

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)
O'NEAL CLEVELAND)
INVESTORS, INC.)
RESPONDENTS)
ADMINISTRATIVE ORDER
NO.CD-2001-0042

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

RESPONDENTS

1. O'NEAL CLEVELAND ("RESPONDENT CLEVELAND") is President of Investors, Inc., an automobile investment broker with a business address of 2788 Pelham Parkway, Pelham, Alabama, 35124. At all times relevant to violations set forth herein, RESPONDENT CLEVELAND acted as an agent of Investors, Inc. ("RESPONDENT INVESTORS, INC.").
2. RESPONDENT INVESTORS INC. is an investment company with a business address of 2788 Pelham Parkway, Pelham, Alabama, 35124.

STATEMENT OF FACTS

3. The Commission is in receipt of information that RESPONDENT CLEVELAND engaged in the offer and/or sale of investment contracts involving unregistered securities (promissory notes of RESPONDENT INVESTORS INC.) to Alabama residents that are neither registered nor exempt from registration in the state of Alabama, through his business RESPONDENT INVESTORS, INC.

4. The Commission is in receipt of information that RESPONDENT CLEVELAND used the money obtained from the investors to create a blind pool investment fund which was utilized to make loans to used car dealers in the area. Through the managerial efforts of Cleveland, Investor, Inc., then repaid the investors with money received from the used car dealers.

5. Review of the files of the Commission, disclosed no record of the registrations of RESPONDENT CLEVELAND as a securities agent nor a investment advisor in the state of Alabama.

6. Review of the files of the Commission, disclosed no record of the registrations of RESPONDENTS INVESTORS INC. as a securities dealer in the state of Alabama.

7. Review of the files of the Commission, disclosed no record of registration, nor exemption from registration, of the securities of RESPONDENT INVESTORS INC.

CONCLUSIONS OF LAW

8. RESPONDENT CLEVELAND is not registered as a securities agent or investment advisor in the state of Alabama.

9. RESPONDENT INVESTORS INC. is not registered as a securities dealer in the state of Alabama.

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

11. The securities of RESPONDENTS INVESTORS INC., sold by RESPONDENT CLEVELAND, as set forth in paragraph 3 above, are not registered, nor exempt from registration in the state of Alabama.

12. 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 O'NEAL CLEVELAND AND INVESTORS INC., 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 10th day of August, 2001.



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

BY:

JOSEPH P. BORG
Director