

STATE OF ALABAMA  
ALABAMA SECURITIES COMMISSION

|                                    |   |                      |
|------------------------------------|---|----------------------|
| IN THE MATTER OF:                  | ) |                      |
|                                    | ) |                      |
| MERCHANT'S COMMERCE SOLUTION, INC. | ) | ADMINISTRATIVE ORDER |
| GUERRY LAMAR REESE                 | ) | NO. CD-2006-0034     |
| PHEOBE M. REESE                    | ) |                      |
|                                    | ) |                      |
| RESPONDENTS                        | ) |                      |

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 ("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. MERCHANT'S COMMERCE SOLUTION, INC. ("MERCHANT'S") is a Georgia company, with a business address of 2422 Doubletree Drive, Acworth, Georgia 30102.
2. GUERRY LAMAR REESE ("G. REESE") is the Chief Executive Officer and President of MERCHANT'S, with a personal address of 214 Hickory Lane, Prattville, Alabama 36066, and a business address of 2422 Doubletree Drive, Acworth, Georgia 30102.
3. PHOEBE M. REESE ("P. REESE") is the Corporate Secretary of MERCHANT'S, with a business address of 2422 Doubletree Drive, Acworth, Georgia 30102.

### STATEMENT OF FACTS

4. Information made available to the Commission indicates that in July and August of 2004, G. REESE offered and sold shares of common stock in MERCHANT'S to an investor residing in the state of Alabama.

5. MERCHANT'S is incorporated in the state of Georgia. The incorporation documents filed with the Georgia Secretary of State's Office lists P. REESE as the Secretary of the corporation.

6. A review of the files of the Alabama Securities Commission Registration Division disclosed no record of registration, or exemption from registration for G. REESE, P. REESE, or MERCHANT'S as a Securities Agent or Dealer in the state of Alabama.

7. A review of the files of the Alabama Securities Commission Registration Division disclosed no record of registration, or exemption from registration, for the common stock issued by MERCHANT'S.

### CONCLUSIONS OF LAW

8. G. REESE, P. REESE, nor MERCHANT'S are registered, or exempt from registration as a Dealer or Agent 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.

9. The shares of corporate stock in MERCHANT'S 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 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 16<sup>th</sup> day of August, 2006.



ALABAMA SECURITIES COMMISSION  
770 Washington Avenue, Suite 570  
Montgomery, AL 36130-4700  
(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 extends to the right.

JOSEPH P. BORG  
Director