

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)
)
SOUTHERN HERITAGE, INC.)
FREEDOM QUEST USA)
THE COOKIE JAR, L.L.P.)
GITAM, L.L.C.)
BLESSING CENTER)
EAGLES CLUB INTERNATIONAL)
MONEY TREE SYSTEM)
SSR, L.L.C.)
W. A. COCHRAN)
(AKA WILLIAM A. COCHRAN))
BOB GLASS)
MARK E. GLASS)
FREDRICK STEVEN ORLEANS)
ALAN WRIGHT)
TERRY W. BRYANT)
WILLIAM E. FRAZIER)
TERESA ROBERSON)
LONNIE E. HONEYCUTT)
JEFFERY MORRISON)
TERRY J. BUCK)
DAVID EASTERBROOKS)
GUY W. FOSTER)
IKE MCCOLLUM)
EDDIE WOOD)
JOHN PERSHING SMITH)
H. J. "RED" TINER)
)
RESPONDENTS)

ADMINISTRATIVE ORDER
NO. CD-2005-0012

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

RESPONDENTS

1. SOUTHERN HERITAGE, INC. ("SHI"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is an Alabama corporation registered with the Alabama Secretary of State.

2. FREEDOM QUEST USA ("FQUSA"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is an Alabama-based entity not registered with the Alabama Secretary of State.

3. THE COOKIE JAR, L.L.P. ("TCJ"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is an Alabama limited liability partnership registered with the Alabama Secretary of State.

4. GITAM, L.L.C. ("GITAM"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is an Alabama limited liability company registered with the Alabama Secretary of State.

5. BLESSING CENTER ("BC"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is an Alabama-based entity not registered with the Alabama Secretary of State.

6. EAGLES CLUB INTERNATIONAL ("ECI"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is an Alabama-based entity not registered with the Alabama Secretary of State.

7. MONEY TREE SYSTEM ("MTS"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is an Alabama-based entity not registered with the Alabama Secretary of State.

8. SSR, L.L.C. ("SSR"), with a business address of 1640 West Sugar Creek Drive, Mobile, AL 36695, is an Alabama limited liability company registered with the Alabama Secretary of State.

9. W. A. COCHRAN (AKA WILLIAM A. COCHRAN) ("COCHRAN"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the president of SHI.

10. BOB GLASS ("BGLASS"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the chairman emeritus of SHI and FQUSA.

11. MARK E. GLASS ("MGLASS"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the chief executive officer (CEO) of FQUSA and a manager and/or director of SHI and GITAM.

12. FREDRICK STEVEN ORLEANS ("ORLEANS"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the executive medical board director of FQUSA and managing partner of TCJ.

13. ALAN WRIGHT ("WRIGHT"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the national marketing director of FQUSA and founder of BC.

14. TERRY W. BRYANT ("BRYANT"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the national director of ECI.

15. WILLIAM E. FRAZIER ("FRAZIER"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the executive medical board chairman of FQUSA.

16. TERESA ROBERSON ("ROBERSON"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be an executive medical board member of FQUSA.

17. LONNIE E. HONEYCUTT ("HONEYCUTT"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be an executive medical board member of FQUSA and founder of MTS.

18. JEFFERY MORRISON ("MORRISON"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be an executive medical board member of FQUSA and representative for TCJ.

19. TERRY J. BUCK ("BUCK"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the chief financial officer of FQUSA.

20. DAVID EASTERBROOKS ("EASTERBROOKS"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be a partner in MTS.

21. GUY W. FOSTER ("FOSTER"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the vice chairman of FQUSA and member of GITAM.

22. IKE MCCOLLUM ("MCCOLLUM"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the founding director of FQUSA and member of GITAM.

23. EDDIE WOOD ("WOOD"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be a member of board of directors of FQUSA.

24. JOHN PERSHING SMITH ("SMITH"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the executive vice president of marketing and training of FQUSA.

25. H. J. "RED" TINER ("TINER"), with a business address of 4324 Midmost Drive, Suite 100, Mobile, AL 36609, is represented to be the national trainer of marketing and training of FQUSA representative of TCJ.

STATEMENT OF FACTS

26. The Commission is in receipt of information that SHI, FQUSA, TCJ, GITAM, BC, ECI, MTS, and SSR engaged in the offer and/or sale of securities, to wit: offering high risk investment contracts involving the development of dietetic cookies for use in human weight loss to be sold through network marketing.

27. The Commission is in receipt of documents that SHI, FQUSA, TCJ, GITAM, BC, ECI, MTS and SSR engaged in the solicitation and sale of securities involving "a high degree of risk," specifically "membership agreements" in which investors purchase or subscribe to units of partnership of TCJ at a price of \$10,000 per unit with returns dependent upon the development of dietetic cookies for use in human weight loss to be sold through network marketing through FQUSA.

28. Further investigation indicates that COCHRAN, BGLASS, MGLASS, ORLEANS, WRIGHT, BRYANT, FRAZIER, ROBERSON, HONEYCUTT, MORRISON, BUCK, EASTERBROOKS, FOSTER, MCCOLLUM, WOOD, SMITH and TINER have solicited and/or effected securities transactions, in the form of investment contracts offering high risk membership contracts.

29. A review of the files of the Registration Division of the Alabama Securities Commission found neither registration with the Commission pursuant to Sections 8-6-3 through 8-6-8 of the Alabama Securities Act, nor a claim for exemption

under Section 8-6-10 or 8-6-11 of the Act for the RESPONDENTS or for the securities being offered and sold.

CONCLUSIONS OF LAW

30. RESPONDENTS are not registered as securities agents or broker dealers in the state of Alabama. The sale of securities by an unregistered dealer or agent in the state of Alabama is a violation of Section 8-6-3(a), Code of Alabama 1975.

31. The securities of SHI, FQUSA, TCJ, GITAM, BC, ECI, MTS and SSR are neither registered nor exempt from registration in the state of Alabama. The sale of unregistered securities in the state of Alabama is a violation of Section 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 Act.

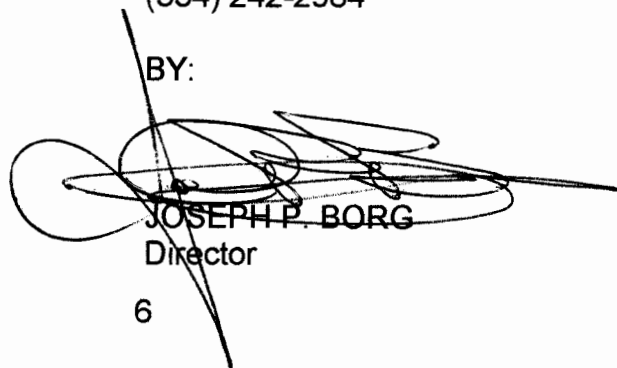
This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Act.

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

Entered at Montgomery, Alabama, this 7th day of April, 2005

ALABAMA SECURITIES COMMISSION
770 Washington Street, Suite 570
Montgomery, Alabama 36130-4700
(334) 242-2984

BY:


JOSEPH P. BORG
Director

