

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
DIANNA BLAIR TORBETT	)	ADMINISTRATIVE ORDER
Also Known As:	)	NO.CD-2002-00 <sup>26</sup>
DIANNA BLAIRTORBETT	)	
JERRY G COMBS	)	
MCMINN CONSULTANTS	)	
ASSET MANAGEMENT	)	
ASSOCIATES	)	
Also Known As:	)	
ASSET MANAGEMENT	)	
ASSOCIATION	)	
INTERNATIONAL VENTURES, LTD)	)	
INTERNATIONAL VENTURES	)	
	)	
<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. RESPONDENT DIANNA BLAIR TORBETT (RESPONDENT "BLAIR TORBETT") is represented to be an agent of RESPONDENT MCMINN CONSULTANTS ("MCMINN") with a business address of 479 Roberts Avenue, Building #114 County Road 630, Etowah, TN 37331. RESPONDENT BLAIR TORBETT has also been known as DIANNA BLAIRTORBETT.

2. RESPONDENT JERRY G. COMBS (RESPONDENT "COMBS") is represented to be an agent of RESPONDENT MCMINN with a business address of P. O. Box 514, Rainsville, Alabama 35967.

3. RESPONDENT MICMINN CONSULTANTS (RESPONDENT "MICMINN"), is represented to be a venture capital association loan program with a business address of 479 Roberts Avenue, Building #114 County Road 630, Etowah, TN 37331. RESPONDENT MCMINN also had a business address of 528 Brenda Drive, Madison, AL 35758.

4. RESPONDENT ASSET MANAGEMENT ASSOCIATES (RESPONDENT "ASSET"), is represented to be a subsidiary of RESPONDENT MCMINN with a business address of Bolam House, 3rd Floor, King & George Streets, Nassau, The Bahamas. RESPONDENT ASSET MANAGEMENT ASSOCIATES has also been known as ASSET MANAGEMENT ASSOCIATION.

5. RESPONDENT INTERNATIONAL VENTURES, LTD (RESPONDENT "INTERNATIONAL"), is represented to be a subsidiary of RESPONDENT MCMINN with a business address of Bolam House, 3rd Floor, King & George Streets, Nassau, The Bahamas.

6. RESPONDENT INTERNATIONAL VENTURES (RESPONDENT "INTERNATIONAL VENTURES"), is represented to be a subsidiary of RESPONDENT MCMINN with a business address of Bolam House, 3rd Floor, King & George Streets, Nassau, The Bahamas.

#### STATEMENT OF FACTS

7. The Commission is in receipt of information that RESPONDENTS BLAIR TORBETT, and COMBS engaged in the offer and/or sale of investment contracts involving memberships in a venture capital association loan program of RESPONDENTS MCMINN, ASSET, INTERNATIONAL and INTERNATIONAL VENTURES, to Alabama residents, that were neither registered nor exempt from registration in the state of Alabama.

8. Review of the files of the Commission, disclosed no record of the registrations of RESPONDENTS BLAIR TORBETT, COMBS, MCMINN, ASSET, INTERNATIONAL, and INTERNATIONAL VENTURES, as securities agents or dealers in the state of Alabama

9. Review of the files of the Commission, disclosed no record of registration, or exemption from registration, of the securities of RESPONDENTS MCMINN, ASSET, INTERNATIONAL and INTERNATIONAL VENTURES.

10. On February 2, 2002, the Tennessee Securities Division issued a Cease And Desist Order (Docket No. 12.06-019323J) to RESPONDENTS BLAIR TORBETT, MCMINN, ASSET, INTERNATIONAL and INTERNATIONAL VENTURES for the sale of an investment contracts involving membership in a venture capital association loan program of RESPONDENTS MCMINN, ASSET, INTERNATIONAL and INTERNATIONAL VENTURES, to a Maine resident from Tennessee, that were neither registered nor exempt from registration in the state of Tennessee.

#### CONCLUSIONS OF LAW

11. RESPONDENTS BLAIR TORBETT, COMBS, MCMINN, ASSET, INTERNATIONAL, and INTERNATIONAL VENTURES, are not registered as securities agents or dealers in the state of Alabama.

12. Transacting business in the State of Alabama as a securities dealer while unregistered is a violation of § 8-6-3(a), Code of Alabama, 1975.

13. The securities of RESPONDENTS MCMINN, ASSET, INTERNATIONAL and INTERNATIONAL VENTURES, sold by RESPONDENTS BLAIR TORBETT and COMBS, as set forth in paragraph 7, above, are not registered, nor exempt from registration in the state of Alabama.

14. 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.

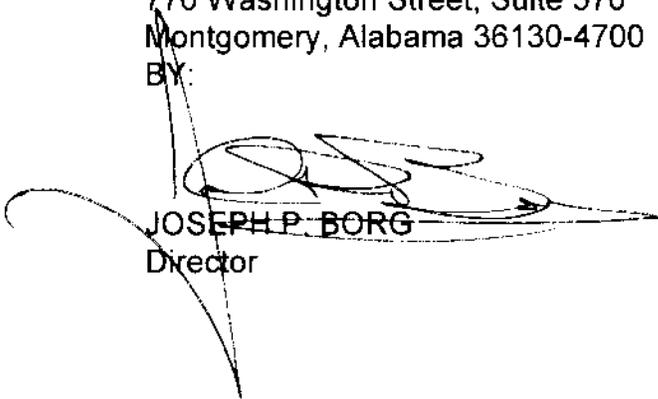
This Order is appropriate in the public interest for the protection of investors and consistent with the purpose of the Alabama Securities Act.

ACCORDINGLY, IT IS HEREBY ORDERED that, RESPONDENTS DIANNA BLAIR TORBETT, JERRY G. COMBS, MCMINN CONSULTANTS, ASSET MANAGEMENT ASSOCIATES, INTERNATIONAL VENTURES, LTD, and INTERNATIONAL VENTURES, 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 6<sup>th</sup> day of December, 2002.

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

BY:

  
JOSEPH P. BORG  
Director

