction over the subject matter of this proceeding.

(2) The Administrator has statutory authority pursuant to N.C.G.S. §78A-47(b) (2) to enter and issue a Final Order making permanent the terms and conditions of the Temporary Order to Cease and Desist previously entered in this matter against

Respondent Helms and Respondent Smith as each has failed to request a hearing, file a responsive pleading, or otherwise contest this matter in the time provided by law.

(3) Respondent Helms and Respondent Smith have each engaged in willful violations of the North Carolina Securities Act, specifically N.C.G.S. §78A-24, by offering to sell and selling unregistered securities of IntelliCase Corporation, and N.C.G.S. §78A-36, by acting as securities dealers or salesmen in offering to sell and selling securities to persons in North Carolina when neither Respondent was licensed to engage in that conduct.

(4) Each Respondent is now subject to the entry of a Final Order to Cease and Desist by operation of law under N.C.G.S. §78-47(b) (2).

(5) The entry of a final and permanent Order to Cease and Desist under the provisions of the Securities Act against each Respondent is necessary to protect investors, is in the public interest, and consistent with the purposes of the Act.

BASED UPON THE FOREGOING Findings of Fact and Conclusions of Law, the Administrator hereby enters the following:

IT IS HEREBY ORDERED, ADJUDGED AND DECREED pursuant to the authority contained in N.C.G.S. §78A-47(b)(2) that Respondent **SEAN KEATING HELMS** and Respondent **CHARLES ALLEN SMITH** each be, and each hereby is, permanently **ORDERED** to cease and desist:

a. Offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, debentures of IntelliCase Corporation or any other securities of any issuer, howsoever denominated, unless and until such securities have been registered pursuant to the provisions of the North Carolina Securities Act or such securities or transactions are exempt from such registration; and

b. Offering for sale, soliciting offers to purchase, or selling, in or from North Carolina, debentures of IntelliCase Corporation, or securities in any form, howsoever denominated, unless and until each Respondent becomes registered as a dealer or salesman, as applicable, of securities pursuant to the provisions of the North Carolina Securities Act.

WITNESS MY HAND AND THE OFFICIAL SEAL of the North Carolina Department of the Secretary of State, this the 29th day of September, 2008.

Time of entry: 5:40 P. M.

ELAINE F. MARSHALL
SECRETARY OF STATE
OF NORTH CAROLINA and
Securities Administrator

By:
David S. Massey
Deputy Securities Administrator