

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF: )  
 )  
HEALTH MAINTENANCE ) ADMINISTRATIVE ORDER  
CENTERS, INC ) NO. CD-2001-0045  
KEVIN L. LAWRENCE )  
 )  
RESPONDENTS )

**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 offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

**RESPONDENTS**

1. Health Maintenance Centers, Inc., ("HMC") is a Washington corporation with a business address of 175 Parfitt Way, SW, Suite 200 N, Bainbridge Island, WA 98110.
2. Kevin L. Lawrence, ("LAWRENCE") is CEO and President of HMC with a business address of 175 Parfitt Way, SW, Suite 200 N, Bainbridge Island, WA 98110. From 1990 to 1992 LAWRENCE was registered in the state of Washington as an agent of the securities dealer, Waddell & Reed, Inc.

**STATEMENT OF FACTS**

3. The Commission is in receipt of information disclosing that HMC and LAWRENCE, acting in concert with, by, and through HMC officers, agents, affiliates, and employees, are engaged in the offer and/or sale of securities in the form of shares of stock, issued and/or issuable by HMC, into and within Alabama.

4. A review of the registration and exemption files of the Alabama Securities Commission disclosed no record of registration or any exemption filing of shares of stock offered and sold by HMC. Additionally, no record could be located for the registration of Respondent LAWRENCE as an Agent of HMC in the state of Alabama.

#### **CONCLUSIONS OF LAW**

5. The shares of stock offered and/or sold by HMC, to public investors in the state of Alabama, are securities as defined under § 8-6-2(10) Code of Alabama 1975.
6. That pursuant to § 8-6-4, Code of Alabama 1975, it is unlawful for any person to offer and/or sell any security in Alabama unless such security is first registered, exempt from registration, or sold in an exempt transaction.
7. That pursuant to § 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to conduct securities business in Alabama, as an Agent or Dealer for securities without the benefit of registration.

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 is consistent with the purposes of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY **ORDERED** that HEALTH MAINTENANCE CENTERS, INC and KEVIN L. LAWRENCE, 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 4<sup>th</sup> day of Sept., 2001.



ALABAMA SECURITIES COMMISSION  
770 Washington Avenue, Suite 570  
Montgomery, AL 36130-4700  
(334) 242-2984

BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over a horizontal line. A vertical line extends downwards from the signature, crossing the printed name and title below.

JOSEPH P. BORG  
Director