

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:

SKYFRAMES, INC

CHET NOBLETT

WILLIAM GREEN RIGBY, JR

RESPONDENTS

ADMINISTRATIVE ORDER
NO. C0-2008-00²⁰

**LIMITED CONSENT ORDER AS TO
WILLIAM GREEN RIGBY, JR. ONLY**

The Alabama Securities Commission ("Commission"), having 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 herein, and having confirmed information of the offer for sale and/or sale of securities into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. SKYFRAMES, INC, ("SKYFRAMES") is an entity represented to be a California corporation with a business address of 2355 Glassell Street, Suite D, Orange, CA 92865.

2. CHET NOBLETT ("NOBLETT") at all times relevant to the allegations set forth herein, acted as an agent and chairman of SKYFRAMES. NOBLETT's business address is 2355 Glassell Street, Suite D. Orange, CA 92865. NOBLETT's alternate address is 12961 Marcy Ranch Road, Santa Ana, CA 92705.

3. WILLIAM GREEN RIGBY, JR ("RIGBY") at all times relevant to the allegations set forth herein, acted as an agent of SKYFRAMES in the state of Alabama. RIGBY's address is 205 Branch Water Court, Madison, MS 39110.

STATEMENT OF FACTS

4. In November 2006, an Alabama resident entered into an agreement whereby he pooled his funds with two other investors for the purpose of purchasing 100,000 shares of stock in SKYFRAMES. The Alabama resident sent \$4,100.00 to RIGBY for payment of his portion of the stock to be purchased. The investment agreement provided that each investor would have 1/3 (one-third) ownership of the subscribed shares in SKYFRAMES. Subsequent e-mail communications to the investors indicated that SKYFRAMES and NOBLETT intended to issue 100,000 shares of Class A stock.

5. Information made available to the Commission on October 4, 2007, indicated that RIGBY engaged in the offer and/or sale of securities, to an Alabama resident, to wit: an investment contract in which three investors pooled their funds to purchase shares of stock in SKYFRAMES.

6. In May 2008, a review of the Alabama Securities Commission files disclosed no record of the registration or a perfected exemption from registration for the shares, or the investment contract, offered by RESPONDENT.

7. On June 17, 2008, Administrative Order No. CD 2008-0020 was issued to RESPONDENT. The Order alleged that RESPONDENTS violated Sections 8-6-3 and 8-6-4, Code of Alabama 1975, when they acted as unregistered agents in the offer and/or sell of securities that were neither registered nor subject to a perfected exemption from registration in the state of Alabama.

8. During an informal hearing on January 7, 2009, RIGBY provided testimony that he acted alone when soliciting the investments and entered into the investment contract, described herein, with an Alabama investor. RIGBY also represented that the solicitation of the investments was made without the knowledge of SKYFRAMES and NOBLETT.

9. In March 2009, RIGBY tendered offers of rescission to the Alabama investor, totaling \$4,000 plus \$520 in interest. The Alabama investor declined the

rescission offer, electing to seek civil action. RIGBY furnished the Commission copies of the rescission offer and the certified mail receipt.

10. On April 23, 2009, the Administrative Order No. CD-2008-0020 was vacated only as it pertained to SKYFRAMES and NOBLETT. The Order to Vacate was based on information received by the Commission and representations made during informal hearings with RESPONDENTS, which indicated that NOBLETT, as the agent of SKYFRAMES, did not solicit an investment from the Alabama investor.

CONCLUSIONS OF LAW

11. Pursuant to Section 8-6-2(10), Code of Alabama 1975, the definition of security includes any stock. Shares of stock in SKYFRAMES are securities under the statutory definition set forth in Section 8-6-2(10) of the Act.

12. Pursuant to Section 8-6-2(10), Code of Alabama 1975, the definition of security includes an investment contract. The agreement entered into, as described above, falls within the definition of an investment contract and is therefore a security under the statutory definition set forth in the Act.

13. Pursuant to Section 8-6-3, Code of Alabama 1975, it is unlawful for any person to transact business in this state as a Dealer, Agent, Investment Adviser, or Investment Adviser Representative unless he is registered under this article. RIGBY is not registered as a Dealer, Agent, Investment Adviser, or Investment Adviser Representative in the state of Alabama and effected a sale of a security in this state in violation of Section 8-6-3.

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 the security 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 RIGBY were neither registered nor subject to a perfected exemption from registration in Alabama at the time of solicitation or sale of the security in violation of the Act.

WHEREAS, RIGBY admits the Statement of Facts set out hereinabove are true and correct; RIGBY admits the assertions made and provided by RIGBY during the Commission's investigation of this matter are true and correct; RIGBY represents to the Commission that the sales disclosed herein is the only offer and/or sale of a security that RIGBY has made into, within or from the state of Alabama; RIGBY represents that he has disclosed all known offers and/or sales of any investments in SKYFRAMES made into, within or from the state of Alabama; that RIGBY understands that the Commission relied upon the facts as set forth in the Statement of Facts above, in entering into this Consent Order;

WHEREAS, the Commission may seek further civil or criminal remedies, available to it under the provisions of the Act, against RIGBY, if it determines that the assertions or representations relied upon by the Commission in entering this Consent Order prove to be incorrect;

WHEREAS, RIGBY has voluntarily agreed to waive all rights to a hearing upon entry of this Order and has consented to the entry of this Order; and

WHEREAS, the Commission finds this Order necessary and appropriate in the public interest for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act; and

WHEREAS, the Commission and RIGBY are desirous of settling this matter as hereafter set forth and agree to the entry of this Order;

ACCORDINGLY, IT IS HEREBY ORDERED:

1. That RIGBY shall, until such time as the securities are properly registered, or an appropriate exemption from registration has been perfected, refrain from effecting securities transactions into, within or from the state of Alabama. RIGBY shall not act as an agent in effecting securities transactions, until he is properly registered or exempt from registration under the Alabama Securities Act.

2. That in accordance with Section 8-6-19(j)(1), Code of Alabama 1975, RIGBY shall pay to the State of Alabama an administrative assessment of Two – Hundred and Fifty dollars (\$250), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

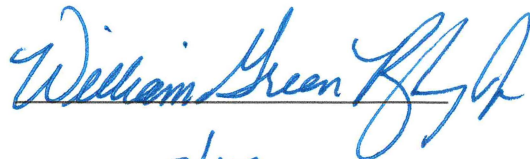
3. That in accordance with Section 8-6-19(k)(1), Code of Alabama 1975, RIGBY shall pay to the Alabama Securities Commission, as partial reimbursement for the Commission's cost of investigating this matter, the sum of Two-Hundred and Fifty dollars (\$250), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

4. That the entry of this Order resolves the Cease and Desist Order, Administrative Order No. CD-2008-0020, issued June 17, 2008, as it pertained to RIGBY.

AGREED AND CONSENTED to on date indicated:

RESPONDENT

WILLIAM GREEN RIGBY, JR.

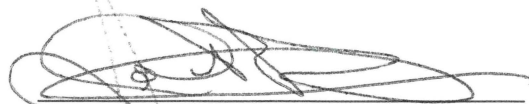


DATE: 8/17, 2009

APPROVED AND AGREED this 24th day of August, 2009.

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

BY:



JOSEPH P. BORG
DIRECTOR

