Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801)530-6980

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:	**ORDER TO SHOW CAUSE**
OUR UNSUNG HEROES **PAUL WINSTON MCSWEENEY** **CRAIG DALLIN OSTLUND** **Respondents.**	**Docket No.** SD-07-0069 **Docket No.** SD-07-0068 **Docket No.** SD-07-0070

It appears to the Director of the Utah Division of Securities (Director) that Our Unsung Heroes, Paul Winston McSweeney, and Craig Dallin Ostlund (the Respondents) may have engaged in acts and practices that violate the Utah Uniform Securities Act, Utah Code Ann. § 61-1-1, et seq. (the Act). Those acts are more fully described herein. Based upon information discovered in the course of the Utah Division of Securities' (Division) investigation of this matter, the Director issues this Order to Show Cause in accordance with the provisions of § 61-1-20(1) of the Act.

STATEMENT OF JURISDICTION

1. Jurisdiction over the Respondents and the subject matter is appropriate because the

Division alleges that Respondents violated § 61-1-1 (securities fraud) of the Act, while engaged in the offer and sale of a security in Utah.

STATEMENT OF FACTS

THE RESPONDENTS

2. Our Unsung Heroes is a Utah non-profit corporation. The company was registered on February 3, 2006, and its corporate status is currently "active." Paul Winston McSweeney is a director of Our Unsung Heroes, and Craig Dallin Ostlund was a director from February 3, 2006 to February 12, 2007.

3. Paul Winston McSweeney (McSweeney) resides in Utah County, Utah.

4. Craig Dallin Ostlund (Ostlund) resides in Salt Lake County, Utah.

GENERAL ALLEGATIONS

5. In 2004, Ostlund and McSweeney solicited an investment of $15,000 from a Utah couple, in Our Unsung Heroes. Investors were told their money would be used to purchase an airplane on eBay, and the airplane would be used for flying lessons. Investors were told the money raised from the flying lessons would be used to charter flights and fly veterans to Washington, D.C. free of charge.

6. In exchange for their investment, McSweeney and Ostlund gave the investors a promissory note with 17.5% annual interest, to be paid monthly, for a term of three years.

7. The investors received three interest payments totaling $1,615.59 (although all were late), and then payments stopped. After hiring an attorney, the investors recovered another

$5,000 from the Respondents. Respondents still owe the investors $8,384.41.

Investors FM and BM, Husband and Wife

8. In January 2004, Ostlund told FM, a new neighbor, about Our Unsung Heroes.

9. Ostlund told FM that Our Unsung Heroes had certified flight instructors who were going to offer flight training to generate income for the company.

10. Ostlund told FM that Our Unsung Heroes was going to buy a few airplanes and would be organizing benefit flights to Washington, D.C. for veterans.

11. Ostlund told FM that Our Unsung Heroes was looking for investors, but did not ask FM to invest at this time.

12. After this initial conversation, Ostlund and FM talked about an investment in Our Unsung Heroes throughout the month of January 2004.

13. Ostlund told FM the following about the investment opportunity in Our Unsung Heroes:

    a. Our Unsung Heroes bid on a Taylor Craft airplane on eBay, and although the company had one individual invest $15,000 toward the airplane, they needed an additional $15,000;

    b. FM's $15,000 would be used to purchase the airplane, and if Our Unsung Heroes "went under" or was unable to make monthly payments to FM, they would sell the airplane and pay FM back;

    c. Our Unsung Heroes would pay FM 9% more than the interest FM was paying on the signature loan;

d. Our Unsung Heroes would pay FM for 36 months (interest plus principal), and possibly pay him back early;

e. Ostlund talked to McSweeney, his partner in Our Unsung Heroes, about the interest rate they could offer FM, and was trying to convince McSweeney to provide a higher rate of return.

14. In February 2006, Ostlund went to FM's and BM's home and explained the investment opportunity to BM.

15. During their meeting, Ostlund showed BM a flyer for Our Unsung Heroes that advertised flying lessons.

16. Ostlund told BM the following about the investment opportunity in Our Unsung Heroes:

a. Our Unsung Heroes was going to give flying lessons to bring in money;

b. Our Unsung Heroes was going to hold air shows at Disneyland and NASCAR events to raise money;

c. Our Unsung Heroes had other investors lined up and would also receive charitable donations;

d. Our Unsung Heroes would pay FM and BM on the first day of each month;

e. If payment was more than thirty days late, Our Unsung Heroes would pay them in full;

f. Our Unsung Heroes would pay FM and BM $538.53 per month ($375 principal

plus $163.53[1] in interest);

g. The investment matured in three years, but it would probably take Our Unsung Heroes only twelve months to pay them back;

h. Ostlund would talk to McSweeney about what to include in the investment contract.

17. On February 23, 2006, Ostlund went to FM's home and told FM that the other investor had fallen through and they needed $15,000 that day.

18. On February 23, 2006, FM went to his bank and obtained a signature loan for $15,000 with his wife as the cosigner.

19. FM, at Ostlund's instruction, sent the money to an eBay seller, via a wire transfer, to buy an airplane.

20. On February 23, 2006, FM received a promissory note from Our Unsung Heroes for $15,000, that appears to have been signed by Ostlund. The note included an interest rate of 17.5% annually, and matured in three years. The note also stated that Our Unsung Heroes would pay FM and BM $538.53 on the first of each month.

21. FM and BM received their first interest payment from Our Unsung Heroes on April 10, 2006, the second on May 25th, and the third and last payment on June 23rd, for a total of $1,615.59.

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[1] $163.53 per month actually equals annual interest of 13%, not 17.5%.

22. FM called McSweeney in July to inquire about their interest payment. McSweeney said "they" were waiting on another investor, and he expected to pay FM back in full within one week.

23. FM and BM talked to Ostlund about missed payments several times. Ostlund said he was trying to work with McSweeney to get their money back. Ostlund recommended FM and BM talk to McSweeney.

24. McSweeney eventually stopped returning FM's and BM's telephone calls. The investors then hired an attorney.

25. On January 5, 2007, FM and BM filed a civil lawsuit against Ostlund, and on February 15, 2007 they obtained a judgment against him for $17,453.76.

26. On April 11, 2007, FM and BM received a $5,000 payment from Our Unsung Heroes.

27. Our Unsung Heroes, Ostlund, and McSweeney still owe FM and BM $8,384.41 in principal alone.

CAUSES OF ACTION

COUNT I
Securities Fraud under § 61-1-1 of the Act

28. The Division incorporates and re-alleges paragraphs 1 through 27.

29. The promissory note offered and sold by the Respondents to FM and BM is a security under § 61-1-13 of the Act.

30. In connection with the offer and sale of a security to FM and BM, Our Unsung Heroes,

Ostlund, and McSweeney, directly or indirectly, made false statements, including, but not limited to, the following:

a. Our Unsung Heroes already had one individual who was willing to invest $15,000 toward the purchase of an airplane;

b. If Our Unsung Heroes "went under" or was unable to make monthly payments to FM, they would sell the plane and pay FM back;

c. Our Unsung Heroes would pay FM 9% more than FM's loan at the bank;

d. Our Unsung Heroes was going to hold air shows at Disneyland and NASCAR events to raise money;

e. Our Unsung Heroes had other investors lined up;

f. Our Unsung Heroes would pay FM and BM on the first day of each month;

g. If payment was more than thirty days late, Our Unsung Heroes would pay them off in full;

h. Our Unsung Heroes would pay FM and BM $538.53 per month ($375 principal plus $163,53 interest); and

i. The investment matured in three years, but it would probably take Our Unsung Heroes only twelve months to pay them back.

31. In connection with the offer and sale of a security to FM and BM, Our Unsung Heroes, Ostlund, and McSweeney, directly or indirectly, failed to disclose material information, including, but not limited to, the following, which was necessary in order to make

representations made not misleading:

a. That Ostlund filed for bankruptcy in 1994 and 2003;

b. That McSweeney filed for bankruptcy in 1999;

c. That Ostlund had unpaid civil judgments against him of just over $1,000;

d. That McSweeney had unpaid civil judgments against him of approximately $3,500;

e. Some or all of the information typically provided in an offering circular or prospectus regarding Our Unsung Heroes, such as:

   i. The business and operating history for Our Unsung Heroes;

   ii. Identities of the principals for Our Unsung Heroes, along with their experience with operating a non-profit organization;

   iii. Financial statements for Our Unsung Heroes;

   iv. The market for Our Unsung Heroes' service(s);

   v. The nature of the competition for the service(s);

   vi. The current capitalization for Our Unsung Heroes;

   vii. The track record of Our Unsung Heroes to investors;

   viii. Risk factors for investors;

   ix. The number of other investors;

   x. The minimum capitalization needed to participate in the investment;

   xi. The disposition of any investments received if the minimum capitalization

were not achieved;

xii. The liquidity of the investment;

xiii. Discussion of pertinent suitability factors for the investment;

xiv. The proposed use of the investment proceeds;

xv. Any conflicts of interest the issuer, the principals, or the agents may have with regard to the investment;

xvi. Agent commissions or compensation for selling the investment;

xvii. Whether the investment is a registered security or exempt from registration; and

xviii. Whether the person selling the investment is licensed.

32. Based upon the foregoing, Our Unsung Heroes, Ostlund, and McSweeney violated § 61-1-1 of the Act.

ORDER

The Director, pursuant to § 61-1-20 of the Act, hereby orders the Respondents to appear at a formal hearing to be conducted in accordance with Utah Code Ann. §§ 63-46b-4 and 63-46b-6 through -10, and held before the Utah Division of Securities. The hearing will occur on Monday, November 19, 2007, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah. The purpose of the hearing is to establish a scheduling order and address any preliminary matters. If the Respondents fail to file an answer and appear at the hearing, the Division of Securities may hold Respondents in default, and a fine may be imposed in accordance with Utah Code Ann. §

63-46b-11. In lieu of default, the Division may decide to proceed with the hearing under § 63-46b-10. At the hearing, the Respondents may show cause, if any they have:

a. Why Our Unsung Heroes, Paul Winston McSweeney, and Craig Dallin Ostlund should not be found to have engaged in the violations alleged by the Division in this Order to Show Cause;

b. Why Our Unsung Heroes, Paul Winston McSweeney, and Craig Dallin Ostlund should not be ordered to cease and desist from engaging in any further conduct in violation of Utah Code Ann. § 61-1-1, or any other section of the Act;

c. Why Our Unsung Heroes should not be ordered to pay a fine of fifteen thousand dollars ($15,000) to the Division of Securities;

d. Why Paul Winston McSweeney should not be ordered to pay a fine of fifteen thousand dollars ($15,000) to the Division of Securities;

e. Why Craig Dallin Ostlund should not be ordered to pay a fine of fifteen thousand dollars ($15,000) to the Division of Securities.

DATED this 28th day of September, 2007.

WAYNE KLEIN
Director, Utah Division of Securities

Approved:

JEFF BUCKNER
Assistant Attorney General
J. S.

Division of Securities
Utah Department of Commerce
160 East 300 South, 2nd Floor
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Salt Lake City, UT 84114-6760
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BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH

IN THE MATTER OF:	**NOTICE OF AGENCY ACTION**
OUR UNSUNG HEROES **PAUL WINSTON MCSWEENEY** **CRAIG DALLIN OSTLUND** **Respondents.**	**Docket No.** SD-07-0069 **Docket No.** SD-07-0068 **Docket No.** SD-07-0070

THE DIVISION OF SECURITIES TO THE ABOVE-NAMED RESPONDENTS:

The purpose of this Notice of Agency Action is to inform you that the Division hereby commences a formal adjudicative proceeding against you as of the date of the mailing of the Order to Show Cause. The authority and procedure by which this proceeding is commenced are provided by Utah Code Ann. §§ 63-46b-3 and 63-46b-6 through 11. The facts on which this action is based are set forth in the foregoing Order to Show Cause.

Within thirty (30) days of the mailing date of this notice, you are required to file an Answer with the Division. The Answer must include the information required by Utah Code §

63-46b-6 (1). In addition, you are required by § 63-46b-6 (3) to state: a) by paragraph, whether you admit or deny each allegation contained in the Order to Show Cause, including a detailed explanation for any response other than an unqualified admission; b) any additional facts or documents which you assert are relevant in light of the allegations made; and c) any affirmative defenses (including exemptions or exceptions contained within the Utah Uniform Securities Act) which you assert are applicable. To the extent that factual allegations or allegations of violations contained in the Order to Show Cause are not disputed in your Answer, they will be deemed admitted.

Your Answer, and any future pleadings or filings that should be part of the official files in this matter, should be sent to the following:

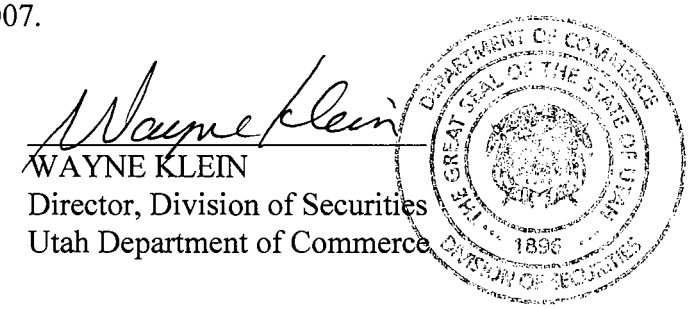
Signed originals to:	A copy to:
Administrative Court Clerk c/o Pam Radzinski Division of Securities 160 E. 300 S., Second Floor Box 146760 Salt Lake City, UT 84114-6760 (801) 530-6600	Jeff Buckner Assistant Attorney General 160 E. 300 S., Fifth Floor Box 140872 Salt Lake City, UT 84114-0872 (801) 366-0310

A hearing date has been set for Monday, November 19, 2007, at 9:00 a.m., at the office of the Utah Division of Securities, located in the Heber Wells Building, 160 East 300 South, 2nd Floor, Salt Lake City, Utah.

If you fail to file an Answer, as set forth herein, or fail to appear at the hearing, the Division of Securities may hold you in default, and a fine and other sanctions may be imposed against you in accordance with Utah Code Ann. § 63-46b-11, without the necessity of providing you with any further notice. In lieu of default, the Division may decide to proceed with the hearing under § 63-46b-10. At the hearing, you may appear and be heard and present evidence on your behalf. You may be represented by counsel during these proceedings.

The presiding officer in this case is Wayne Klein, Director, Division of Securities. Questions regarding the Order to Show Cause and Notice of Agency Action should be directed to the Division's attorney, Jeff Buckner, at (801) 366-0310.

DATED this 28th day of September, 2007.



WAYNE KLEIN
Director, Division of Securities
Utah Department of Commerce

Certificate of Mailing

I certify that on the 28TH day of September, 2007, I mailed, by certified mail, a true and correct copy of the Order to Show Cause and Notice of Agency Action to:

Our Unsung Heroes
Attn: Paul Winston McSweeney, Registered Agent
10 S. 1600 W.
Mapleton, UT 84664

Certified Mail # 70051820000371906151

Paul Winston McSweeney
2052 West 325 South
Mapleton, UT 84664

Certified Mail # 70051820000371906144

Craig Dallin Ostlund
11756 Bubbling Brook Lane
Draper, UT 84020

Certified Mail # 70051820000371906137

PAMALA RADZINSKI
Executive Secretary