

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)	
)	
MAX METCALF)	ADMINISTRATIVE ORDER
CHARLES GREGORY)	NO.CD-2002-0021
WILLIAM BILL COX)	
BENJAMIN COOK)	
GREGORY PRESCOTT)	
MAMMOTH CAPITAL CORP.)	
DENNEL FINANCE LTD)	
)	
<u>RESPONDENTS</u>)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the power to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, and having confirmed information of the offer and sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. MAX METCALF ("RESPONDENT METCALF") is an unregistered agent of Mammoth Capital Corporation with a home address of 102 Dee Road, Opp, Alabama 36467.

2. CHARLES GREGORY ("RESPONDENT GREGORY") is a founding member, principal, and Agent of Mammoth Capital Corporation with a business address of 2519 South Myrtle, Temple, Arizona 85282.

3. WILLIAM BILL COX ("RESPONDENT COX"), is a founding member, President, and a unregistered Agent of Mammoth Capital with a business address of 15468 N. 29th Avenue, Phoenix, Arizona 85023.

4. BENJAMIN COOK ("RESPONDENT COOK") is an unregistered Agent of Dennel Finance with a business address of 4727 E. Bell Road, Suite 45-112, Phoenix, Arizona 85377.

5. GREGORY PRESCOTT ("RESPONDENT PRESCOTT") is an unregistered Agent with Mammoth Capital Corporation with a home address of 2333 West Road, Mobile, Alabama 36693.

6. MAMMOTH CAPITAL CORPORATION ("RESPONDENT MAMMOTH") is an Arizona Corporation, with a business address of 6142 N. Yucca Road, Paradise Valley, Arizona 85253.

7. DENNEL FINANCE LTD ("RESPONDENT DENNEL") is an Arizona Corporation with a business address of P. O. Box 3523, 100 Easy Street, Carefree, Arizona 85253.

STATEMENT OF FACTS

8. The Commission is in receipt of information that RESPONDENTS METCALF, PRESCOTT, COX, COOK, and GREGORY, engaged in the offer and/or sale of securities to wit: investment contracts entitled Prime Bank Note Trading Settlements, of Respondents MAMMOTH CAPITAL CORPORATION and DENNEL FINANCE, LTD to Alabama residents. The listed Respondents are not registered as Securities Agents in the state of Alabama.

9. A review of the registration files of the Alabama Securities Commission disclosed no record of registration pertaining to RESPONDENTS MAMMOTH, or DENNEL, as securities dealers in the state of Alabama.

10. A review of the registration files of the Alabama Securities Commission, disclose no record of registration, nor exemption from registration, of the securities of Respondents MAMMOTH and DENNEL.

CONCLUSIONS OF LAW

11. RESPONDENTS METCALF, GREGORY, COX, COOK, PRESCOTT, MAMMOTH, and DENNEL, are not registered as securities agents or dealers in the state of Alabama. Transacting business in the State of Alabama while unregistered is a violation of § 8-6-3(a), Code of Alabama, 1975.

12. The securities of RESPONDENTS MAMMOTH and DENNEL sold by RESPONDENTS METCALF, GREGORY, COX, COOK, PRESCOTT, as set forth in paragraph 8 above, are not registered, nor exempt from registration in the state of Alabama.

13. The sale of unregistered, non-exempt securities into, within, or from the state of Alabama is a violation of § 8-6-4, Code of Alabama, 1975.

This Order does not prevent the Alabama Securities Commission from seeking such other civil or criminal remedies that are available to it under the Alabama Securities Act.

This Order is appropriate in the public interest for the protection of investors and consistent with the purpose of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that, RESPONDENTS MAX METCALF, CHARLES GREGORY, WILLIAM BILL COX, BENJAMIN COOK, GREGORY PRESCOTT, MAMMOTH CAPITAL CORPORATION, and DENNEL FINANCE LTD, immediately CEASE AND DESIST from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 8th day of October, 2002.



ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
Montgomery, Alabama 36130-4700

BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over a horizontal line. The signature is stylized and includes a large, sweeping flourish that extends to the right.

JOSEPH P. BORG
Director