

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:

**TWO GUY'S PUBLICATIONS, INC.
HOMER F. JENNINGS.
RONALD R. ZUETLAU**

RESPONDENTS

**ADMINISTRATIVE ORDER
NO. CD-2007-0037**

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. **TWO GUY'S PUBLICATIONS, INC. ("TWO GUYS PUB")** is an Alabama Corporation established on September 14, 2005, with an Alabama address of 100 Arena Drive, Branchville, Alabama, 35120.

2 **HOMER F. JENNINGS, ("JENNINGS")** at all times relevant, was the Chief Executive Officer and Vice President of **TWO GUYS PUB**, with a home address of 829 Apache Pass, Anniston, Alabama 36206.

3 **RONALD R. ZUETLAU ("ZUETLAU")**, at all times relevant, was the Chief Operating Officer and President of **TWO GUYS PUB**, with a home address of 321 Friendship Drive, Springville, Alabama 35146.

STATEMENT OF FACTS

4. On September 14, 2005, **TWO GUYS PUB** presented an application for registration as a corporation to the Secretary of State. **JENNINGS** was identified as an agent of the corporation and the business address was listed as 100 Arena Drive, Branchville, Alabama, 35120.

5. On September 14, 2005, **RESPONDENTS** offered and sold an investment contract entitled "Share Agreement for Two Guy s Publications" to an Illinois resident for \$15,000.

6. On December 14, 2007, a review of the Commission's registration files disclosed no record of registration for **RESPONDENTS** as a Dealer, Agent, Investment Advisor, or Investment Advisor Representative.

7. On December 14, 2007, a review of the Commissions registration files disclosed no record of registration or exemption from registration in the state of Alabama for the investment contract offered and sold by **RESPONDENTS**.

CONCLUSIONS OF LAW

8. Section 8-6-2 (10), Code of Alabama 1975, includes an investment contract in the definition of a security. The investment contract entitled "Share Agreement for Two Guy s Publication" sold by **RESPONDENTS** is a security under this definition.

9. 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 this article. A "dealer" is defined in Section 8-6-2(3) as any person engaged in the business of effecting transactions in securities. **TWO GUYS PUB**

transacted business as an issuer or agent for securities in violation of Section 8-6-3(a).

10. 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 this article. The definition of agent in Section 8-6-2(2), Code of Alabama 1975, includes any individual who represents a dealer or an issuer in effecting or attempting to effect sales of securities. JENNINGS and ZUETLAU acted as agents of **TWO GUYS PUB** under this definition without benefit of registration in violation of Section 8-6-3(a).

11. Pursuant to Section 8-6-3(a), it is unlawful for any dealer or issuer to employ an agent unless the agent is registered. **TWO GUYS PUB** employed JENNINGS and ZUETLAU as agents who were not registered in violation of Section 8-6-3(a).

12. 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 this article; the security is exempt from registration under Section 8-6-10; or the transaction is exempt under Section 8-6-11." The securities offered and sold by **RESPONDENTS** were neither registered nor exempt from registration in Alabama in violation of Section 8-6-11.

This Order does not prevent the 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 TWO GUYS PUBLICATIONS, INC., HOMER F. JENNINGS, and RONALD R. ZUETLAU 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 17th day of December 2007



ALABAMA SECURITIES COMMISSION
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BY:


J. RANDALL McNEILL
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Jth/JH