

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:)	
)	
KEMAKO WORLD, INCORPORATED)	
ANH TRAN)	ADMINISTRATIVE ORDER
Aka TUYET A. MUSICK)	NO. CD 2013- 00 ₁₂
Aka TUYET A. RICHMOND)	
)	
<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. **KEMAKO WORLD, INCORPORATED**, ("KEMAKO WORLD") at all times relevant to the issuance of this Order, represented itself as a Texas Corporation with a business address of 9659 Sam Houston Street, Humble, Texas 77396.

2. **ANH TRAN, aka TUYET A. MUSICK, Aka TUYET A. RICHMOND** ("TRAN") at all times relevant to the issuance of this Order, represented herself as the majority owner and member of the Board of Directors of **KEMAKO WORLD** with a business address of 9659 Sam Houston Street, Humble, Texas 77396.

STATEMENT OF FACTS

3. On January 25, 2013, the Commission received a complaint from an Alabama

resident stating that in the summer of 2010 he met **TRAN** on an internet website and developed a relationship. Tran represented to the Alabama resident that she was a Texas attorney and the Chairman of the Board of Directors of **KEMAKO WORLD**. The Alabama resident advised the Commission that in September 2010, **TRAN** represented to him that the Board of Directors of **KEMAKO WORLD** intended to go forward with a public offering of company stock and was searching for investors.

4. Furthermore, the Alabama investor related in his complaint that conversations and plans of the **KEMAKO WORLD** offering continued between he and **TRAN** until August 2012 when **TRAN** confided in him a conflict had developed between she and another member of the Board of Directors. **TRAN** alleged to the Alabama investor that this fellow board member was trying to take over control of the Board and company. **TRAN** further represented to the Alabama resident that she needed someone to purchase that member's position on the Board of Directors. She advised the Alabama investor this could be accomplished for an investment in **KEMAKO WORLD**. This would eliminate the threat posed by the member of the Board, and the investor could expect a 7% to 8% return on his original investment with a guarantee of profits from the development of **KEMAKO WORLD's** new product lines.

5. The Alabama investor has represented to the Commission that **TRAN** continued with her verbal solicitations of him and he acquiesced to her offers entering into a verbal "investment contract". As evidence of the Alabama investor's investment in **KEMAKO WORLD** the Commission has documents establishing the Alabama resident's issuance of three wire transfers between November 12, 2012 and December 24, 2012 totaling \$21,000.00 being deposited into a bank account belonging to **KEMAKO WORLD**.

6. On March 25, 2013, a review of the Commission's registration files disclosed no record of registration nor any perfected exemption from registration in the State of Alabama for the "investment contract" offered in the name of **KEMAKO WORLD**.

7. The review of the Commission's registration files on March 25, 2013, also revealed no history of registration of **KEMAKO WORLD** as a broker dealer in the state of Alabama.

8. Furthermore the March 25, 2013, review of the Commission's registration files disclosed no record of registration for **TRAN** as a Dealer or Agent for securities in the state of Alabama.

9. At the request of the Commission, a review of the Harris County Texas, County Clerk's website on May 8, 2013 revealed **KEMAKO WORLD** is not a known corporation in the State of Texas but is a dba of **TRAN** listed in the name of an alias Tuyet Anh Musick.

10. A review of the Alabama Secretary of State's website was conducted by the Commission staff on May 10, 2013, finding no record of filing in the name of **KEMAKO WORLD** or by **TRAN** as an officer of the company.

CONCLUSIONS OF LAW

11. Section 8-6-2(10), Code of Alabama 1975, enumerates an "investment contract" as a security. The investment contract offered by the **RESPONDENTS** meet the definition of a security under the Act.

12. Under Section 8-6-2(2), Code of Alabama 1975, the definition of "agent" includes any individual who represents a dealer or an issuer in effecting or attempting to effect sales of securities. **TRAN** by soliciting and effecting sales of securities, to wit; "investment contract" offered to the Alabama resident establishes her as an "Agent" under the Act.

13. 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. **TRAN** offered and sold securities in the State of Alabama while not being registered as an agent with the Commission in violation of the Act.

14. 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 the Act; the security is exempt from registration under Section 8-6-10; or the transaction is exempt under Section 8-6-11. The investment contract offered by **KEMAKO WORLD** was neither registered nor subject to a perfected exemption from registration in Alabama and were offered and sold by **RESPONDENTS** in violation of the Act.

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

This Order does not prevent the Commission from seeking 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, 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 **RESPONDENTS** immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, AL, this 17th day of May, 2013.



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

BY:

A handwritten signature in black ink, appearing to read "Joseph P. Borg", is written over a horizontal line. The signature is stylized and includes a long, sweeping underline that extends to the left.

Joseph P. Borg
Director