STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:	)	
	)	
ARIZONA GOLD CORPORATION	)	
DON L JENKINS	)	ADMINISTRATIVE ORDER
JAMES ALBERT ASHPOLE	)	NO. CD-2013-0006-A
AKA; JACK YOUNG	)	
	)	
RESPONDENTS	)	

AMENDED
CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("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. **ARIZONA GOLD CORPORATION, INC. ("AGC")** is a Florida Corporation, having a principal address of 4625 SW 27th Avenue, FT. Lauderdale, FL. 33312.

2. **DON L JENKINS ("JENKINS")**, at all times relevant, acted as the President of AGC, with a principal address of 4625 SW 27th Avenue, FT. Lauderdale, FL. 33312.

3. **JAMES ALBERT ASHPOLE, ("ASHPOLE") aka; JACK YOUNG**, at all times relevant, acted as the agent for AGC, with a principal address of 4625 SW 27th Avenue, FT. Lauderdale, FL. 33312.

STATEMENT OF FACTS

4. An online search of the Florida Department of State Division of Corporations website revealed on June 11, 2008, JENKINS filed articles of incorporation for AGC in the

state of Florida for the purpose of providing "any activity or business." JENKINS filed articles of dissolution for AGC on September 25, 2009.

5. Information made available to the Commission indicates that in August 2008, ASHPOLE, made a general solicitation ("cold call") to an Alabama resident. On or about August 12, 2008, offering documents entitled Arizona Gold Private Placement were emailed by ASHPOLE to the Alabama resident. The offering materials represented JENKINS as the CEO, President, and Director of AGC.

6. The offering memorandum described the investment offered to the Alabama resident as five (5) million AGC common shares at a cost of $2.00 per share, to be used for the purpose of AGC to engage in the business of acquiring and operating a gold mine with a concentration on the "placer mining deposits" in the "Milk Creek" area of Yavapai County, Arizona. As further inducement, ASHPOLE represented to the Alabama investor that within a six month period AGC would go public.

7. In addition, the offering memorandum disclosed that AGC was conducting the offering in reliance on the exemptions outlined in Sections 3(b), 4(2) and Rule 506 of Regulation D of the Securities Act of 1933.

8. Corporate information accompanying the offering materials represented AGC as having a business address of 1042 Willow Creek Road, Suite A101, PMB 456, Prescott, Arizona 86301-1673.

9. Information made available to the Commission revealed the Alabama investor signed a subscription agreement on January 26, 2009, and wire transferred $4,000.00 from a self-directed individual retirement account to a bank account controlled by JENKINS and AGC.

10. On February 28, 2009, JENKINS issued a stock certificate for 2,000 shares in AGC common stock to the Alabama investor.

11. A review of the U.S. Securities and Exchange Commission EDGAR online database disclosed no record of AGC filing for an exemption under Regulation D Rule 506.

12. A review of the Commission files, disclosed that RESPONDENTS were neither registered nor exempt from registration to offer and sell securities in Alabama.

13. The interview confirmed that the Alabama investor did not initiate the transaction and did not have a pre-existing relationship with RESPONDENTS. In addition, the Alabama investor and IRA custodian lost contact with RESPONDENTS within four months of the investment.

14. An online database search revealed the AGC corporate business address is actually a United Parcel Service, postal mail box (PMB) in Prescott, Arizona.

15. Facts establishing the identity of Respondent ASHPOLE are as follows; an online database search of the Florida Department of State, Division of Corporations, revealed the principle address for AGC in Ft. Lauderdale, Florida, to be the home address of AHSPOLE's sister. Respondent JENKINS identified ASHPOLE as the individual who organized AGC, the Milk Creek offering and as being employed by WEBMAN. The cellular telephone number utilized by ASHPOLE to cold call investors was registered to ASHPOLE. ASHPOLE received commission checks from WEBMAN which were consistent with payments received from investors. There are no payroll or commission checks issued by WEBMAN to an individual identified as YOUNG.

16. On September 13, 2013, the Commission received an affidavit of notice by publication from the Legals Clerk of Prescott Newspapers, Inc an Arizona Corporation which owns and publishes *The Daily Courier*, in the City of Prescott, County of Yavapai, Arizona. The affiant affirms the public notice of the Commission's administrative order in this matter had been published in four consecutive weeks from August to September 2013.

17. On October 31, 2013, ASC Administrative Order CD-2013-0006 was made a Final Order of the Commission.

CONCLUSIONS OF LAW

18. The AGC shares offered and sold by RESPONDENTS to the Alabama

investor are securities. Alabama's statutory definition of security pursuant to Section 8-6-2(10), Code of Alabama 1975, includes any stock, or share. The stock issued by RESPONDENTS is a security under the Act.

19. The definition of an agent under Section 8-6-2(2), Code of Alabama 1975, includes any individual who represents a dealer or an issuer in effecting or attempting to effect sales of securities. YOUNG represented AGC in effecting a transaction of securities, (i.e. stock), in Alabama and is an Agent under the Act

20. Pursuant to Section 8-6-4, Code of Alabama 1975, It is unlawful for any person to offer or sell any security in this state unless it is registered under this article; the security is exempt from registration under Section 8-6-10; or the transaction is exempt under Section 8-6-11. The securities offered and sold by RESPONDENTS were neither registered nor exempt from registration in Alabama at the time of solicitation or sale and were offered and sold in violation of the act.

21. Pursuant to Section 8-6-3(a), Code of Alabama 1975, It is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under the act. It is unlawful for any dealer or issuer to employ an agent unless the agent is registered. YOUNG acted as an agent for AGC in effecting transactions in securities in Alabama while not registered in violation of the Act. JENKINS and AGC employed YOUNG, an unregistered agent, to effect transactions in Alabama in violation of the Act.

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

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

Additionally, if the allegations set forth herein are found to be true, through either administrative adjudication, failure of the RESPONDENTS to make a timely request for hearing, or default of the respondents, it is the intention of the Commission to impose

sanctions upon the RESPONDENTS. Such sanctions may include, inter alia, an administrative assessment imposed on RESPONDENTS, an additional administrative assessment for investigative costs arising from the investigation of the violation(s) described herein against RESPONDENTS, and a permanent order to bar RESPONDENTS from participation in any securities related industry in the state of Alabama.

ACCORDINGLY, IT IS HEREBY ORDERED that the **RESPONDENTS** 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 5th day of September, 2014.

ALABAMA SECURITIES COMMISSION
401 Adams Avenue, Suite 280
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(334) 242-2984

BY:

Joseph P. Borg
Director