

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:)
)
JAMES WILLIAM GRIFFITH)
AMERICAN HERITAGE PUBLISHING)
AND MERCHANDISING)
AMERICAN VETERANS MARKETING,)
INC., aka AMERICAN VETERANS)
HALL OF HONOR)
)
RESPONDENTS)

**ADMINISTRATIVE ORDER
NO.CD-2007-0027**

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 offer and sale of securities into, within, or from the State of Alabama, has determined as follows:

RESPONDENTS

1. JAMES WILLIAM GRIFFITH ("GRIFFITH") is represented to be the President/Owner and Secretary of AMERICAN HERITAGE PUBLISHING AND MERCHANDISING and AMERICAN VETERANS MARKETING, INC., aka AMERICAN VETERANS HALL OF HONOR, with a business address of 607 67TH Street, NW, Fort Payne, AL 35967.

2. AMERICAN HERITAGE PUBLISHING, MERCHANDISING, INC. ("AHPM") , is represented to be a Delaware corporation with a business address of 607 67TH Street, NW, Fort Payne, AL 35967.

3. AMERICAN VETERANS MARKETING, INC. ("AVM"), aka AMERICAN VETERANS HALL OF HONOR ("AVHH") is represented to be a subsidiary of the parent company AHMP, with a business address of 607 67th Street, NW, Fort Payne, AL 35967.

STATEMENT OF FACTS

5. The Commission is in receipt of information that from February 3, 2003 through October 18, 2005, from his office in Ft. Payne, Alabama, GRIFFITH offered and sold stock, memberships and/ or loans in AHPM to investors. GRIFFITH told investors that funds invested in AHPM would be used to publish educational literature which Wal-Mart had agreed to sell. On September 24, 2007, in response to a subpoena, the Commission received from Wal-Mart a Certificate of No Records certifying that Wal-Mart had no record of any agreement with Griffith. GRIFFITH also told investors that their invested funds would be used to construct a building to memorialize American war veterans. GRIFFITH promised investors potential returns doubling their investment within one year.

6. GRIFFITH sold investments in AHPM to eleven investors, residents of Alabama, Tennessee and Georgia, for approximately \$125,500. GRIFFITH provided the eleven investors with stock certificates entitled "AMERICAN VETERANS MARKETING, INC., aka AMERICAN VETERANS HALL OF HONOR and AMERICAN HERITAGE PUBLISHING AND MERCHANDISING, INC.". GRIFFITH told the investors that their stock certificates represented non-voting shares of common stock.

7. A review of the registration files of the Commission disclosed no record of the registration for GRIFFITH as a securities agent or broker dealer in the state of Alabama.

8. A review of the registration files of the Commission disclosed no record of registration, or exemption from registration, for the securities sold by GRIFFITH as stock in AHPM, AVM, and / or AVHH.

9. On November 29, 2006, GRIFFITH was convicted in Rutherford County, Tennessee Circuit Court of three (3) counts of Theft of Property between \$0 and \$1,000, three (3) counts of Securities Registration Requirements, and three (3) counts of Failure to Register Securities and Fraud in connection with the sale of securities. GRIFFITH was sentenced to six years in prison on February 15, 2007 and is currently serving that sentence at the Charles Bass Correctional Complex in Nashville, Tennessee.

CONCLUSIONS OF LAW

10. Section 8-6-3, Code of Alabama 1975 states: "It is unlawful for any person to transact business in this state as a dealer or agent for securities unless he is registered under this article." Pursuant to Section 8-6-2(2), Code of Alabama 1975, the definition of "agent" includes any individual who represents an issuer in effecting sales of securities. Acting as an agent or dealer for AHMM, AVM, and AVHH, GRIFFITH offered and sold securities from the state of Alabama to residents of the states of Georgia and Tennessee in violation of Section 8-6-3, Code.

11. Section 8-6-4, Code of Alabama 1975 states: "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 in violation of the provisions of Section 8-6-4, Code.

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.

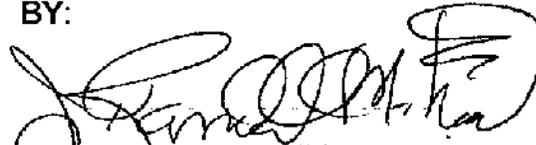
ACCORDINGLY, IT IS HEREBY ORDERED that RESPONDENTS immediately **CEASE AND DESIST** from further offers or sales of any security into, within, or from the State of Alabama.

Entered at Montgomery, Alabama, this 26th day of September, 2007.



JTH/jh

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


J. RANDALL McNEILL
Deputy Director