

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:)	
)	
GREEN WARRIOR, INC.)	ADMINISTRATIVE ORDER
NICHOLAS GREEN)	NO.CD-2011-0001
)	
<u>RESPONDENTS</u>)	

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having the 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. **GREEN WARRIOR, INC. (GREEN WARRIOR)** is a Nevada corporation with offices and principal place of business at 15707 Rockfield Boulevard, Suite 100, Irvine, California 92618.

2. **NICHOLAS GREEN (GREEN)** is the President of **GREEN WARRIOR** with offices and principal place of business at 15707 Rockfield Boulevard, Suite 100, Irvine, California 92618.

STATEMENT OF FACTS

3. On or about December 1, 2010, an unknown male placed a cold call to a resident of the State of Alabama and solicited an investment. Said solicitation was for an investment in **GREEN WARRIOR**, in the form of shares of stock, in the amount of \$20,000.00 to \$60,000.00. As a part of the solicitation, a representation was made to the Alabama resident that he would earn his money back in five (5) years as **GREEN**

WARRIOR is paying a twelve percent (12%) return on investment. The Alabama resident directed the **GREEN WARRIOR** representative to mail to him any printed material **GREEN WARRIOR** would like for him to consider. Subsequently, the Alabama resident received a package from **GREEN WARRIOR** that included a confidential private placement memorandum (Memorandum No. 292) as well as a subscription agreement which included wiring instructions. The private placement memorandum detailed the offering of 10,000,000 shares of stock in **GREEN WARRIOR** at \$1.00 per share.

4. Approximately one (1) or two (2) days following the receipt of the package, the Alabama resident was contacted by an unknown female representing **GREEN WARRIOR**. The unknown female contacted the Alabama resident to determine if he had received the printed material mailed to him by **GREEN WARRIOR**. During the course of their conversation, the Alabama resident asked if the unknown female and **GREEN WARRIOR** were registered to offer securities in the State of Alabama. In response, the unknown female represented to the Alabama resident that she and **GREEN WARRIOR** were registered to offer securities in the State of Alabama.

5. The unknown female representing **GREEN WARRIOR** asked the Alabama resident what he thought of the investment opportunity offered by **GREEN WARRIOR**. The Alabama resident responded that he was so impressed with said investment opportunity that he had shared it with the Alabama Securities Commission; at which time the unknown female terminated the conversation by hanging up the telephone.

6. On December 13, 2010, a search of the EDGAR database maintained by the United States Securities and Exchange Commission did not disclose a Form D filing by **GREEN WARRIOR**.

7. On December 13, 2010, a review of the registration files maintained by the Commission revealed that neither **GREEN WARRIOR**, nor **GREEN** are registered as a Dealer, Agent, Investment Advisor, or Investment Advisor Representative for securities

in the State of Alabama. Additionally, there had not been a notice filing accomplished by **GREEN WARRIOR** relative to a Form D filing for the subject offering.

CONCLUSIONS OF LAW

8. Section 8-6-2 (10), Code of Alabama, 1975, includes, in pertinent part, the definition of a security as any stock or treasury stock. The interest in **GREEN WARRIOR** offered by the **RESPONDENTS** constitutes a security, to wit: shares of stock.

9. Section 8-6-3(a), Code of Alabama, 1975, of the Alabama Securities Act states that it is unlawful for any person to transact business in this state as a Dealer or Agent for securities unless such person is registered with the Commission. As President of **GREEN WARRIOR**, **GREEN** authorized the offering of shares of stock in **GREEN WARRIOR** to an Alabama resident without benefit of registration. **GREEN** authorized solicitation without being registered as an Agent with the State of Alabama in violation of the Act.

10. Section 8-6-4, Code of Alabama, 1975, of the Alabama Securities Act states that it is unlawful for any person to offer or sell any security in this state unless: (1) it is registered under the Act; (2) the security is exempt from registration under section 8-6-10; or (3) the transaction is exempt under section 8-6-11. The security offered; to wit: shares of stock in **GREEN WARRIOR**, was neither registered nor exempt from registration in Alabama in violation of the Act.

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

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

Additionally, if the allegations set forth herein are found to be true, though administrative adjudication, failure of the **RESPONDENTS** to make a timely request for hearing, or default of the respondent, 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**, and additional administrative assessment for investigative cost arising from the investigation of the violations 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 **GREEN WARRIOR, INC.** and **NICHOLAS GREEN** 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 January, 2011.



ALABAMA SECURITIES COMMISSION
401 Adams Avenue, Suite 280
Montgomery, AL 36104
(334) 242-2984
BY:

A handwritten signature in black ink, appearing to read "J. Randall McNeill", written over a horizontal line.

J. Randall McNeill
Deputy Director